THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in **CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.**, you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國國際海運集裝箱(集團)股份有限公司

CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

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

(Stock Code: 02039)

RELATING TO
(1) CONNECTED TRANSACTIONS WITH SUBSIDIARIES OF CHINA MERCHANTS INDUSTRY HOLDINGS CO., LTD.;
(2) ADJUSTMENTS TO THE LIMIT OF THE GUARANTEE PLAN FOR 2025;
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

The Second Extraordinary General Meeting for 2025 will be held at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:55 p.m. on Thursday, 6 November 2025. The notice of the Second Extraordinary General Meeting for 2025 dated 15 October 2025 has been published together with the form of proxy. Whether or not you are able to attend the Second Extraordinary General Meeting for 2025, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the Second Extraordinary General Meeting for 2025 (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Second Extraordinary General Meeting for 2025 (or any adjournment thereof) should you so wish.

15 October 2025

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

"A Share(s)"	the domestic share(s) in the registered capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in RMB;
"Articles of Association"	the articles of association of China International Marine Containers (Group) Co., Ltd.;
"Bareboat Charter Agreements"	the two bareboat charter agreements entered into by BWO with Hailong No.16 Co. and Hailong No.17 Co. respectively in relation to the Transactions;
"Board" or "Board of Directors"	the board of Directors of the Company;
"BWO"	BLUEWHALE OFFSHORE PTE. LTD., a wholly-owned subsidiary of the Company;
"CASBE"	the Accounting Standards for Business Enterprises – Basic Standards and 42 Specific Accounting Standards issued by the Ministry of Finance of the PRC, and application guidance and interpretations to CASBE and other related regulations;
"China Merchants"	China Merchants Group Limited (招商局集團有限公司), a wholly state-owned enterprise established under the laws of the PRC under direct control of the State-owned Assets Supervision and Administration Commission of the State Council, which held 24.49% equity interests in the Company indirectly through China Merchants Industry as at 10 September 2025, thus is a substantial shareholder of the Company;
"China Merchants Industry"	China Merchants Industry Holdings Co., Ltd., a joint stock company established in the PRC with limited liability, and a subsidiary of China Merchants; which held 24.49% equity interests in the Company as at 10 September 2025, thus a substantial Shareholder of the Company;
"Circular"	the circular of the Company dated 15 October 2025;

"CMOEI"	China Merchants Offshore Engineering Investment (Shen Zhen) Co., Ltd. (深圳市招商局海工投資有限公司), a company established in the PRC with limited liability, and a wholly-owned subsidiary of China Merchants Industry;
"Company" or "CIMC"	China International Marine Containers (Group) Co., Ltd. (中國國際海運集裝箱(集團)股份有限公司), a joint stock company incorporated in the PRC with limited liability under the Company Law of the PRC in January 1980, the H Shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shenzhen Stock Exchange;
"connected person(s)"	has the meaning ascribed thereto under the Hong Kong Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries/fellow subsidiaries;
"H Share(s)"	the overseas-listed foreign share(s) in the registered share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
"Hailong No.16 Co."	Hailong No.16 (Tianjin) Leasing Co., Ltd. (海龍十六號(天津)租賃有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of China Merchants;
"Hailong No.17 Co."	Hailong No.17 (Tianjin) Leasing Co., Ltd. (海龍十七號(天津)租賃有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of China Merchants;
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;

"independent third party(ies)"	persons who are not the connected persons of the Company;
"Latest Practicable Date"	10 October 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this Circular prior to its printing;
"PRC"	the People's Republic of China;
"RMB"	Renminbi, the lawful currency of the PRC;
"Second Extraordinary General Meeting for 2025"	the second extraordinary general meeting for 2025 to be held by the Company at CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, the PRC at 2:55 p.m. on Thursday, 6 November 2025;
"Share(s)"	the share(s) of the Company, including the A Share(s) and the H Share(s);
"Shareholder(s)"	the holder(s) of Share(s) of the Company;
"Shenzhen Listing Rules"	the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange;
"subsidiary(ies)"/ "fellow subsidiary(ies)"	the subsidiary(ies)/fellow subsidiary(ies) of the Group;
"Transactions"	the leasing of the "Huayelong" and "Huashanglong" crane and accommodation platforms from Hailong No.16 Co. and Hailong No.17 Co., respectively by BWO;
"Transaction Targets"	the two DP3 semi-submersible crane and accommodation platforms, namely "Huayelong" and "Huashanglong";
"%"	per cent.



中國國際海運集裝箱(集團)股份有限公司
CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 02039)

Board of Directors:
Executive Director:
Mr. MAI Boliang *(Chairman)*

Non-executive Directors:
Mr. ZHU Zhiqiang *(Vice-chairman)*
Mr. MEI Xianzhi *(Vice-chairman)*
Mr. XU Laping
Mr. ZHAO Jintao
Ms. ZHAO Feng

Independent non-executive Directors:
Mr. ZHANG Guanghua
Mr. YANG Xiong
Mr. WONG Kwai Huen, Albert

Legal address, registered address and address of head office:
8th Floor, CIMC R&D Centre,
2 Gangwan Avenue,
Shekou, Nanshan District,
Shenzhen,
Guangdong, the PRC

15 October 2025

To the Shareholders

Dear Sir or Madam,

RELATING TO
(1) CONNECTED TRANSACTIONS WITH SUBSIDIARIES OF CHINA MERCHANTS INDUSTRY HOLDINGS CO., LTD.;
(2) ADJUSTMENTS TO THE LIMIT OF THE GUARANTEE PLAN FOR 2025;
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

I. INTRODUCTION

References are made to (1) the announcement of the Company dated 27 August 2025 in relation to the resolutions of the eighth meeting in 2025 of the eleventh session of the Board; (2) the announcement of the Company dated 27 August 2025 in relation to the Adjustments to the Limit of the Guarantee Plan for 2025; (3) the announcement of the Company dated 10 September 2025 in relation to the resolutions of the ninth meeting in 2025 of the eleventh session of the Board; (4) the connected transactions announcement of the Company dated 10 September 2025 in relation to leasing offshore crane and accommodation platforms and signing the Bareboat Charter Agreements; (5) the announcement of the Company dated 10 October 2025 in relation to the resolutions of the eleventh meeting in 2025 of the eleventh session of the Board; (6) the announcement of the Company dated 10 October 2025 in relation to the proposed amendments to the Articles of Association, the Rules of Procedures for the General Meetings and the Rules of Procedures for the Board of Directors; (7) the announcement of the Company dated 15 October 2025 in relation to the resolutions of the twelfth meeting in 2025 of the eleventh session of the Board; and (8) the notice of the Second Extraordinary General Meeting for 2025 of the Company dated 15 October 2025.

The purpose of this Circular is to provide the Shareholders with more details on resolutions in relation to, among other things, (1) connected transactions with subsidiaries of China Merchants Industry Holdings Co., Ltd.; (2) the update to the Guarantee Plan of the Group in 2025; and (3) proposed amendments to the Articles of Association, the Rules of Procedures for the General Meetings and the Rules of Procedures for the Board of Directors, so that the Shareholders can make informed decisions regarding their voting on the relevant resolutions to be proposed at the Second Extraordinary General Meeting for 2025.

II. CONNECTED TRANSACTIONS WITH SUBSIDIARIES OF CHINA MERCHANTS INDUSTRY HOLDINGS CO., LTD.

Background

On 9 September 2025, as considered and approved at the ninth meeting in 2025 of the eleventh session of the Board of the Company, BWO, a wholly-owned subsidiary of the Company, proposed to lease the "Huayelong" and "Huashanglong" crane and accommodation platforms from Hailong No. 16 Co. and Hailong No. 17 Co., indirect wholly-owned subsidiaries of China Merchants Industry. Separate Bareboat Charter Agreement has been signed for each of them.

Hong Kong Listing Rules Implications

As at 10 September 2025, Hailong No.16 Co. and Hailong No.17 Co. are indirect wholly-owned subsidiaries of China Merchants Industry, a substantial Shareholder of the Company. As a result, Hailong No.16 Co. and Hailong No.17 Co. are connected person of the Company under the Hong Kong Listing Rules, and the Transactions constitute connected transactions of the Company.

References are made to the framework agreements entered into by the Company with China Merchants Port Group Co., Ltd., Liaoning Port Group Limited and Sinotrans Container Lines Co., Ltd., respectively, on 3 January 2025 (hereinafter referred to as the "**Framework Agreements with China Merchants Port and Others**") and the framework agreement entered into by the Company with China Merchants Industry on 18 March 2025 (hereinafter referred to as the "**China Merchants Industry Framework Agreement**"). Although the continuing connected transactions under the Framework Agreements with China Merchants Port and Others and the China Merchants Industry Framework Agreement, together with the one-off connected Transactions, all constitute transactions between the Group and parties under the same controlling entity, the nature of the Transactions, being one-off connected transactions, differs from that of the continuing connected transactions under the aforementioned framework agreements. Therefore, aggregation is not required.

The total charter hire payable by the Group under the Bareboat Charter Agreements shall be recognised as a right-of-use asset in accordance with CASBE, and the value of such right-of-use asset shall not be higher than the total charter hire of US$140 million. As one or more applicable percentage ratios (within the meaning of the Hong Kong Listing Rules) calculated based on the total charter hire payable under the Transactions are more than 0.1% but less than 5%, the Transactions are subject to the reporting and announcement requirements, but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

Shenzhen Listing Rules Implications

As at 10 September 2025, as Hailong No.16 Co. and Hailong No.17 Co. are subsidiaries of China Merchants, a substantial Shareholder of the Company. According to Chapter 6 of the Shenzhen Listing Rules, Hailong No.16 Co. and Hailong No.17 Co. are related legal persons of the Company, and the Transactions constitute related-party transactions of the Company.

Given that the ordinary related-party transactions under the Framework Agreements with China Merchants Port and Others and the China Merchants Industry Framework Agreement, together with the Transactions, all constitute transactions between the Group and parties under the same controlling entity, the amount of the annual caps for year of 2025 under the aforementioned framework agreements and the amount of the Transactions are cumulatively calculated pursuant to Chapter VI of the Shenzhen Listing Rules, adding up to over 5% of the Company's most recent audited consolidated net assets attributable to the Shareholders. Thus, the Transactions are subject to approval by Shareholders at the general meeting of the Company.

Basic Information on the Transaction Targets

"Huashanglong" and "Huayelong", being Transaction Targets of the Transactions, are both DP3 semi-submersible crane and accommodation platforms. As of 10 September 2025, the Transaction Targets are free from any encumbrances and do not involve any significant dispute, litigation, arbitration or judicial measures such as seizure and freezing.

Principal Terms of the Agreements

BWO signed the Bareboat Charter Agreements with Hailong No. 16 Co. and Hailong No. 17 Co., respectively. In particular, the Bareboat Charter is a form of chartering where the shipowner (lessor) leases an empty vessel that is not equipped with crew to the charterer for use and management.

The principal terms of both agreements are as follows:

(I) Parties to the Agreements

Shipowners: The shipowners under the two agreements are Hailong No. 16 Co. and Hailong No. 17 Co., respectively

Charterer: BWO

(II) Conditions to Effect the Agreements

The Bareboat Charter Agreements shall become effective upon the occurrence of all of the following circumstances: 1. upon due execution by both parties; 2. the Transaction Targets being delivered by the shipowners to the charterer, with both parties executing the delivery and acceptance agreements under the Bareboat Charter Agreements; 3. the fulfillment of the relevant approval procedures under the Shenzhen Listing Rules and the Hong Kong Listing Rules by the Company.

(III) Term of Charter and Period of Charter Hire

The duration of the charter is divided into the following three consecutive periods: 1. The period from the date of the Transaction Targets delivery and acceptance by the charterer to the date of charter hire commencement *(note)*; 2. The hire period: four years (1,460 days) commencing from the date of charter hire commencement or extended by option 65 days; 3. Until the date of the Transaction Targets return and acceptance by the shipowner. Throughout the duration of the charter, the charterer shall have exclusive possession of the Transaction Targets. The charterer shall have the right to employ the Transaction Targets for any lawful purpose, exercising absolute command over the Transaction Targets and absolute control over all matters pertaining to its operation and management.

Note: The commencement date of the charter hire shall be: 1. the date on which the Transaction Targets are formally accepted by the charterer's client, Petróleo Brasileiro S.A. ("**Petrobras**"), and commence operating activities under the service contract. Provided that the charterer shall promptly furnish the shipowners with written documentation upon fulfillment of this condition; 2. the 121st day after the Transaction Targets depart the port for Brazil, whichever is earlier.

(IV) Charter Hire, Payment Methods and Arrangements:

Charter hire shall be paid in US dollar, and the charter hire for each platform is US$50,000 per day. Every year, the charterer shall be entitled to a 15-day hire-free period, with the total hire-free period not exceeding 60 days throughout the entire term of charter hire. Payment arrangements: Starting from the commencement date of the charter hire, the charterer shall pay the charter hire monthly within 30 days of receiving the invoices.

(V) Delivery Status and Location:

The Transaction Targets shall be delivered by the shipowners to the charterer in waters within Yangjiang or Shanwei, Guangdong Province, China.

(VI) Miscellaneous Provisions:

Liquidated Damages for Early Termination: Should the charterer terminate the Bareboat Charter Agreements without just cause during the term of charter hire, the charterer shall be liable to (1) pay the shipowners liquidated damages equivalent to 10% of the charter hire for the remaining term of charter hire; and (2) return the Transaction Targets to the shipowners, at the charterer's cost. Upon payment of such liquidated damages and return of the Transaction Targets, all obligations and liabilities of the charterer to the shipowners under the Bareboat Charter Agreements and any applicable laws shall be immediately discharged and released.

Pricing Basis

The charter hire for both the "Huayelong" and "Huashanglong" crane platforms is set at US$50,000 per day, and the total charter hire payable under the Bareboat Charter Agreements for the two crane platforms over the term of charter hire is approximately US$140 million. The pricing strictly follows the "independent transaction principle" and is determined after multi-dimensional comprehensive analysis, including:

1. Comparison with charter prices of similar platforms serving the Brazilian market: According to the Q1 2025 Results published by Prosafe SE, an offshore platform operator, in May 2025, the daily rate for offshore platforms currently in service in the Brazilian market (which includes the leasing of the offshore platform and the provision of crew and operational services), after deducting relevant costs such as operation, management and technical management, is used to calculate and derive the bareboat charter rate for similar offshore platforms.

2. Comparison with the leasing prices of the Group's own offshore platform: The bareboat charter rate of one of the Group's owned and leased offshore platforms by applying to the current market rent and deducting operating costs, renovation amortization and management fees is approximately equivalent to the price of US$50,000 per day of the Transaction Targets.

3. According to the appraisal certificate dated 18 July 2025 issued by Pareto Offshore AS, an offshore consulting firm, for the purpose of the Transaction Targets, the bareboat charter rate for the Transaction Targets is US$50,000 – 55,000 per day.

Taking into account the above factors, the prices and terms of the Transactions are fair and reasonable, and the bareboat charter rate of US$50,000 per day for both offshore crane and accommodation platforms "Huayelong" and "Huashanglong" falls within a reasonable range.

Purpose, Benefit and Impact of the Leasing of the Transaction Targets and the Entering into of the Bareboat Charter Agreements on the Group

The Group's financial and asset management business segment operates a range of offshore vessel assets. The semi-submersible crane and accommodation platform under the Transactions is a significant subtype of offshore support platform within the offshore vessel sector, characterized by its dual functionality of both living infrastructure and engineering auxiliary services. Its core value is in resolving industry constraints, such as scarce accommodation resources on fixed offshore installations and inefficient transportation in deep-sea regions. It primarily provides personnel housing, living facilities and operational support for offshore engineering projects (including oil and gas exploration and wind power construction).

The international oil and gas market is currently experiencing a steady rebound, triggering a new wave of development enthusiasm globally, with increased development efforts in key traditional oil and gas production regions such as Brazil, the North Sea, West Africa, Southeast Asia, and the Gulf of Mexico, directly boosting the growth in market demand for offshore vessels including semi-submersible crane and accommodation platforms. Against this background, Petrobras published a leasing demand for five platforms in 2025. To date, the Company owns two idle platforms. However, considering both operational compatibility and economic efficiency, leasing the subject platform under the Transactions presents more substantial advantages and will deliver greater profitability to the Group. Under the Transactions, BWO entered into the Bareboat Charter Agreements with Hailong No. 16 Co. and Hailong No. 17 Co. (both being subsidiaries of China Merchants Industry) to charter the Transaction Targets. Through years of project practice, BWO developed unique advantages in the professional operation and management in the ultra-deepwater field. Combined with the adaptability of the Transaction Targets to the projects of Petrobras, BWO and China Merchants Industry will achieve complementary advantages through this cooperation. Meanwhile, the Group will also be able to obtain corresponding returns through this cooperation. Subsequently, BWO will provide the Transaction Targets to Petrobras and simultaneously offer platform operation and management services to Petrobras. Therefore, the Transactions also deepened the strategic cooperation relationship between the Group and Petrobras.

The Transactions will not have an adverse impact on the current and future financial position, operating results or other aspects of the Group, nor will it affect the independence of the listed company. The primary businesses of the Group will not become dependent on related parties due to the Transactions.

Consideration by the Company

The Transactions had been considered and approved at the sixth meeting in 2025 of the special meetings of independent Directors of the eleventh session of the Board of the Company. All the independent Directors agreed to submit the Transactions for consideration at the ninth meeting in 2025 of the eleventh session of the Board.

The Directors, including independent non-executive Directors, consider that the Bareboat Charter Agreements are entered into on normal commercial terms after arm's length negotiations with terms which are fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

The eleventh session of the Board of the Company convened the ninth meeting in 2025 on 9 September 2025, at which Resolution on Connected Transactions/ Related-party Transactions with Subsidiaries of China Merchants Industry Holdings Co., Ltd. has been considered and approved. As the related Directors, Mr. MEI Xianzhi (Vice-chairman) and Mr. ZHAO Jintao (Director) have abstained from voting on the abovementioned resolution. The remaining seven non-related Directors have voted on the abovementioned resolution.

The Transactions are subject to consideration and approval at the general meeting of the Company pursuant to the Shenzhen Listing Rules.

Information on the Parties to the Bareboat Charter Agreements

Hailong No.16 Co.

Company Name:	Hailong No.16 (Tianjin) Leasing Co., Ltd.
Date of Establishment:	10 November 2020
Type of Enterprise:	Limited liability company
Registered Address:	Room 202, Office Area, Inspection Warehouse, No. 6262, Aozhou Road Tianjin Pilot Free Trade Zone (Dongjiang Free Trade Port Zone) (No. 3158 of Free Trade Zone Branch, Tianjin Dongjiang Business Secretarial Services Co., Ltd.)
Legal Representative:	HUANG Jin
Registered Capital:	RMB10,000
Unified Social Credit Code:	91120118MA07688GX0
Scope of Business:	General items: lease of machinery and equipment; transportation equipment rental services. (Except for items which are subject to approval in accordance with the law, business activities shall be carried out independently according to the law with the business license).
Major Shareholder and Shareholding Structure:	As of 10 September 2025, Hailong No.16 Co. is wholly owned by China Merchants Industry through its wholly owned subsidiary, CMOEI. China Merchants Industry is a wholly-owned subsidiary of China Merchants. Accordingly, Hailong No.16 Co. is an indirect wholly owned subsidiary of China Merchants.

History, Business Development and Key Financial Information of Hailong No.16 Co.

Since its establishment, there has been no change in the shareholding structure, registered capital or management of Hailong No.16 Co. Since its incorporation to date, the company has maintained a single line of business, namely the provision of bareboat chartering services in respect of its self-owned semi- submersible crane and accommodation platform, "Huayelong". In 2024, the audited total revenue and net profit attributable to the parent company of Hailong No.16 Co. amounted to RMB16,522,000 and RMB(90,060,000). As of 30 June 2025, the net assets attributable to the parent company of Hailong No. 16 Co. amounted to RMB(285,497,000).

Hailong No.17 Co.

Company Name:	Hailong No.17 (Tianjin) Leasing Co., Ltd.
Date of Establishment:	10 November 2020
Type of Enterprise:	Limited liability company
Registered Address:	Room 202, Office Area, Inspection Warehouse, No. 6262, Aozhou Road Tianjin Pilot Free Trade Zone (Dongjiang Free Trade Port Zone) (No. 3157 of Free Trade Zone Branch, Tianjin Dongjiang Business Secretarial Services Co., Ltd.)
Legal Representative:	HUANG Jin
Registered Capital:	RMB10,000
Unified Social Credit Code:	91120118MA07687U8L
Scope of Business:	General items: lease of machinery and equipment; transportation equipment rental services. (Except for items which are subject to approval in accordance with the law, business activities shall be carried out independently according to the law with the business license).
Major Shareholder and Shareholding Structure:	As of 10 September 2025, Hailong No.17 Co. is wholly owned by China Merchants Industry through its wholly owned subsidiary, CMOEI. China Merchants Industry is a wholly owned subsidiary of China Merchants. Accordingly, Hailong No.17 Co. is an indirect wholly owned subsidiary of China Merchants.

History, Business Development and Key Financial Information of Hailong No.17 Co.

Since its establishment, there has been no change in the shareholding structure, registered capital or management of Hailong No.17 Co. Since its incorporation to date, the company has maintained a single line of business, namely the provision of bareboat chartering services in respect of its self-owned semi-submersible crane and accommodation platform, "Huashanglong". In 2024, the audited total revenue and net profit attributable to the parent company of Hailong No.17 Co. amounted to RMB9,380,000 and RMB(130,090,000). As of 30 June 2025, the net assets attributable to the parent company of Hailong No.17 Co. amounted to RMB(285,670,000).

BWO

Company Name:	BLUEWHALE OFFSHORE PTE. LTD.
Date of Establishment:	7 September 2006
Type of Enterprise:	PRIVATE COMPANY LIMITED BY SHARES
Registered Address:	1 CLAYMORE DRIVE#08-04 ONE CLAYMORE SINGAPORE (229594)
Directors:	YU Jianhui, HAN Xuemei, CHEN Changcheng
Registered Capital:	Singapore dollar 2 (as the initial registered capital); US$1 million (as the additional registered capital)
Corporate Number:	200613075K (Unique Entity Number)
Scope of Business:	Construction and repair of ships, oil tankers and other ocean-going vessels (including conversion of vessels into offshore structures); provision of supporting services relating to oil and gas extraction (excluding survey, engineering design and consultancy services in support of mining, oil and gas extraction and offshore exploration activities)
Major Shareholder and Shareholding Structure:	As at 10 September 2025, the Company held 100% equity interest in this entity

The above resolution on leasing offshore crane and accommodation platforms and signing the Bareboat Charter Agreements will be proposed at the Second Extraordinary General Meeting for 2025 for the Shareholders' consideration and approval as ordinary resolution.

III. ADJUSTMENTS TO THE LIMIT OF THE GUARANTEE PLAN FOR 2025

The Company convened the 2024 annual general meeting on 15 May 2025, considered and passed the Resolution Regarding the Guarantee Plan in 2025, and agreed that the total amount of the Group's guarantee plan for 2025 would be RMB85,000 million, among which, the total balance of the guarantee in 2025 was RMB57,000 million, and the limit of special guarantees was RMB28,000 million. For the relevant information, please refer to the announcements published by the Company on the websites of cninfo (www.cninfo.com.cn) and the Company (www.cimc.com) (Announcement Nos.: [CIMC]2025-024, [CIMC]2025-029 and [CIMC]2025-055) and the announcements published on the HKEX website of Hong Kong Stock Exchange (http://www.hkexnews.hk) on 27 March 2025 and 15 May 2025.

In response to the business requirements of the subsidiaries of the Company, the Company intends to make adjustments or refreshment to the classified guarantee limit and the list of guaranteed companies on the basis that the total balance of the guarantee of RMB57,000 million, and the limit of special guarantees of RMB28,000 million in 2025 considered and approved at the 2024 annual general meeting remain unchanged, while the remaining guarantees that have not been updated are consistent with the "Resolution Regarding the Guarantee Plan in 2025" considered and passed at the 2024 annual general meeting. The aforesaid adjustments have been considered and approved at the eighth meeting in 2025 of the eleventh session of the Board of the Company, and are to be submitted to the general meeting of the Company for consideration. It is hereby announced as follows:

(I) Details of Adjustments to the Limit of the Guarantee Plan for 2025

1. Set out below are the adjustments to guarantees provided by the Company for the 2025 financial institution credit facilities, financing and projects of subsidiaries within the scope of its consolidated financial statements:

   Before the adjustments:

   The total amount of guarantees proposed to be provided by the Company for the 2025 financial institution credit facilities, financing and projects of subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB19,000 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB16,200 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB2,800 million.

After the adjustments:

The total amount of guarantees proposed to be provided by the Company for the 2025 financial institution credit facilities, financing and projects of subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB19,000 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB15,800 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB3,200 million.

2. Set out below are the adjustments to guarantees provided by subsidiaries of the Company for the 2025 financial institution credit facilities, financing and projects of the Company or subsidiaries within the scope of its consolidated financial statements:

Before the adjustments:

The total amount of guarantees to be provided by subsidiaries of the Company for the 2025 financial institution credit facilities, financing and projects of the Company or subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB30,330 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB23,530 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB6,800 million.

After the adjustments:

The total amount of guarantees to be provided by subsidiaries of the Company for the 2025 financial institution credit facilities, financing and projects of the Company or subsidiaries within the scope of its consolidated financial statements should not exceed the equivalent of RMB30,320 million, in which, the total amount of guarantees to be provided to companies with gearing ratio of over 70% should not exceed the equivalent of RMB18,120 million, and the total amount of guarantees to be provided to companies with gearing ratio of less than 70% (inclusive) should not exceed the equivalent of RMB12,200 million.

3. Set out below are the adjustments to guarantees provided by subsidiaries of the Company and their subordinate subsidiaries to the banks and non-bank financial institutions for their clients:

Before the adjustments:

No.	Name of company	Total guarantee balance *(RMB100 million)*
1	CIMC Vehicles (Group) Co., Ltd.	25.00
2	Kunming CIMC Vehicle Industrial Park Development Co., Ltd.	0.40
	Total	25.40

After the adjustments:

No.	Name of company	Total guarantee balance *(RMB100 million)*
1	CIMC Vehicles (Group) Co., Ltd.	25.00
2	Kunming CIMC Vehicle Industrial Park Development Co., Ltd.	0.40
3	Shaanxi CIMC Vehicles Industrial Park Investment Development Co., Ltd.	0.10
	Total	25.50

To provide financial support for the property sales business of the industrial park, Shaanxi CIMC Vehicles Industrial Park Investment Development Co., Ltd. provides guarantees to its clients for the purpose of selling its properties.

Particulars on the new guarantees provided for clients in 2025:

(1) With respect to Shaanxi CIMC Vehicles Industrial Park Investment Development Co., Ltd. providing mortgage loan credit guarantees to the purchasers of the industrial park properties:

(i) Business introduction

Based on the industry nature and practice, when selling industrial park properties, Shaanxi CIMC Vehicles Industrial Park Investment Development Co., Ltd. needs to provide a phased mortgage loan guarantee to the purchasers of its industrial park properties before the issuance of other certificates of ownership, so as to help them in meeting their financing needs, accelerating the recognition of sales revenue and collection of property proceeds, as well as expanding their market share.

(ii) Basic information of guarantees

Guarantees are mortgage clients who meet the credit conditions of lending banks, purchase products of Shaanxi CIMC Vehicles Industrial Park Investment Development Co., Ltd., have signed the industrial park property pre-sale contracts and paid the down payments. After the review of credit standing by Shaanxi CIMC Vehicles Industrial Park Investment Development Co., Ltd., clients of sound credit standing will be referred to banks, and measures will be adopted in a timely manner to treat clients of poor credit standing, such clients will be delisted from the scope of integrated bank facilities.

4. Lists of new subsidiaries of CIMC for classified guarantees are set out in Appendix I:

Only the new or amended guarantees are attached herein. For other guarantees that remain unchanged, the list of companies for guarantees approved at the 2024 annual general meeting held on 15 May 2025 shall prevail.

If any subsidiary in the list of companies for guarantees is no longer included in the scope of the Group's consolidated financial statements, any existing or new guarantees it issues should be subject to the relevant approval procedures as required by the applicable regulatory rules.

Save for the above, other contents of the Resolution Regarding the Guarantee Plan in 2025 considered and passed at the 2024 annual general meeting remain unchanged. The validity of the guarantee will expire at the date of annual general meeting in respect of the guarantee in 2026. This matter is subject to consideration at a general meeting of the Company.

(II) Basic Information of Major Companies Involved with Adjustments to Classified Guarantee Limits

1. CIMC Enric Holdings Limited

Date of Establishment:	28 September 2004
Registered Address:	Cayman Islands (British)
Registered Capital:	HKD120,000,000
Shareholding Percentage:	The Company holds 70.06% of its equity interest
Business Scope:	Investment holding.
Key Financial Indicators:	As at 31 December 2024, total assets amounted to RMB29,381,670,000; total liabilities amounted to RMB16,276,630,000; net asset was RMB13,105,040,000. In 2024, revenue amounted to RMB24,755,740,000, and net profit was RMB1,143,840,000. (Audited)

As at 30 June 2025, total assets amounted to RMB30,615,050,000; total liabilities amounted to RMB17,350,100,000; net asset was RMB13,264,950,000. From January to June 2025, revenue amounted to RMB12,614,290,000, and net profit amounted to RMB581,040,000. (Source: Announcement of interim results for the six months ended 30 June 2025 of CIMC Enric Holdings Limited, Unaudited)

2. CIMC Containers (Group) Co., Ltd.

Date of Establishment:	11 October 2012
Registered Address:	5th Floor, Office Building 9, CIMC Intelligence Valley, No.1, Nanshan Road, Songshan Lake Hi-Tech Industrial Development Zone, Dongguan City
Legal Representative:	Huang Tianhua
Registered Capital:	RMB5,292,828,938
Shareholding Percentage:	The Company holds 100% of its equity interest
Business Scope:	General items: manufacturing of containers; sales of containers; maintenance of containers; manufacturing of refrigeration and air-conditioning equipment; sales of refrigeration and air-conditioning equipment; manufacturing of special equipment for environmental protection; sales of special equipment for environmental protection; manufacturing of new energy primary equipment; sales of new energy primary equipment; manufacturing of special equipment (excluding manufacturing of licensed professional equipment); manufacturing of metal structures; sales of metal structures; metal product research and development; domestic container cargo transportation agency; engaging in investment activities with own funds. (excluding items that require approvals according to laws, conducting business activities under the licence and the law)

Key Financial Indicators:	As at 31 December 2024, total assets amounted to RMB42,867,860,000; total liabilities amounted to RMB21,668,550,000; net asset was RMB21,199,310,000. In 2024, revenue amounted to RMB62,205,200,000 and net profit amounted to RMB3,561,560,000. (Audited) As at 30 June 2025, total assets amounted to RMB38,122,820,000; total liabilities amounted to RMB17,111,440,000; net asset was RMB21,011,380,000. From January to June 2025, revenue amounted to RMB21,735,250,000, and net profit amounted to RMB1,266,380,000. (Unaudited)

3. CIMC Finance Company Ltd.

Date of Establishment:	9 February 2010
Registered Address:	Units A, B, C, D, E, G and H, 11th Floor, Tower 1, China Merchants Plaza, No. 1166, Wanghai Road, Shekou, Nanshan District, Shenzhen
Legal Representative:	Zhang Li
Registered Capital:	RMB1,326,000,000
Shareholding Percentage:	The Company holds 100% of its equity interest

Business Scope:	General items: nil, licensed items: absorption of deposits of member companies, handling loans of member companies, handling bills discounting of member companies, handling funds settlement and acceptance/payment of member companies, providing entrustment loans to, underwriting debentures for, issuing non-financing guarantee letters for, and providing financial advisory services, credit certification and advisory agency services to member companies, engaging in inter-bank lending, handling bills acceptance of member companies, handling buyer's credit and spending credit on products of member companies, engaging in fixed-income securities investment, engaging in hedging derivatives transactions. (For items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and the specific business items are subject to the approval documents or permits of the relevant departments)
Key Financial Indicators:	As at 31 December 2024, total assets amounted to RMB12,052,180,000; total liabilities amounted to RMB10,114,460,000; net asset was RMB1,937,720,000. In 2024, revenue amounted to RMB198,270,000 and net profit amounted to RMB108,700,000. (Audited) As at 30 June 2025, total assets amounted to RMB14,390,400,000; total liabilities amounted to RMB12,446,780,000; net asset was RMB1,943,620,000. From January to June 2025, revenue amounted to RMB95,450,000, and net profit amounted to RMB50,590,000. (Unaudited)

(III) The Group's Management of Guarantees

The Company strictly follows the requirements on the management of listed companies' guarantees, and relevant guarantee businesses are conducted according to the guarantee plan for 2025 as considered and approved at the 2024 annual general meeting in an orderly way. In principle, the Company and its subsidiaries provide guarantees for invested controlling subsidiaries according to the capital contribution ratio. If it is necessary to provide guarantees that exceed the capital contribution ratio, other shareholders of the guaranteed entity shall provide counter guarantees to the Company and its subsidiaries based on the capital contribution ratio, and bear the corresponding capital risk and joint liability according to their respective capital contribution ratios. If guarantees or counter guarantees cannot be provided according to the capital contribution ratio, the corresponding compliance and approval procedures shall be fulfilled.

When the Company provides guarantees for subsidiaries covered by the consolidated financial statements, or when the subsidiaries of the Company provide guarantees for the Company or its subsidiaries covered by the consolidated financial statements, the minority Shareholders should bear the corresponding capital risk and dynamic change of the company's gearing ratio according to their respective capital contribution ratios, the financial management department of the Company or the financial department of the subsidiaries of the Company takes the responsibility of monitoring and managing matters including the fulfillment of counter guarantee procedures, and will follow the Company's relevant regulations for reporting.

(IV) Total Amount of External Guarantees and Overdue Guarantees Provided by the Group

As at 30 June 2025, the total guarantee balance of the Company and its controlling subsidiaries amounted to RMB36,290,404,000 (including limit of special guarantees), accounting for 70.30% of the audited net asset attributable to the parent company for 2024, among which, the balance of guarantees provided by the Company and its controlling subsidiaries for entities out of the consolidated financial statements was RMB840,684,000 in total, accounting for 1.63% of the audited net asset attributable to the parent company for 2024. The Group neither had overdue guarantees nor had guarantee amount involved in substantial lawsuits or substantial guarantee amount that should be borne due to failure in lawsuit.

The above resolution on the adjustments to the limit of the guarantee plan for 2025 will be proposed at the Second Extraordinary General Meeting for 2025 for the Shareholders' consideration and approval as special resolution.

IV. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

On 10 October 2025, the Company convened the eleventh meeting in 2025 of the eleventh session of the Board, at which the relevant resolutions regarding the proposed amendments to the Articles of Association, the Rules of Procedures for the General Meetings of China International Marine Containers (Group) Co., Ltd. (the "**Rules of Procedures for the General Meetings**") and the Rules of Procedures for the Board of Directors of China International Marine Containers (Group) Co., Ltd. (the "**Rules of Procedures for the Board of Directors**") were approved by the Board. Accordingly, amendments have been proposed by the Company to the relevant content of the aforementioned rules, primarily based on the laws, regulations and supporting regulatory rules such as the Company Law of the People's Republic of China (2023 Revision) (the "**New Company Law**"), the Decision on Partial Amendment to Securities and Futures Regulations (《關於修改部分證券期貨規章的決定》), the Decision on Partial Amendment to and Abolishment of Regulatory Documents on Securities and Futures (《關於修改、廢止部分證券期貨規範性文件的決定》), the Guidelines for Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引(2025年修訂)), the Rules for General Meetings of Listed Companies (2025 Revision) (《上市公司股東會規則(2025年修訂)), the Rules Governing the Listing of Shares on Shenzhen Stock Exchange (2025 Revision) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time. The amendments also take into account the Company's actual operation and governance matters, with major amendments as follows:

1. Articles relating to "supervisors" and the "supervisory committee" are revised by removing or replacing with references to the "audit committee" or other relevant terms;

2. It has been clarified that the audit committee established under the board of directors will fully assume the responsibilities previously held by the supervisory committee as stipulated under the New Company Law, with corresponding revisions to the scope of duties of the audit committee;

3. The revisions in Chinese wording of "shareholders' general meeting" and the Rules of Procedures for the General Meetings, with English version remaining unchanged;

4. Articles that are no longer applicable due to the expiration of certain external regulatory rules have been revised or removed accordingly;

5. Other articles of the Articles of Association, the Rules of Procedures for the General Meetings and the Rules of Procedures for the Board of Directors have been adjusted in accordance with the aforementioned laws, regulations and supporting regulatory rules, with corresponding updates to article numbering and cross-references among articles.

The comparison tables are set out in Appendix II to Appendix IV to this circular. The amendments to the Articles of Association, the Rules of Procedures for the General Meetings and the Rules of Procedures for the Board of Directors are subject to the consideration and approval at the Second Extraordinary General Meeting for 2025. Upon consideration and approval at the shareholders' general meeting, the Company will abolish the supervisory committee, and the rules of procedures for the supervisory committee and other supervisory committee-related regulations shall be repealed accordingly.

The abovementioned resolutions will be proposed at the Second Extraordinary General Meeting for 2025 for consideration and approval by the Shareholders as special resolutions.

V. SECOND EXTRAORDINARY GENERAL MEETING FOR 2025

The Second Extraordinary General Meeting for 2025 of the Company will be held at 2:55 p.m. on Thursday, 6 November 2025 to consider and, if thought fit, pass the resolutions regarding the matters set out in the notice of the Second Extraordinary General Meeting for 2025. As China Merchants indirectly holds 24.49% equity interest in the Company through China Merchants Industry, making it a substantial Shareholder of the Company, China Merchants, China Merchants Industry and their associates will abstain from voting on the resolution on connected transactions/related-party transactions with subsidiaries of China Merchants Industry Holdings Co., Ltd.. As at the Latest Practicable Date, save as disclosed herein, to the best of the Directors' knowledge, information and belief, no other Shareholder has a material interest in the resolutions to be proposed at the Second Extraordinary General Meeting for 2025 and is required to abstain from voting thereon.

A form of proxy for use at the Second Extraordinary General Meeting for 2025 has been issued together with a notice convening the Second Extraordinary General Meeting for 2025 dated 15 October 2025. Whether or not the Shareholders intend to be present at the Second Extraordinary General Meeting for 2025 in person, they are requested to complete the form of proxy and return it to the office of the branch registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the Second Extraordinary General Meeting for 2025 or any adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Second Extraordinary General Meeting for 2025 or adjourned meeting (as the case may be) if they so wish.

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules and the Articles of Association, the resolutions to be put forward at the Second Extraordinary General Meeting for 2025 will be voted on by the Shareholders by way of poll.

VI. RECOMMENDATIONS

The Directors (including the independent non-executive Directors) consider that all the proposed resolutions are in the interest of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the forthcoming Second Extraordinary General Meeting for 2025.

VII. CLOSURE OF REGISTER OF MEMBERS

The Company's register of members of H shares will be closed from Friday, 31 October 2025 to Thursday, 6 November 2025 (both days inclusive), during which period no transfer of H shares will be effected. For those H shareholders, who intend to attend the EGM, the share certificates and the registration documents must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 30 October 2025. The H shareholders of the Company whose names appear on the Company's register of members on Thursday, 6 November 2025 are entitled to attend and vote in respect of the resolutions to be proposed at the EGM.

VIII. RESPONSIBILITY STATEMENT

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

The Chinese text of this Circular shall prevail over the English text in the event of inconsistency.

By order of the Board
China International Marine Containers (Group) Co., Ltd.
WU Sanqiang
Company Secretary

Lists of new or amended subsidiaries of CIMC for classified guarantees

1. LIST OF COMPANIES WITH GEARING RATIO OF LESS THAN 70% (INCLUSIVE) BY THE END OF JUNE 2025

Segment	No.	Name of company	Percentage of the Group's shareholdings
Container Group	1	CIMC Digital Energy Equipment (Shanxi) Co., Ltd. (中集數字能源裝備(山西)有限公司)	100.00%
	2	Yangzhou Runyang Logistics Equipment Co., Ltd. (揚州潤揚物流裝備有限公司)	100.00%
	3	Yangzhou CIMC Intelligent Equipment Co., Ltd. (揚州中集智能裝備有限公司)	100.00%
	4	Fujian CIMC New Energy Technology Co., Ltd. (福建中集新能源科技有限公司)	80.00%
	5	Chongqing CIMC New Energy Technology Development Co., Ltd. (重慶中集新能源科技發展有限公司)	100.00%
	6	CIMC MBS Hong Kong Limited	100.00%
Energy and chemical	1	Ziemann Holvrieka GMBH	64.40%
	2	Ziemann Holvrieka Inc.	64.40%
	3	Ziemann Holvrieka N.V.	64.40%
	4	Youqi Environmental Engineering (Shanghai) Co., Ltd. (友奇環境工程(上海)有限公司)	35.79%
	5	Enric (Langfang) Energy Equipment Integration Co., Ltd. (安瑞科(廊坊)能源裝備集成有限公司)	70.06%
	6	Jingbian Talengtong Natural Gas Co., Ltd. (靖邊縣塔冷通天然氣有限公司)	42.03%

Segment	No.	Name of company	Percentage of the Group's shareholdings
	7	CIMC ENRIC Cryogenic Technology (Chengdu) Co., Ltd. (中集安瑞科深冷科技(成都)有限公司)	70.06%
	8	Nantong CIMC SinoPacific Offshore & Engineering Co., Ltd. (南通中集太平洋海洋工程有限公司)	70.06%
	9	CIMC New Energy (Ningxia) Technology Co., Ltd. (中集新能(寧夏)科技有限公司)	70.06%
Airport	1	Pteris Global Integrated Solution (India) Private Limited	62.99%
	2	Pteris Global (Thailand) Co. Ltd.	63.63%
	3	Ziegler d.o.o.	63.63%
CIMC Raffles	1	Shenzhen Guoneng Chentai Technology Co., Ltd. (深圳國能宸泰科技有限公司)	26.01%
	2	Zhuhai Ocean Exploration Technology Co., Ltd. (珠海探海海洋科技有限公司)	46.00%
	3	Jifeng New Energy Technology (Dongying) Co., Ltd. (集風新能源科技(東營)有限公司)	51.00%
	4	CIMC GH2 Technology. Ltd (中集集電(廣東)科技發展有限公司)	87.48%
	5	Jidian Operation and Maintenance Engineering Technology (Chengdu) Co., Ltd. (集電運維工程技術(成都)有限公司)	87.48%
	6	Shenzhen Intelligent Offshore Innovation Centre Co., Ltd. (深圳智能海洋工程創新中心有限公司)	76.40%
	7	CIMC Central Power (Yangzhou) Hydrogen Production Equipment Co., Ltd. (中集中電(揚州)制氫設備有限公司)	87.48%

Segment	No.	Name of company	Percentage of the Group's shareholdings
Logistics	1	CIMC Wetrans Railway Transport and Marketing (Shaanxi) Co., Ltd. (中集世聯達鐵路運銷(陝西)有限公司)	42.01%
	2	CIMC Wetrans Logistics Technology (Wuhan) Co., Ltd. (中集世聯達物流科技(武漢)有限公司)	42.01%
	3	Jiangsu Liandatong Multimodal Transportation Co., Ltd. (江蘇聯達通多式聯運有限公司)	40.76%
	4	CIMC Wetrans International Logistics Co., Ltd. (中集世聯達國際物流有限公司)	62.70%
	5	CIMC Wetrans Lingxian Logistics Technology (Shandong) Co., Ltd. (中集世聯達領鮮物流科技(山東)有限公司)	37.62%
	6	Neptune Shipping Limited	62.70%
	7	CIMC Wetrans Multimodal Transportation (Shanghai) Co., Ltd. (中集世聯達多式聯運(上海)有限公司)	62.70%
	8	Zeshi International Logistics (Shenzhen) Co., Ltd. (澤世國際貨運代理(深圳)有限公司)	62.70%
	9	CIMC GLOBE SUCCESS LOGISTICS (HONG KONG) CO., LIMITED (中集世倡國際物流(香港)有限公司)	62.70%
	10	CIMC Wetrans Railway Logistics (Guangdong) Co., Ltd. (中集世聯達鐵聯物流(廣東)有限公司)	62.70%
	11	CIMC GS LOGISTICS INC.	62.70%

Segment	No.	Name of company	Percentage of the Group's shareholdings
CIMC Transpack	1	CIMC PALLET (EUROPE) B.V.	63.58%
CIMC Tongchuang	1	Shenzhen CIMC Tongchuang Shenwan Supply Chain Co., Ltd. (深圳中集同創深灣供應鏈有限公司)	86.00%
	2	Yantai Tiezhongbao Steel Processing Co., Ltd. (烟台鐵中寶鋼鐵加工有限公司)	55.90%

2. LIST OF COMPANIES WITH GEARING RATIO OF OVER 70% BY THE END OF JUNE 2025

Segment	No.	Name of company	Percentage of the Group's shareholdings
Container Group	1	Zhangzhou CIMC Container Co., Ltd. (漳州中集集裝箱有限公司)	100.00%
	2	Nantong CIMC Special Transportation Equipment Manufacturing Co., Ltd. (南通中集特種運輸設備製造有限公司)	75.35%
	3	Shenzhen Qianhai Ruiji Technology Co., Ltd (深圳前海瑞集科技有限公司)	70.00%
	4	Hangzhou Marwei Motor Co., Ltd. (杭州馬爾微電機有限公司)	51.00%
CIMC Vehicles	1	Luoyang CIMC Linyu AUTOMOBILE Co., Ltd. (洛陽中集淩宇汽車有限公司)	43.69%
	2	Guangxi Jihong Tiancheng Automobile Sales Service Co., Ltd. (廣西集鴻天成汽車銷售服務有限公司)	42.79%

Segment	No.	Name of company	Percentage of the Group's shareholdings
Energy and chemical	1	Technodyne International Limited	60.00%
	2	Briggs of Burton PLC	64.40%
	3	DME Process Systems Ltd	64.40%
	4	McMillan (Coppersmiths & Fabricators) Limited	64.40%
	5	Ziemann Holvrieka Liquid Process Technology Mexico SA de CV	64.40%
	6	CIMC Xinneng (Binhai) Technology Co., Ltd. (中集新能(濱海)科技有限公司)	70.06%
	7	CIMC Xinneng (Shenzhen) Technology Co., Ltd. (中集新能(深圳)科技有限公司)	70.06%
Airport	1	Kunshan CIMC Logistics Automation Equipment Co., Ltd. (昆山中集物流自動化設備有限公司)	63.63%
	2	Allied Best (China) Fire Safety Appliances Manufacturing Co., Ltd. (萃聯(中國)消防設備製造有限公司)	63.63%
CIMC Raffles	1	Jifeng New Energy Technology (Xiongan) Co., Ltd. (集風新能源科技(雄安)有限公司)	51.00%
Logistics	1	CIMC GOLD WIDE TECHNOLOGY LOGISTICS (SINGAPORE) PTE. LTD.	62.70%
	2	CIMC Wetrans International Supply Chain Co., Ltd. (中集世聯達國際供應鏈有限公司)	37.62%
	3	CIMC WETRANS DELFIN LOGISTICS (HK) CO., LIMITED	37.62%
	4	CIMC Wetrans Energy Logistics (Jiangxi) Co., Ltd. (中集世聯達能源物流(江西)有限責任公司)	31.98%

Segment	No.	Name of company	Percentage of the Group's shareholdings
	5	CIMC WETRANS AUSTRALIA PTY LTD	62.70%
	6	Global Pacific Link Limited	62.70%
	7	CIMC Wetrans International Shipping (Shenzhen) Co., Ltd. (中集世聯達國際船務(深圳)有限公司)	62.70%
CIMC Transpack	1	Tianjin CIMC Logistics Equipment Co., Ltd. (天津中集物流裝備有限公司)	63.58%
CIMC Tongchuang	1	HUANGMING PRECISION VIETNAM COMPANY LIMITED	86.00%
	2	TZB GREEN ENERGY ENGINEERING (SINGAPORE) PTE. LTD.	55.90%
	3	CIMC Tongchuang Changjiang (Hangzhou) Supply Chain Co., Ltd. (中集同創長江(杭州)供應鏈有限公司)	51.60%
	4	Shanghai CIMC Tongchuang Steel Processing Co., Ltd. (上海中集同創鋼鐵加工有限公司)	51.60%
	5	CIMC Tongchuang Sichuan-Chongqing (Chongqing) Resource Recycling Co., Ltd. (中集同創川渝（重慶）資源循環利用有限公司)	37.93%
	6	Shenzhen Huangming Wanghe Metals Limited (深圳市煌銘旺和五金有限公司)	36.12%
	7	Huangming (Shandong) New Material Technology Co., Ltd. (煌銘(山東)新材料科技有限公司)	36.12%

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
1	Article 1 These Articles of Association are formulated in accordance with the Company Law of the People's Republic of China ("**PRC**") (hereinafter referred to as the "**Company Law**"), the Securities Law of the PRC (hereinafter referred to as the "**Securities Law**"), the Guidelines for Articles of Association of Listed Companies, the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**") and other relevant requirements with an aim to safeguard the legal interests of the Company, its shareholders and creditors and regulate the organization and conduct of the Company.	Article 1 These Articles of Association are formulated in accordance with the Company Law of the People's Republic of China ("**PRC**") (hereinafter referred to as the "**Company Law**"), the Securities Law of the PRC (hereinafter referred to as the "**Securities Law**"), the Guidelines for Articles of Association of Listed Companies, the Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**") and other relevant requirements with an aim to safeguard the legal interests of the Company, its shareholders**, employees** and creditors and regulate the organization and conduct of the Company.
2	Article 2 The Company is a joint stock limited company incorporated in accordance with the Company Law and other applicable laws and administrative rules of the PRC (hereinafter referred to as the "**Company**"). The Company underwent a reorganization on 1 December 1992 after obtaining approval (by document Shen Fu Ban Fu 1992 No. 1736) from the General Office of Shenzhen Municipal People's Government, thereby the Company was transformed into a joint-stock company with limited liability and its shares were issued to China Ocean Shipping (Group) Company, China Merchants Group Limited and The East Asiatic Company Ltd. (all being promoters) by way of private placement. The Company applied for change of registration with the Shenzhen Administration for Industry and Commerce and obtained relevant business license. The Company currently holds a business license with the unified social credit code of 91440300618869509J.	Article 2 The Company is a joint stock limited company incorporated in accordance with the Company Law and other applicable laws and administrative rules of the PRC (hereinafter referred to as the "**Company**"). The Company underwent a reorganization on 1 December 1992 after obtaining approval (by document Shen Fu Ban Fu 1992 No. 1736) from the General Office of Shenzhen Municipal People's Government, thereby the Company was transformed into a joint-stock company with limited liability and its shares were issued to China Ocean Shipping (Group) Company, China Merchants Group Limited and The East Asiatic Company Ltd. (all being promoters) by way of private placement. The Company applied for change of registration with the Shenzhen Administration for Industry and Commerce and obtained relevant business license. The Company currently holds a business license with the unified social credit code of 91440300618869509J.

<table>
<tr><th>No.</th><th>Articles of the Existing Articles of Association</th><th>Articles of the Amended Articles of Association</th></tr>
<tr><td></td><td>The following table sets forth the name, number of shares held and percentage of shareholdings by the promoter-shareholders of the Company as at the date of its establishment:
<table>
<tr><th>Name of shareholder</th><th>Number of shares held (ten thousand shares)</th><th>Percentage of shareholdings (%)</th></tr>
<tr><td>China Ocean Shipping (Group) Company</td><td>2,620.8</td><td>40.95</td></tr>
<tr><td>China Merchants Group Limited</td><td>2,620.8</td><td>40.95</td></tr>
<tr><td>The East Asiatic Company Ltd.</td><td>582.4</td><td>9.10</td></tr>
</table></td><td><u>The total number of shares authorised for issuance by the Company at the time of incorporation was 58,240,000 shares, with a par value of RMB1.00 per share.</u> The following table sets forth the name, number of shares held and percentage of shareholdings by the promoter-shareholders of the Company as at the date of its establishment:
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</table></td></tr>
<tr><td>3</td><td>Article 8 Chairman of the Board of Directors is the legal representative of the Company.</td><td>Article 8 Chairman of the Board of Directors is the legal representative of the Company. <u>If the Chairman 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 the resignation.</u>
<u>In the event of a vacancy in the position of Chairman or the Chairman’s inability to perform their duties, the Board of Directors may, by resolution, designate a director representing the Company in the execution of its affairs or the President to perform the duties of the legal representative.</u></td></tr>
</table>

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
4	Addition	Article 9 **The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company.** **Any restriction on the authority of the legal representative imposed by these Articles of Association or the shareholders' general meeting shall not be asserted against bona fide counterparties.** **If the legal representative causes damage to others in the performance of his/her duties, the civil liability incurred shall be borne by the Company. After the Company has assumed such civil liability, it may, in accordance with the law or the provisions of these Articles of Association, seek compensation from the legal representative who is at fault.**
5	Article 9 **All assets of the Company shall be divided into shares of equal value.** Shareholders shall be liable to the Company to the extent of the shares they subscribed. The Company shall be liable for its debts to the extent of all its **assets**.	Article 10 Shareholders shall be liable to the Company to the extent of the shares they subscribed. The Company shall be liable for its debts to the extent of all its **properties**.
6	Article 10 From the effective date onwards, these Articles of Association shall be a legally binding document governing the Company's organization and conduct, and the rights and obligations between the Company and its Shareholders, and among the Shareholders, and shall be binding on the Company, its Shareholders, Directors, **Supervisors, President and other** senior management personnel. Shareholders may take legal actions against other Shareholders or the Directors, **Supervisors, President and other** senior management personnel of the Company; Shareholders may take legal actions against the Company and vice versa, the Company may take legal actions against the Directors**, Supervisors, President** and **other** senior management personnel pursuant to these Articles of Association. The legal actions as mentioned in the preceding clause include lawsuits lodged with courts or claims referred to arbitration.	Article 11 From the effective date onwards, these Articles of Association shall be a legally binding document governing the Company's organization and conduct, and the rights and obligations between the Company and its Shareholders, and among the Shareholders, and shall be binding on the Company, its Shareholders, Directors, senior management personnel. Shareholders may take legal actions against other Shareholders or the Directors, senior management personnel of the Company; Shareholders may take legal actions against the Company and vice versa, the Company may take legal actions against the Directors and senior management personnel pursuant to these Articles of Association. The legal actions as mentioned in the preceding clause include lawsuits lodged with courts or claims referred to arbitration.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
7	Article 11 **Other** senior management personnel defined in these Articles of Association refers to the Vice President, Board Secretary, Chief Financial Officer, Chief Compliance Officer and Chief Legal Counsel of the Company and other senior management personnel as stipulated in the Articles of Association. The Chief Compliance Officer coordinates the management of compliance risk control within the Group.	Article 12 Senior management personnel defined in these Articles of Association refers to the **President,** Vice President, Board Secretary, Chief Financial Officer, Chief Compliance Officer and Chief Legal Counsel of the Company and other senior management personnel as stipulated in the Articles of Association. **In these Articles of Association, the terms "President", "Vice President" and "Chief Financial Officer" refer to the "Manager", "Deputy Manager" and "Financial Officer" as defined in the Company Law, respectively.** The Chief Compliance Officer coordinates the management of compliance risk control within the Group.
8	Article 16 The issuance of shares by the Company shall adhere to the principles of openness, fairness and justice. Shares of the same class shall rank pari passu with each other. Share certificates of the same class issued at the same time shall have the same terms of issuance and issue price; **any entity or person** shall pay the same amount for each of the shares they subscribe.	Article 17 The issuance of shares by the Company shall adhere to the principles of openness, fairness and justice. Shares of the same class shall rank pari passu with each other. Share certificates of the same class issued at the same time shall have the same terms of issuance and issue price; **subscribers** shall pay the same amount for each of the shares they subscribe.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
9	Article 18 Subject to the registration or filing with the CSRC **or other relevant security regulatory authorities**, the Company may issue shares to both domestic investors and foreign investors. "Foreign investors" referred to in the preceding clause represent investors domiciled in foreign countries and Hong Kong, Macau and Taiwan who subscribe for the issued shares of the Company; "domestic investors" refer to investors within the territory of the People's Republic of China (other than the foregoing regions) who subscribe for the issued shares of the Company. Shares issued by the Company to the domestic investors for subscription in RMB shall be referred to as "domestic shares" (A Shares). Shares issued by the Company to foreign investors and domestic natural persons who meet particular conditions for subscription in foreign currencies shall be referred to as "foreign-invested shares". Foreign-invested shares listed domestically shall be referred to as "domestic-listed foreign-invested shares" (B Shares). Foreign-invested shares listed overseas shall be referred to as "overseas-listed foreign-invested shares". Overseas-listed foreign-invested shares of the Company listed on the Hong Kong Stock Exchange shall be referred to as "H Shares". The domestic-invested shares and the H Shares are not regarded as different classes of shares unless otherwise provided for in the applicable laws and regulations and/or the relevant listing rules. Holders of domestic-invested shares and holders of foreign-invested shares are both holders of ordinary shares, and shall enjoy equal rights and assume equal obligations. "Foreign currencies" referred to in the preceding clause represent legal currencies of other countries and regions (excluding RMB) which are recognized by national foreign exchange authorities and can be used for the payment of monies to the Company.	Article 19 Subject to the registration or filing with the **China Securities Regulatory Commission ("CSRC")**, the Company may issue shares to both domestic investors and foreign investors. "Foreign investors" referred to in the preceding clause represent investors domiciled in foreign countries and Hong Kong, Macau and Taiwan who subscribe for the issued shares of the Company; "domestic investors" refer to investors within the territory of the People's Republic of China (other than the foregoing regions) who subscribe for the issued shares of the Company. Shares issued by the Company to the domestic investors for subscription in RMB shall be referred to as "domestic shares" (A Shares). Shares issued by the Company to foreign investors and domestic natural persons who meet particular conditions for subscription in foreign currencies shall be referred to as "foreign-invested shares". Foreign-invested shares listed domestically shall be referred to as "domestic-listed foreign-invested shares" (B Shares). Foreign-invested shares listed overseas shall be referred to as "overseas-listed foreign-invested shares". Overseas-listed foreign-invested shares of the Company listed on the Hong Kong Stock Exchange shall be referred to as "H Shares". The domestic-invested shares and the H Shares are not regarded as different classes of shares unless otherwise provided for in the applicable laws and regulations and/or the relevant listing rules. Holders of domestic-invested shares and holders of foreign-invested shares are both holders of ordinary shares, and shall enjoy equal rights and assume equal obligations. "Foreign currencies" referred to in the preceding clause represent legal currencies of other countries and regions (excluding RMB) which are recognized by national foreign exchange authorities and can be used for the payment of monies to the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
10	Article 20 After the inception of the Company, a total of 2,598,396,051 ordinary shares have been issued, including 1,167,915,542 domestic-listed domestic-invested shares and 1,430,480,509 domestic-listed foreign-invested shares. As approved by a special resolution passed at the shareholders' general meeting and authorized by the CSRC, the Company's domestic-listed foreign-invested shares were migrated to and listed on the Hong Kong Stock Exchange by way of introduction and traded as overseas-listed foreign-invested shares. Following the aforesaid domestic-listed foreign-invested shares migrated to and listed on The Stock Exchange of Hong Kong Limited by way of introduction and traded as overseas-listed foreign-invested shares, the Company's share capital consists of 2,662,396,051 ordinary shares, among which 1,430,480,509 shares are held by holders of overseas-listed foreign-invested shares (H Shares) and 1,231,915,542 shares are held by holders of domestic-listed domestic-invested shares, representing 53.73% and 46.25% of the total number of issued ordinary shares of the Company respectively. **As of** 18 August 2022, under the shareholding structure of the Company, there are 5,392,520,385 ordinary shares, including 2,302,682,490 domestic-listed domestic-invested shares and 3,089,837,895 overseas-listed foreign-invested shares (H Shares), representing 42.70% and 57.30% of the total number of issued ordinary shares of the Company respectively.	Article 21 After the inception of the Company, a total of 2,598,396,051 ordinary shares have been issued, including 1,167,915,542 domestic-listed domestic-invested shares and 1,430,480,509 domestic-listed foreign-invested shares. As approved by a special resolution passed at the shareholders' general meeting and authorized by the CSRC, the Company's domestic-listed foreign-invested shares were migrated to and listed on the Hong Kong Stock Exchange by way of introduction and traded as overseas-listed foreign-invested shares. Following the aforesaid domestic-listed foreign-invested shares migrated to and listed on The Stock Exchange of Hong Kong Limited by way of introduction and traded as overseas-listed foreign-invested shares, the Company's share capital consists of 2,662,396,051 ordinary shares, among which 1,430,480,509 shares are held by holders of overseas-listed foreign-invested shares (H Shares) and 1,231,915,542 shares are held by holders of domestic-listed domestic-invested shares, representing 53.73% and 46.25% of the total number of issued ordinary shares of the Company respectively. **Since** 18 August 2022, **the number of issued shares of the Company has been 5,392,520,385 shares,** under the shareholding structure of the Company, there are 5,392,520,385 ordinary shares, including 2,302,682,490 domestic-listed domestic-invested shares and 3,089,837,895 overseas-listed foreign-invested shares (H Shares), representing 42.70% and 57.30% of the total number of issued ordinary shares of the Company respectively.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
11	Article 21 The Board of Directors of the Company may arrange separate implementations of the plans for the issuance of overseas-listed foreign-invested shares and domestic-invested shares **approved by** the CSRC.	Article 22 The Board of Directors of the Company may arrange separate implementations of the plans for the issuance of overseas-listed foreign-invested shares and domestic-invested shares **subject to the filing or registration with** the CSRC.
12	Article 22 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, **compensation, loans** or otherwise, provide **any** financial assistance to **a person who purchases or intends to purchase its own shares**, except as otherwise provided in the laws and regulations.	Article 23 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, **loans** or otherwise, provide financial assistance **for the acquisition of shares of the Company by others**, except **for the implementation of the Company's employee share ownership scheme and** as otherwise provided in the laws and regulations. **In the interest of the Company, by resolution of the shareholders' general meeting, or by resolution of the Board of Directors as authorized by these Articles of Association or the shareholders' general meeting, the Company may provide financial assistance for others to acquire shares of the Company, provided that the cumulative total amount of the financial assistance shall not exceed ten percent of the total amount of issued share capital. Resolutions of the Board of Directors shall be approved by more than two-thirds of all Directors.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
13	Article 23 The Company may increase its capital in line with the needs for operations and development according to laws, administrative regulations and these Articles of Association after **respective** resolutions are passed at a shareholders' general meeting and procedures required by national laws and administrative regulations are completed by the following methods: (1) **public offering of share**s; (2) **non-public offering of shares**; (3) distribution of bonus shares to existing shareholders; (4) increase in capital by transfers from reserves; (5) other methods **approved** by laws, administrative regulations and the CSRC.	Article 24 The Company may increase its capital in line with the needs for operations and development according to laws, administrative regulations and these Articles of Association after resolutions are passed at a shareholders' general meeting and procedures required by national laws and administrative regulations are completed by the following methods: (1) **issuing shares to non-specific targets**; (2) **issuing shares to specific targets**; (3) distribution of bonus shares to existing shareholders; (4) increase in capital by transfers from reserves; (5) other methods **prescribed** by laws, administrative regulations and the CSRC.
14	Article 24 Pursuant to the Company Law and other relevant requirements as well as provisions of these Articles of Association, the Company may reduce its registered capital. Any reduction of the Company's registered capital shall be conducted in accordance with the procedures stipulated in the Company Law and other relevant provisions as well as provisions of these Articles of Association. **When the registered capital of the Company is reduced, a balance sheet and a list of assets shall be prepared.** **The Company shall notify its creditors within ten days from the date of passing the resolution for reduction of registered capital and shall publish announcements in one or more newspaper(s) designated by the CSRC within 30 days. A creditor shall have the right within thirty days from the receipt of a written notice or, for those who have not received a written notice, within forty-five days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding debt repayment guarantee.**	Article 25 Pursuant to the Company Law and other relevant requirements as well as provisions of these Articles of Association, the Company may reduce its registered capital. Any reduction of the Company's registered capital shall be conducted in accordance with the procedures stipulated in the Company Law and other relevant provisions as well as provisions of these Articles of Association.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
15	Article 25 The Company may not repurchase its own shares, save as under one of the following circumstances: (1) it reduces its registered capital; (2) it merges with another company that holds shares of the Company; (3) utilising its shares in the employee share ownership scheme or for share incentive; (4) shareholders require the Company to purchase their shares because of their objection to the resolution made at a shareholders' general meeting on the merger or division of the Company; (5) utilising the shares for conversion to corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary to safeguard the value of the Company and the interests of its shareholders. Any acquisition of the shares of the Company under provisions set out in Clauses (1) and (2) referred to above shall be resolved at a shareholders' general meeting; any acquisition of the shares of the Company under provisions set out in Clauses (3), (5) and (6) referred to above could be resolved by the Board's meeting where over two-thirds of the directors are present, according to the provisions of these Articles of Association or the authority granted by the shareholders' general meeting. If the Company acquires its own shares, it shall fulfil its disclosure obligation as required under the Securities Law and other relevant regulations of the place where the shares of the Company are listed.	Article 26 The Company may not repurchase its own shares, save as under one of the following circumstances: (1) it reduces its registered capital; (2) it merges with another company that holds shares of the Company; (3) utilising its shares in the employee share ownership scheme or for share incentive; (4) shareholders require the Company to purchase their shares because of their objection to the resolution made at a shareholders' general meeting on the merger or division of the Company; (5) utilising the shares for conversion to corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary to safeguard the value of the Company and the interests of its shareholders. Any acquisition of the shares of the Company under provisions set out in Clauses (1) and (2) referred to above shall be resolved at a shareholders' general meeting; any acquisition of the shares of the Company under provisions set out in Clauses (3), (5) and (6) referred to above could be resolved by the Board's meeting where over two-thirds of the directors are present, according to the provisions of these Articles of Association or the authority granted by the shareholders' general meeting. If the Company acquires its own shares, it shall fulfil its disclosure obligation as required under the Securities Law and other relevant regulations of the place where the shares of the Company are listed.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
16	Article 27 The Company shall obtain prior approval at a shareholders' general meeting in accordance herewith if it repurchases shares through over-the-counter agreement. If the prior approval is granted by the shareholders' general meeting in the same way, the Company may terminate or alter the contract concluded in the way referred to above or waive any of its rights therein. For the purposes of the preceding clause, the term "contract for the repurchase of shares" shall include (but not limited to) an agreement to undertake the obligations for the repurchase of shares and obtain the rights to repurchase shares. No contracts for the repurchase of the shares of the Company or any rights thereunder shall be assigned by the Company.	Article 28 The Company shall obtain prior approval at a shareholders' general meeting in accordance herewith if it repurchases shares through over-the-counter agreement. If the prior approval is granted by the shareholders' general meeting in the same way, the Company may terminate or alter the contract concluded in the way referred to above or waive any of its rights therein. For the purposes of the preceding clause, the term "contract for the repurchase of shares" shall include (but not limited to) an agreement to undertake the obligations for the repurchase of shares and obtain the rights to repurchase shares. No contracts for the repurchase of the shares of the Company or any rights thereunder shall be assigned by the Company.
17	Article 29 Unless otherwise required by laws, administrative regulations and the securities regulatory bodies in the jurisdictions where the shares of the Company are listed, the shares of the Company **may** be lawfully transferred.	Article 30 Unless otherwise required by laws, administrative regulations and the securities regulatory bodies in the jurisdictions where the shares of the Company are listed, the shares of the Company **shall** be lawfully transferred.
18	Article 30 The Company shall not accept the shares of the Company as the subject of pledges.	Article 31 The Company shall not accept the shares of the Company as the subject of pledges.
19	Article 31 The Director, **Supervisor, President and other** senior management personnel of the Company shall notify the Company of his/her shareholding in the Company and the movements of these shares, and each year during their term of office shall not transfer more than 25% of such shares. These shares shall not be transferred within one year from the date the Company's shares are listed. The aforesaid persons are forbidden to transfer his/her shareholding in the Company within six months after termination of employment**, save for as demanded by a court order**.	Article 32 The Director, senior management personnel of the Company shall notify the Company of his/her shareholding in the Company and the movements of these shares, and each year during their term of office shall not transfer more than 25% of such shares. These shares shall not be transferred within one year from the date the Company's shares are listed. The aforesaid persons are forbidden to transfer his/her shareholding in the Company within six months after termination of employment.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
20	Article 32 When the Directors, **Supervisors, President and other** senior management personnel of the Company or shareholders holding more than 5% of the shares of the Company sell their shares or other securities with equity interest within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the Board of Directors of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company. However, securities companies holding over 5% of the shares of the Company as a result of taking up unacquired shares underwritten and other circumstances provided by the CSRC are exempt from such requirement. Shares or other securities with equity interest held by Directors, **Supervisors,** senior management personnel, natural person shareholders referred to in the paragraph above, including shares or other securities with equity interest held by their spouse, parents, children in their own name and under others' account. Shareholders may require the Board of Directors to comply with the requirement set out in the preceding clause within 30 days if the Board of Directors fails to do so. In the event that the Board of Directors fails to rectify the situation within the said timeline, shareholders may file a legal action to the court in their own name for safeguarding the interests of the Company. If the Board of Directors of the Company fails to comply with the first clause, relevant responsible Directors shall bear joint liability.	Article 33 When the Directors, senior management personnel of the Company or shareholders holding more than 5% of the shares of the Company sell their shares or other securities with equity interest within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the Board of Directors of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company. However, securities companies holding over 5% of the shares of the Company as a result of taking up unacquired shares underwritten and other circumstances provided by the CSRC are exempt from such requirement. Shares or other securities with equity interest held by Directors, senior management personnel, natural person shareholders referred to in the paragraph above, including shares or other securities with equity interest held by their spouse, parents, children in their own name and under others' account. Shareholders may require the Board of Directors to comply with the requirement set out in the preceding clause within 30 days if the Board of Directors fails to do so. In the event that the Board of Directors fails to rectify the situation within the said timeline, shareholders may file a legal action to the court in their own name for safeguarding the interests of the Company. If the Board of Directors of the Company fails to comply with the first clause, relevant responsible Directors shall bear joint liability.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
21	Article 34 Share certificates shall be signed by the legal representative. In the event that the stock exchanges on which the shares of the Company are listed require the signatures of other senior management personnel of the Company, the share certificates shall be signed by such other relevant senior management personnel. Share certificates shall take effect after being affixed or printed with the Company seal. The affixture of the Company seal shall be authorized by the Board of Directors. The signatures of the legal representative or other senior management personnel of the Company on the share certificates may take the printed form. The paperless trading of the Company's shares is subject to the requirements of security regulatory authorities of the places where the shares of the Company are listed.	Article 35 Share certificates shall be signed by the legal representative **and stamped by the Company if the share certificates are in paper form**. In the event that the stock exchanges on which the shares of the Company are listed require the signatures of other senior management personnel of the Company, the share certificates shall be signed by such other relevant senior management personnel. Share certificates shall take effect after being affixed or printed with the Company seal. The affixture of the Company seal shall be authorized by the Board of Directors. The signatures of the legal representative or other senior management personnel of the Company on the share certificates may take the printed form. The paperless trading of the Company's shares is subject to the requirements of security regulatory authorities of the places where the shares of the Company are listed.
22	Article 35 The Company **shall** create a register of members based on the evidence provided by a securities registry **to record the following particulars:** **(1) the name, address (residence), occupation or type of each shareholder;** **(2) the class and number 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 of registering as a shareholder by each shareholder;** **(6) the date of terminating as a shareholder by each shareholder;** **(7) the restrictions such as pledge, freezing and other prohibition imposed on shares held by shareholders.** The register of members shall be sufficient evidence substantiating that the shareholders hold the shares of the Company**, unless there is evidence to the contrary**.	Article 36 The Company create**s** a register of members based on the evidence provided by a securities registry**,** the register of members shall be sufficient evidence substantiating that the shareholders hold the shares of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
23	Article 39 Where PRC laws and regulations and the Hong Kong Listing Rules stipulate on the period of closure of the register of members prior to a general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.	Article 40 Where PRC laws and regulations and the Hong Kong Listing Rules stipulate on the period of closure of the register of members prior to a general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.
24	**Article 41 For any shareholder who is registered in the register of members or any person who asks for registering his/her name in the register of members, if his/her share certificates (i.e. "original share certificates") are lost, he/she may apply to the Company for issuing duplicate share certificates in respect of those shares (the "underlying shares").** **Application by a holder of domestic-invested shares for issuance of a duplicate share certificate due to loss of the same shall be dealt with pursuant to the relevant requirements of the Company Law.** **In the event that a holder of overseas-listed foreign-invested shares has lost his/her share certificates and applies for issuing duplicate share certificates, he/she shall handle the matter in accordance with the laws of the place where the original register of holders of overseas-listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant stipulations.** **Application for replacement of lost share certificates made by a holder of overseas-listed foreign-invested shares of a Hong Kong-listed company shall be subject to the following requirements:** **(1) the applicant must file an application in the standard format designated by the Company and attach a notarial certificate or a statutory declaration document. The notarial certificate or statutory declaration document must contain particulars such as the reasons of the applicant for the application, details of the lost share certificates and evidence thereon as well as a statement setting out that there are no any other persons who may ask for registering as shareholders in respect of the underlying shares.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(2) before the Company decides to issue duplicate share certificates, it has not received any statement from any persons other than the applicant requesting for registering as shareholders of those shares. **(3) after the Company decides to issue duplicate share certificates to the applicant, it shall publish an announcement in the newspapers designated by the Board of Directors on its preparations to issue duplicate share certificates for a period of ninety days. The announcement shall be republished at least once every 30 days. The newspapers designated by the Board of Directors shall be Chinese and English language newspapers (at least one of each of them) published in Hong Kong.** **(4) before the Company publishes an announcement on its preparations to issue duplicate share certificates, it shall submit a copy of the announcement to the stock exchange on which it is listed, and may immediately publish it after receiving a reply from the stock exchange confirming that the announcement has been posted on the stock exchange. The announcement shall be posted on the stock exchange for a period of ninety days.** **In the event that an application for the issuance of duplicate share certificates is not approved by the shareholder of the underlying shares recorded in the register, the Company shall mail a copy of the announcement to be published to the shareholder.** **(5) upon expiry of the period of ninety days for the publication of the announcement prescribed in (3) and (4) hereof, the Company may issue duplicate share certificates based on the application made by the applicant in the event that it has not received any objection from any person to the issuance of duplicate share certificates.** **(6) when the Company issues duplicate share certificates hereunder, it shall immediately cancel the original share certificates, and have the cancellation and replacement recorded in the register of members.** **(7) all expenses of the Company incurred from the cancellation of the original share certificates and issuance of duplicate share certificates shall be borne by the applicant. The Company has the right to refuse to take any action unless the applicant provides reasonable security.**	

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
25	**Article 42 After the Company issues duplicate share certificates in accordance with the requirements hereof, the name of the bona fide purchaser who has obtained such duplicate share certificates or the shareholder subsequently registered as the owner of such duplicate share certificates (in the case of bona fide purchaser) may not be removed from the register of members.**	Deletion
26	Article 43 The Company shall not be under any obligations to compensate any person who incurs damages as a result of the cancellation of the original share certificates or the issuance of the duplicate share certificates, unless the person can prove that the Company has fraudulent conduct. The joint holders of any shares shall jointly or severally assume the liability to pay for all amounts payable for the relevant shares. In the event that one of the joint holders has passed away, only the surviving joint shareholder(s) shall be deemed by the Company to have the ownership of the underlying shares. However, the Board of Directors has the right to require such surviving persons to provide a death certificate as deemed appropriate by the Board of Directors for the purpose of amending the register of members; in respect of the joint holders of any shares, only the joint holder who stands first on the register of members has the right to take over the share certificates of the underlying shares from the Company, receive notices from the Company, attend shareholders' general meetings of the Company and exercise the voting rights. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares.	Article 42 The Company shall not be under any obligations to compensate any person who incurs damages as a result of the cancellation of the original share certificates or the issuance of the duplicate share certificates, unless the person can prove that the Company has fraudulent conduct. The joint holders of any shares shall jointly or severally assume the liability to pay for all amounts payable for the relevant shares. In the event that one of the joint holders has passed away, only the surviving joint shareholder(s) shall be deemed by the Company to have the ownership of the underlying shares. However, the Board of Directors has the right to require such surviving persons to provide a death certificate as deemed appropriate by the Board of Directors for the purpose of amending the register of members; in respect of the joint holders of any shares, only the joint holder who stands first on the register of members has the right to take over the share certificates of the underlying shares from the Company, receive notices from the Company, attend shareholders' general meetings of the Company and exercise the voting rights. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
27	**Chapter 5 Shareholder and Shareholders' General Meeting** **Section 1 Shareholder** Article 44 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is recorded in the register of members. A shareholder shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold existing shares of the same class shall enjoy the equal rights and assume the equal obligations. In the event that any shareholder is a legal person, its legal representative or proxy thereof or (in the event that the shareholder is a recognised clearing house ("**Recognised Clearing House**") (or other person appointed by it)) the representative or principal of the Recognised Clearing House shall exercise its rights on its behalf.	**Chapter 5 Shareholder and Shareholders' General Meeting** **Section 1 <u>General Provisions of</u> Shareholder** Article 43 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is recorded in the register of members. A shareholder shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold existing shares of the same class shall enjoy the equal rights and assume the equal obligations. In the event that any shareholder is a legal person, its legal representative or proxy thereof or (in the event that the shareholder is a recognised clearing house ("**Recognised Clearing House**") (or other person appointed by it)) the representative or principal of the Recognised Clearing House shall exercise its rights on its behalf.
28	Article 45 When the Company needs to confirm the identity of shareholders for holding a shareholders' general meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convenor of the shareholders' general meeting shall determine the record date. Shareholders registered in the register of members after close of market on the record date shall be those shareholders entitled to the relevant rights and interests of shareholders of the Company.	Article 44 When the Company needs to confirm the identity of shareholders for holding a shareholders' general meeting, distributing dividends, conducting liquidation and engaging in other acts, the Board of Directors or the convenor of the shareholders' general meeting shall determine the record date. Shareholders registered in the register of members after close of market on the record date shall be those shareholders entitled to the relevant rights and interests of shareholders of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
29	Article 46 A shareholder of the Company shall be entitled to the following rights: (1) receive dividends and benefit distributions in other forms according to the portion of shares he/she holds; (2) make a request to, convene, preside over and attend or appoint a proxy to attend a shareholders' general meeting, and exercise the corresponding voting rights in accordance with the law; (3) carry out supervision of the Company's operations, and make recommendations or raise questions; (4) transfer, grant or pledge the shares he/she holds in accordance with the laws, administrative regulations and the provisions hereof; (5) **access relevant information in accordance with the provisions hereof, including:** **1. obtaining these Articles of Association upon payment of cost expenses;** **2. upon payment of a reasonable fee, having the right to gain access to and make copies of:** **(1) all parts of the register of members;** **(2) details of the issued share capital of the Company;** **(3) the latest audited financial statements and the reports of the Directors, auditors and Supervisors of the Company;** **(4) minutes of shareholders' general meetings (for inspection by shareholders only);** **(5) the counterfoils of corporate bonds, resolutions of the Board of Directors, resolutions of the Supervisory Committee as well as financial and accounting reports;** The Company shall make the relevant documents available at the Company's place of business in Hong Kong pursuant to the requirements of the Hong Kong Listing Rules for inspection by the public and shareholders.	Article 45 A shareholder of the Company shall be entitled to the following rights: (1) receive dividends and benefit distributions in other forms according to the portion of shares he/she holds; (2) make a request to, **hold,** convene, preside over and attend or appoint a proxy to attend a shareholders' general meeting, and exercise the corresponding voting rights in accordance with the law; (3) carry out supervision of the Company's operations, and make recommendations or raise questions; (4) transfer, grant or pledge the shares he/she holds in accordance with the laws, administrative regulations and the provisions hereof; (5) **review and copy the Articles of Association, register of members, minutes of shareholders' general meetings, resolutions of the Board meetings, and financial and accounting reports; shareholders who have individually or collectively held three percent or more of the Company's shares for at least 180 consecutive days may inspect the Company's books of account and accounting evidence.** The Company shall make the relevant documents available at the Company's place of business in Hong Kong pursuant to the requirements of the Hong Kong Listing Rules for inspection by the public and shareholders.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(6) participation in the distribution of surplus property of the Company according to the portion of shares he/she holds at the time when the Company ceases operation or goes into liquidation; (7) those shareholders who object to a resolution made at a shareholders' general meeting on the merger or division of the Company request the Company to purchase their shares; (8) **legal actions lodged with the People's Court against infringement of the Company's interests and shareholders' lawful rights in accordance with the Company Law or other laws, administrative regulations and departmental rules and regulations, and laying claim to such interests and rights;** (9) other rights conferred by laws, administrative regulations, departmental rules or these Articles of Association.	(6) participation in the distribution of surplus property of the Company according to the portion of shares he/she holds at the time when the Company ceases operation or goes into liquidation; (7) those shareholders who object to a resolution made at a shareholders' general meeting on the merger or division of the Company request the Company to purchase their shares; (8) other rights conferred by laws, administrative regulations, departmental rules or these Articles of Association.
30	Article 47 In the event that a shareholder **wants to access the relevant information as described in the preceding article, or to obtain information, he/she shall** provide a written document to the Company proving the class and number of shares of the Company he/she holds. **Such information shall be provided to the shareholder at his/her request after the Company verifies the identity of the shareholder.**	Article 46 **Shareholders requesting to inspect or reproduce materials of the Company shall comply with the provisions of the Company Law, the Securities Law, and other laws and administrative regulations. Shareholders shall adhere to the Company's internal procedures for inspecting/copying materials,** provide a written document to the Company proving the class and number of shares of the Company he/she holds **and the requisite supporting documents for the inspection/reproduction request, and stating the purpose thereof.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
31	Article 48 In the event that the particulars of a resolution passed at a shareholders' general meeting or a Board meeting are in violation of laws or administrative regulations, **the shareholders shall have the right to petition a court to establish** such particulars **as** invalid. In the event that the procedures for convening a shareholders' general meeting or a Board meeting, or the voting methods thereof are in violation of laws, administrative regulations or these Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.	Article 47 In the event that the particulars of a resolution passed at a shareholders' general meeting or a Board meeting are in violation of laws or administrative regulations, such particulars **shall be** invalid. In the event that the procedures for convening a shareholders' general meeting or a Board meeting, or the voting methods thereof are in violation of laws, administrative regulations or these Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution**, except when there are only minor defects in the convening procedures or voting methods of the shareholder's meetings or Board meetings, and such defects have no substantial impact on the resolutions.** **If relevant parties such as the Board of Directors and shareholders dispute the validity of a resolution of a shareholders' general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgement or ruling, such as to revoke a resolution, the relevant parties shall execute the resolution of the shareholders' general meeting. The Company, its Directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.** **If the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, the regulations of the CSRC and stock exchanges, fully explain the impact of the judgement or ruling, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the same in a timely manner and fulfil its obligations to disclose the information accordingly.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
32	Addition	Article 48 **A resolution of the shareholders' general meeting or Board meeting of the Company shall not be valid under any of the following circumstances:** **(1) no shareholders' general meeting or Board meeting has been convened to pass the resolution;** **(2) the resolution is not voted on at the shareholders' general meeting or Board meeting;** **(3) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association;** **(4) the number of persons or the number of voting rights held by them voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
33	Article 49 In the event that a director or a senior management personnel violates laws, administrative regulations or these Articles of Association when performing his/her duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly have been holding more than 1% of shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing the **Supervisory Committee** to lodge legal actions with the People's Court. In the event the **Supervisory Committee** to violates laws, administrative regulations or these Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing the Board of Directors to lodge legal actions with the People's Court. In the event that the **Supervisory Committee** or the Board of Directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding clause, or does not take legal action within thirty days of receiving such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding clauses shall have the right to lodge legal actions with the People's Court in their own names in the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first clause of this Article may lodge legal actions with the People's Court in accordance with the provisions of the preceding two clauses.	Article 49 In the event that a director or a senior management personnel **other than a member of the Audit Committee** violates laws, administrative regulations or these Articles of Association when performing his/her duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly have been holding more than 1% of shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing the **Audit Committee** to lodge legal actions with the People's Court. In the event the **members of Audit Committee** violates laws, administrative regulations or these Articles of Association when executing its duties for the Company, thus causing losses to the Company, **the aforesaid** shareholders may request in writing the Board of Directors to lodge legal actions with the People's Court. In the event that the **Audit Committee** or the Board of Directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding clause, or does not take legal action within thirty days of receiving such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding clauses shall have the right to lodge legal actions with the People's Court in their own names in the interests of the Company. In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first clause of this Article may lodge legal actions with the People's Court in accordance with the provisions of the preceding two clauses.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
		If the directors, supervisors or senior management members of a wholly-owned subsidiary of the Company violate laws, administrative regulations or the provisions of these Articles of Association in performing their duties, and cause the Company to suffer a loss, or if the legitimate rights and interests of a wholly-owned subsidiary of the Company are infringed by other parties and a loss is incurred, shareholders either individually or jointly holding more than 1% of the Company's shares for more than one hundred and eighty 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 the People's Court, or directly file a lawsuit with the People's Court in their own name. **If a wholly-owned subsidiary of the Company does not have a supervisory committee or supervisors but has an audit committee, the provisions of Paragraphs 1 and 2 of this Article shall apply.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
34	Article 51 A shareholder of the Company shall undertake the following obligations: (1) Comply with laws, administrative regulations and these Articles of Association; (2) pay equity capital according to his/her shares subscribed and the method of equity capital injection; (3) may not withdraw equity shares unless provided by laws or administrative regulations; (4) may not abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; may not abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors; (5) other obligations to be undertaken as prescribed by laws, administrative regulations and these Articles of Association. In the event that a shareholder abuses his/her rights, thus causing losses to the Company or other shareholders, he/she shall be liable for compensation in accordance with the laws. In the event that a shareholder of the Company abuses the Company's independent status of legal person and shareholders' limited liability to evade debts, thus seriously prejudicing the interests of the Company's creditors, he/she shall be jointly and severally liable for the Company's debts. Save for the conditions agreed by a subscriber for shares during the subscription, shareholders shall not be liable for any subsequent contribution of additional share capital.	Article 51 A shareholder of the Company shall undertake the following obligations: (1) Comply with laws, administrative regulations and these Articles of Association; (2) pay equity capital according to his/her shares subscribed and the method of equity capital injection; (3) may not withdraw equity shares unless provided by laws or administrative regulations; (4) may not abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; may not abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors; (5) other obligations to be undertaken as prescribed by laws, administrative regulations and these Articles of Association. In the event that a shareholder abuses his/her rights, thus causing losses to the Company or other shareholders, he/she shall be liable for compensation in accordance with the laws. In the event that a shareholder of the Company abuses the Company's independent status of legal person and shareholders' limited liability to evade debts, thus seriously prejudicing the interests of the Company's creditors, he/she shall be jointly and severally liable for the Company's debts. Save for the conditions agreed by a subscriber for shares during the subscription, shareholders shall not be liable for any subsequent contribution of additional share capital.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
35	Article 52 **In the event that a shareholder holding more than 5% of the voting shares of the Company pledges the shares he/she holds**, he/she shall report to the Company in writing **on the date of making the pledge**.	Article 52 **If the shares of any shareholders holding at least 5% shareholding of the Company are pledged, frozen, or subject to juridical auction, custody or setting of trust, or with voting rights restricted in accordance with laws,** he/she shall report to the Company in writing **no later than the date of incident**.
36	Addition	**Section 2 Controlling Shareholders and De Facto Controllers** Article 53 **The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and stock exchanges to safeguard the interests of listed companies.** **In the absence of controlling shareholders or de facto controllers, the largest shareholder of the Company shall comply with the relevant provisions herein as if they were a controlling shareholder or de facto controller, unless otherwise stipulated by applicable laws, regulations, or the securities regulatory rules of the jurisdiction where the Company's shares are listed, in which case such provisions shall prevail.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
37	Addition	Article 54 **Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:** **(1) to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;** **(2) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings unilaterally;** **(3) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are expected to occur;** **(4) not to appropriate the Company's funds in any way;** **(5) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;** **(6) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-swing trading, market manipulation or other illegal and unlawful acts;**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
		(7) not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means; **(8) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;** **(9) other requirements of laws, administrative regulations, regulations of the CSRC, rules of stock exchanges and these Articles of Association.** **If a controlling shareholder or de facto controller of the Company does not serve as a director of the Company but actually executes the Company's affairs, the provisions of these Articles of Association regarding the directors' fiduciary duty and duty to act with diligence shall apply.** **If a controlling shareholder or de facto controller of the Company instructs a director or senior management member to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the director or senior management member.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
38	Addition	Article 55 **If a controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or effectively controls, he/she shall maintain the stability of the Company's control and its production and operation.**
39	Addition	Article 56 **If a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in laws, administrative regulations, the regulations of the CSRC and stock exchanges, as well as his/her undertakings in respect of restrictions on the transfer of shares.**
40	Article 53 **The controlling shareholders and de facto controllers of the Company shall not prejudice the Company's interests by taking advantage of their connections. They shall be liable for compensation for losses caused to the Company as a result of their violation.** **The controlling shareholders and de facto controllers of the Company shall have an obligation of good faith towards the Company and public shareholders. The controlling shareholders shall exercise the rights of an investor in strict compliance with the law. They may not prejudice the legitimate rights and interests of the Company and public shareholders by means of connected transactions, distribution of profits, restructuring of assets, foreign investment, appropriation of funds, loan guarantees and other means, and they may not prejudice the interests of the Company and public shareholders by taking advantage of their controlling position.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
41	Article 54 **In addition to the obligations required under laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, the controlling shareholders, in the exercise of their powers, may not make any decision on the following issues to jeopardize the interests of all or some of shareholders as a result of exercising their rights to vote:** **(1) removing a Director or Supervisor to reflect, in good faith, the responsibility of doing so in the best interests of the Company as a starting point;** **(2) approving a Director or Supervisor (for his/her own or others' benefits) of depriving the property of the Company in any way, including (but not limited to) any opportunity beneficial to the Company;** **(3) approving a Director or Supervisor (for his/her own or others' benefits) of depriving the personal rights and interests of other shareholders, including (but not limited to) any distribution rights and voting rights, but excluding corporate restructuring submitted to a shareholders' general meeting for approval in accordance herewith.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
42	Article 55 **The "controlling shareholder" referred to herein means a person who satisfies one of the following conditions:** **(1) a person who, acting alone or in concert with others, has the power to elect more than half members of the Board of Directors;** **(2) a person who, acting alone or in concert with others, has the power to exercise 30% or more of the voting right of the Company or control the exercise of 30% or more of the voting right of the Company;** **(3) a person who, acting alone or in concert with others, holds 30% or more of the outstanding shares of the Company;** **(4) a person who, acting alone or in concert with others, has de facto control of the Company by any other means.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
43	**Section 2 General Provisions of the Shareholders' General Meeting** Article 56 The shareholders' general meeting is the organ of power of the Company and shall lawfully exercise its powers as follows: (1) **decide on the business policies and investment plans of the Company;** (2) elect and replace **Directors and Supervisors assumed by non-employee representatives**; (3) **decide on the remuneration of Directors and Supervisors**; (4) consider and approve the report of the Board of Directors; (5) **consider and approve the report of the Supervisory Committee**; (6) **consider and approve the Company's annual budget and final accounts proposals**; (7) consider and approve the Company's profit distribution plan and loss recovery plan; (8) make a resolution on the increase or decrease of the registered capital of the Company; (9) make a resolution on the **issuance of** bonds; (10) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company;	**Section 3 General Provisions of the Shareholders' General Meeting** Article 57 **The shareholders' general meeting of the Company is composed of all shareholders.** The shareholders' general meeting is the organ of power of the Company and shall lawfully exercise its powers as follows: (1) elect and replace **Directors, decide on the remuneration of Directors;** (2) consider and approve the report of the Board of Directors; (3) consider and approve the Company's profit distribution plan and loss recovery plan; (4) make a resolution on the increase or decrease of the registered capital of the Company; (5) make a resolution on the **issuance of corporate** bonds; (6) make a resolution on the merger, division, dissolution or liquidation of the Company, or on the change in the type of the Company; (7) amend these Articles of Association; (8) make a resolution on the Company's engagement and dismissal of an accounting firm **which undertakes the audit work of the Company**; (9) consider and approve the guarantees prescribed in **Article 58** hereof; (10) consider the Company's purchase or sale of major assets within one year in excess of 30% of the Company's latest audited total assets;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(11) amend these Articles of Association; (12) make a resolution on the Company's engagement and dismissal of an accounting firm; (13) consider and approve the guarantees prescribed in **Article 57** hereof; (14) consider the Company's purchase or sale of major assets within one year in excess of 30% of the Company's latest audited total assets; (15) consider and approve changes in the use of proceeds; (16) consider an equity incentive plan and an employee share ownership scheme; (17) **consider connected transactions which are subject to consideration at a shareholders' general meeting**; (18) consider other matters on which resolutions shall be made by a shareholders' general meeting as required by laws, administrative regulations, departmental rules or these Articles of Association.	(11) consider and approve changes in the use of proceeds; (12) consider an equity incentive plan and an employee share ownership scheme; (13) consider other matters on which resolutions shall be made by a shareholders' general meeting as required by laws, administrative regulations, departmental rules or these Articles of Association. **The shareholders' general meeting may authorise the Board of Directors to make resolutions regarding the issuance of shares, corporate bonds convertible into shares and the issuance of corporate bonds, provided that the specific implementation shall be in compliance with the provisions of laws, administrative regulations and the securities regulatory rules of the jurisdiction where the Company's shares are listed.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
44	Article 57 The following external guarantees by the Company shall be considered and approved by a shareholders' general meeting. (1) any guarantee provided after the total amount of external guarantees by the Company and its subsidiaries exceeds 50% of the latest audited net assets of the Company; (2) the total guarantee amount provided within the last 12 months exceeding 30% of the Company's latest audited total assets; (3) any guarantee provided after the total amount of external guarantees by the Company and its subsidiaries exceeds 30% of the latest audited net assets; (4) any guarantee provided for a target party whose asset-liability ratio is over 70% as shown in its latest financial statements; (5) any guarantee with a single guaranteed amount in excess of 10% of the latest audited net assets of the Company; (6) any guarantee provided to shareholders, de facto controllers and their connected parties; (7) other external guarantees which are subject to consideration at a shareholder's general meeting as required by relevant laws, regulations, provisions, rules and these Articles of Association. The Directors, senior management or other relevant personnel of the Company shall be held responsible for any loss caused to the Company by their breach of required approvals procedures or signing of contracts for external guarantees without authorization or neglect of duties.	Article 58 The following external guarantees by the Company shall be considered and approved by a shareholders' general meeting: (1) any guarantee provided after the total amount of external guarantees by the Company and its subsidiaries exceeds 50% of the latest audited net assets of the Company; (2) the total guarantee amount provided within the last 12 months exceeding 30% of the Company's latest audited total assets; (3) any guarantee provided after the total amount of external guarantees by the Company and its subsidiaries exceeds 30% of the latest audited net assets; (4) any guarantee provided for a target party whose asset-liability ratio is over 70% as shown in its latest financial statements; (5) any guarantee with a single guaranteed amount in excess of 10% of the latest audited net assets of the Company; (6) any guarantee provided to shareholders, de facto controllers and their connected parties; (7) other external guarantees which are subject to consideration at a shareholder's general meeting as required by relevant laws, regulations, provisions, rules and these Articles of Association. The Directors, senior management or other relevant personnel of the Company shall be held responsible for any loss caused to the Company by their breach of required approvals procedures or signing of contracts for external guarantees without authorization or neglect of duties.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
45	Article 58 When the shareholders' general meeting is considering a proposal to provide guarantee to shareholders, de facto controllers and their connected parties, the said shareholders or the shareholders controlled by the said de facto controllers shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders. When providing guarantee to controlling shareholders, de facto controllers and their connected parties, the Company shall require the parties guaranteed to provide counter indemnity and the party providing the counter indemnity must possess actual performance ability. In these Articles of Association, references to the term "external guarantees" herein shall mean guarantees provided by the Company on behalf of another party, including guarantees provided by the Company on behalf of its subsidiaries. Reference to the term "total amount of external guarantees of the Company and its subsidiaries" herein shall mean the sum of the total amount of external guarantees of the Company (including guarantees provided by the Company on behalf of its subsidiaries) and the external guarantees of the Company's subsidiaries.	Article 59 When the shareholders' general meeting is considering a proposal to provide guarantee to shareholders, de facto controllers and their connected parties, the said shareholders or the shareholders controlled by the said de facto controllers shall be abstained from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders. When providing guarantee to controlling shareholders, de facto controllers and their connected parties, the Company shall require the parties guaranteed to provide counter indemnity and the party providing the counter indemnity must possess actual performance ability. In these Articles of Association, references to the term "external guarantees" herein shall mean guarantees provided by the Company on behalf of another party, including guarantees provided by the Company on behalf of its subsidiaries. Reference to the term "total amount of external guarantees of the Company and its subsidiaries" herein shall mean the sum of the total amount of external guarantees of the Company (including guarantees provided by the Company on behalf of its subsidiaries) and the external guarantees of the Company's subsidiaries.
46	Article 59 The shareholders' general meeting shall exercise its functions and powers to the extent as permitted by the Company Law. It shall not interfere with shareholders in respect of their own rights.	Article 60 The shareholders' general meeting shall exercise its functions and powers to the extent as permitted by the Company Law. It shall not interfere with shareholders in respect of their own rights.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
47	Article 60 The Company shall formulate the rules of procedures for the shareholders' general meeting which shall set out in detail the procedures of convening and voting in respect of the shareholders' general meeting (including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, the resolution making process, meeting minutes and signing, announcements and other matters) and the principles of authorisation granted to the board of directors at the shareholders' general meeting. The scope of authorisation shall be specified in details. The rules of procedures for the shareholders' general meeting as an appendix to these Articles of Association shall be prepared by the board of directors and approved at the shareholders' general meeting.	Article 61 The Company shall formulate the rules of procedures for the shareholders' general meeting which shall set out in detail the procedures of convening and voting in respect of the shareholders' general meeting (including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, the resolution making process, meeting minutes and signing, announcements and other matters) and the principles of authorisation granted to the board of directors at the shareholders' general meeting. The scope of authorisation shall be specified in details. The rules of procedures for the shareholders' general meeting as an appendix to these Articles of Association shall be prepared by the board of directors and approved at the shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
48	Article 61 Matters, as required by laws, administrative regulations as well as these Articles of Association, shall be resolved at the shareholders' general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the shareholders' general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the shareholders' general meeting, specific issues relating to matters to be resolved on by the shareholders' general meeting which may not be decided upon immediately at a shareholders' general meeting. The shareholders' general meeting shall not assign any of its exercisable power under the laws to the Board to exercise. An authorization to the board of directors which falls into an ordinary resolution shall be passed by votes representing more than one-half (excluding one-half) of the voting rights held by the shareholders (including their proxies) present at the shareholders' general meeting; an authorization to the board of directors which falls into a special resolution shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the shareholders' general meeting. **The content of the authorization shall be clear and specific.**	Article 62 Matters, as required by laws, administrative regulations as well as these Articles of Association, shall be resolved at the shareholders' general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the shareholders' general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the shareholders' general meeting, specific issues relating to matters to be resolved on by the shareholders' general meeting which may not be decided upon immediately at a shareholders' general meeting. The shareholders' general meeting shall not assign any of its exercisable power under the laws to the Board to exercise. An authorization to the board of directors which falls into an ordinary resolution shall be passed by votes representing more than one-half (excluding one-half) of the voting rights held by the shareholders (including their proxies) present at the shareholders' general meeting; an authorization to the board of directors which falls into a special resolution shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the shareholders' general meeting.
49	Article 62 Shareholders' general meetings include annual meeting of shareholders and extraordinary general meeting. The annual general meeting shall be convened once a year, and held within six months after the end of the previous accounting year.	Article 63 Shareholders' general meetings include annual meeting of shareholders and extraordinary general meeting. The annual general meeting shall be convened once a year, and held within six months after the end of the previous accounting year.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
50	Article 63 Extraordinary general meetings are convened irregularly, and the Company shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events: (1) the number of directors is less than 6; (2) the losses not yet made up by the Company account for one-third of the total **paid-up** share capital; (3) the shareholders individually or jointly holding more than 10% of total shares of the Company make a request; (4) the board of directors considers it necessary; (5) the **Supervisory Committee** proposes convening the meeting; (6) other cases as required by laws, administrative regulations, departmental rules or these Articles of Association. Should the Company cannot convene a shareholders' general meeting within the period mentioned in the preceding paragraph, it shall report to the CSRC (Shenzhen Branch) and Shenzhen Stock Exchange, explain the reason and make an announcement.	Article 64 Extraordinary general meetings are convened irregularly, and the Company shall convene an extraordinary general meeting within two (2) months of the occurrence of any one of the following events: (1) the number of directors is less than 6; (2) the losses not yet made up by the Company account for one-third of the total share capital; (3) the shareholders individually or jointly holding more than 10% of total shares of the Company make a request; (4) the board of directors considers it necessary; (5) the **Audit Committee** proposes convening the meeting; (6) other cases as required by laws, administrative regulations, departmental rules or these Articles of Association. Should the Company cannot convene a shareholders' general meeting within the period mentioned in the preceding paragraph, it shall report to the CSRC (Shenzhen Branch) and Shenzhen Stock Exchange, explain the reason and make an announcement.
51	Article 64 A shareholders' general meeting of the Company shall be convened at the domicile of the Company or a specific location set out in a notice of the shareholders' general meeting of the Company.	Article 65 A shareholders' general meeting of the Company shall be convened at the domicile of the Company or a specific location set out in a notice of the shareholders' general meeting of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
52	Article 65 A venue shall be available for a shareholders' general meeting which shall be held as an on-site meeting. The time and venue of on-site meetings shall be convenient for shareholders' participation. After the notice of a general meeting is issued, the venue of the on-site meeting of such general meeting shall not be changed without proper reasons. If it is necessary to change, the convenor shall make an announcement and give the reasons at least two **trading** days prior to the on-site meeting.	Article 66 A venue shall be available for a shareholders' general meeting which shall be held as an on-site meeting. The time and venue of on-site meetings shall be convenient for shareholders' participation. After the notice of a general meeting is issued, the venue of the on-site meeting of such general meeting shall not be changed without proper reasons. If it is necessary to change, the convenor shall make an announcement and give the reasons at least two **working** days prior to the on-site meeting. **A shareholders' general meeting may be convened physically by setting up a venue, or by means of electronic communication.**
53	Article 66 For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online **and** other channels for participation in shareholders' general meetings in accordance with applicable laws, administrative regulations and rules of the CSRC or these Articles of Association. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.	Article 67 For the convenience of shareholders, the Company shall **also** provide secure, cost-efficient and accessible online **voting or** other channels for participation in shareholders' general meetings in accordance with applicable laws, administrative regulations and rules of the CSRC or these Articles of Association. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.
54	Article 67 When the Company holds a shareholders' general meeting, a lawyer shall be engaged to present legal opinions on the following matters and make an announcement: (1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations, Rules for Shareholders' Meetings of Listed Companies and these Articles of Association; (2) whether or not the qualifications of the officers present at the meeting, and of the convenor are lawful and valid; (3) whether or not the voting procedures at the meeting and the voting results are lawful and valid; (4) other legal opinions to be presented on other relevant matters at the request of the Company.	Article 68 When the Company holds a shareholders' general meeting, a lawyer shall be engaged to present legal opinions on the following matters and make an announcement: (1) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations, Rules for Shareholders' Meetings of Listed Companies and these Articles of Association; (2) whether or not the qualifications of the officers present at the meeting, and of the convenor are lawful and valid; (3) whether or not the voting procedures at the meeting and the voting results are lawful and valid; (4) other legal opinions to be presented on other relevant matters at the request of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
55	**Section 3 Convening of Shareholders' General Meeting** Article 68 The independent directors, the **Supervisory Committee**, shareholders severally or jointly holding 10% or more of the shares of the Company requisitioning the convening of extraordinary general meetings shall abide by the following procedures: (1) Two or more shareholders who hold individually or jointly an aggregate of 10% or more of the shares carrying voting rights at such meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting, specifying the objects of the meeting. The board of directors shall make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of the aforesaid written request according to laws, administrative regulations and these Articles of Association. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request. The independent directors shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. For such proposal, the board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of such proposal. The **board of directors of supervisors** shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and these Articles of Association.	**Section 4 Convening of Shareholders' General Meeting** Article 69 **The board of directors shall convene the shareholders' general meeting on time within the specified period.** The independent directors, the **Audit Committee**, shareholders severally or jointly holding 10% or more of the shares of the Company requisitioning the convening of extraordinary general meetings shall abide by the following procedures: (1) Two or more shareholders who hold individually or jointly an aggregate of 10% or more of the shares carrying voting rights at such meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting, specifying the objects of the meeting. The board of directors shall make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of the aforesaid written request according to laws, administrative regulations and these Articles of Association. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request. **Upon the approval of more than half of all the independent directors, the** independent directors shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. For such proposal, the board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of such proposal. The **Audit Committee** shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and these Articles of Association.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(2) If the board of directors agrees to convene the extraordinary general meeting of shareholders, a notice of such meeting shall be issued within 5 days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the original proposer. (3) If the board of directors does not agree to convene the extraordinary general meeting, it shall make an announcement with relevant explanations. (4) If the board of directors does not agree to the resolutions made by the **Supervisory Committee** to convene the shareholders' extraordinary general meeting, or fails to give a relevant notice within 10 days after the receipt of the **request**, it shall be deemed that the board of directors is unable or fails to fulfil its responsibilities to convene the shareholders' general meeting. The **Supervisory Committee** can hereby convene and preside over the meeting by itself. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible. (5) If the board of directors does not agree to the resolution made by the shareholders to convene the shareholders' extraordinary general meeting, or no response is made within 10 days upon receipt of the written request, the shareholder(s) who hold individually or jointly an aggregate of 10% or more of the shares of the Company shall be entitled to make a written resolution to the **Supervisory Committee** for convening such meeting.	(2) If the board of directors agrees to convene the extraordinary general meeting of shareholders, a notice of such meeting shall be issued within 5 days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the original proposer. (3) If the board of directors does not agree to convene the extraordinary general meeting, it shall make an announcement with relevant explanations. (4) If the board of directors does not agree to the resolutions made by the **Audit Committee** to convene the shareholders' extraordinary general meeting, or fails to give a relevant notice within 10 days after the receipt of the **proposal**, it shall be deemed that the board of directors is unable or fails to fulfil its responsibilities to convene the shareholders' general meeting. The **Audit Committee** can hereby convene and preside over the meeting by itself. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible. (5) If the board of directors does not agree to the resolution made by the shareholders to convene the shareholders' extraordinary general meeting, or no response is made within 10 days upon receipt of the written request, the shareholder(s) who hold individually or jointly an aggregate of 10% or more of the shares of the Company shall be entitled to make a written resolution to the **Audit Committee** for convening such meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	If the **Supervisory Committee** agrees to convene such a meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Changes made to the original request shall be approved by the relevant shareholder(s). If the **Supervisory Committee** fails to dispatch a notice of the shareholders' general meeting within a prescribed period of time, it shall be deemed that the **Supervisory Committee** fails to convene and preside over the shareholders' general meeting. The shareholder(s) continuously holding for 90 days individually or collectively 10% or more of the shares of the Company may convene and preside over the meeting by himself/themselves, provided that prior to the announcement of the resolutions of the shareholders' general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the shares of the Company. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible.	If the **Audit Committee** agrees to convene such a meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Changes made to the original request shall be approved by the relevant shareholder(s). If the **Audit Committee** fails to dispatch a notice of the shareholders' general meeting within a prescribed period of time, it shall be deemed that the **Audit Committee** fails to convene and preside over the shareholders' general meeting. The shareholder(s) continuously holding for 90 days individually or collectively 10% or more of the shares of the Company may convene and preside over the meeting by himself/themselves, provided that prior to the announcement of the resolutions of the shareholders' general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the shares of the Company. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible.
56	Article 69 If the **Supervisory Committee** or Shareholder(s) decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall issue a written notice to the board of directors and file with Shenzhen Stock Exchange.	Article 70 If the **Audit Committee** or Shareholder(s) decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall issue a written notice to the board of directors and file with Shenzhen Stock Exchange.
57	Article 70 The **Supervisory Committee** or convening shareholder shall submit relevant evidence to Shenzhen Stock Exchange upon the issuance of the notice of shareholders' general meeting and the announcement of the passed resolutions of the shareholders' general meeting.	Article 71 The **Audit Committee** or convening shareholder shall submit relevant evidence to Shenzhen Stock Exchange upon the issuance of the notice of shareholders' general meeting and the announcement of the passed resolutions of the shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
58	Article 71 As for the shareholders' general meeting convened by the **Supervisory Committee** or shareholders, the board of directors and the secretary to the board of directors shall coordinate accordingly. The board of directors will provide the register of members as at the registered date for entitlements of shares. In the event that the board of directors fails to provide the register of members, the convener may apply to China Securities Depository and Clearing Corporation Limited (Shenzhen Branch) for obtaining the register of members with the relevant announcements on the convening of the shareholders' general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.	Article 72 As for the shareholders' general meeting convened by the **Audit Committee** or shareholders, the board of directors and the secretary to the board of directors shall coordinate accordingly. The board of directors will provide the register of members as at the registered date for entitlements of shares. In the event that the board of directors fails to provide the register of members, the convener may apply to China Securities Depository and Clearing Corporation Limited (Shenzhen Branch) for obtaining the register of members with the relevant announcements on the convening of the shareholders' general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.
59	Article 72 All necessary expenses incurred by the **Supervisory Committee** or the shareholders to convene a shareholders' general meeting due to the Board of Directors's failure to convene such meeting in response to the aforesaid request shall be assumed by the Company and any sum so repaid shall be set off against any sums owed by the Company to the defaulting Directors.	Article 73 All necessary expenses incurred by the **Audit Committee** or the shareholders to convene a shareholders' general meeting due to the Board of Directors's failure to convene such meeting in response to the aforesaid request shall be assumed by the Company and any sum so repaid shall be set off against any sums owed by the Company to the defaulting Directors.
60	**Section 4 Proposals and Notices of Shareholders' General Meeting** Article 73 The contents of a proposal shall be within the scope of the duties and responsibilities of the shareholders' general meeting, have definite topics and specific matters for resolution, as well as be in compliance with the laws, administrative regulations and these Articles of Association.	**Section 5 Proposals and Notices of Shareholders' General Meeting** Article 74 The contents of a proposal shall be within the scope of the duties and responsibilities of the shareholders' general meeting, have definite topics and specific matters for resolution, as well as be in compliance with the laws, administrative regulations and these Articles of Association.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
61	Article 74 The board of directors, the **Supervisory Committee**, and shareholder(s) individually or jointly holding more than **3%** of the Company's shares shall have the right to submit proposed resolutions to the Company for a shareholders' general meeting of the Company. The shareholder(s) individually or jointly holding more than **3%** of the Company's shares may submit extra proposed resolutions in writing to the convener of a shareholders' general meeting 10 days prior to the meeting. The convener shall issue a supplementary notice of the shareholders' general meeting and announce the contents of such extra proposed resolutions within 2 days after receipt thereof. Except as provided by the preceding clause, the convener of a shareholders' general meeting shall not amend the proposed resolutions set out in the notice of the meeting or add any new proposed resolutions subsequent to the issue of the notice of the shareholders' general meeting. Proposals which are not specified in the notice of the shareholders' general meeting or which do not comply with **Article 73 of** these Articles of Association shall not be voted and resolved at the shareholders' general meeting and become resolutions.	Article 75 The board of directors, the **Audit Committee**, and shareholder(s) individually or jointly holding more than **1%** of the Company's shares shall have the right to submit proposed resolutions to the Company for a shareholders' general meeting of the Company. The shareholder(s) individually or jointly holding more than **1%** of the Company's shares may submit extra proposed resolutions in writing to the convener of a shareholders' general meeting 10 days prior to the meeting. The convener shall issue a supplementary notice of the shareholders' general meeting and announce the contents of such extra proposed resolutions within 2 days after receipt thereof **and include such extra proposed resolutions at the shareholders' general meeting for consideration and approval, unless such extra proposed resolutions violate laws, administrative regulations or these Articles of Association or is not within the authority of the shareholders' general meeting**. Except as provided by the preceding clause, the convener of a shareholders' general meeting shall not amend the proposed resolutions set out in the notice of the meeting or add any new proposed resolutions subsequent to the issue of the notice of the shareholders' general meeting. Proposals which are not specified in the notice of the shareholders' general meeting or which do not comply with these Articles of Association shall not be voted and resolved at the shareholders' general meeting and become resolutions.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
62	Article 75 When the Company convenes a general meeting, a written notice shall be issued at least 21 days (excluding the date of meeting) prior to the annual general meeting and at least 15 days (excluding the date of meeting) prior to the extraordinary general meeting by the convenor to all shareholders whose names appear in the register of members, specifying the matters to be considered at and the date and venue of the meeting. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail. The date of issue of the notice mentioned herein is the date on which the Company or the share registry commissioned by the Company serves the relevant notice to the post office.	Article 76 When the Company convenes a general meeting, a written notice shall be issued at least 21 days (excluding the date of meeting) prior to the annual general meeting and at least 15 days (excluding the date of meeting) prior to the extraordinary general meeting by the convenor to all shareholders whose names appear in the register of members, specifying the matters to be considered at and the date and venue of the meeting. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail. The date of issue of the notice mentioned herein is the date on which the Company or the share registry commissioned by the Company serves the relevant notice to the post office.
63	Article 76 The notice of a shareholders' general meeting shall set forth the following particulars: (1) time, venue and duration of the meeting; (2) matters and proposals submitted to the meeting for consideration; (3) an express statement: that each shareholder is entitled to attend the shareholders' general meeting, and may authorize a proxy in writing to attend such meeting and participate in voting, who needs not be a shareholder of the Company; (4) it shall contain the record date on which shareholders have the right to attend the shareholders' general meeting; (5) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting; (6) it shall contain the time and procedures for online voting or other means of voting.	Article 77 The notice of a shareholders' general meeting shall set forth the following particulars: (1) time, venue and duration of the meeting; (2) matters and proposals submitted to the meeting for consideration; (3) an express statement: that each shareholder is entitled to attend the shareholders' general meeting, and may authorize a proxy in writing to attend such meeting and participate in voting, who needs not be a shareholder of the Company; (4) it shall contain the record date on which shareholders have the right to attend the shareholders' general meeting; (5) it shall contain the names and telephone numbers of permanent contact persons for the affairs of the meeting; (6) it shall contain the time and procedures for online voting or other means of voting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
64	Article 77 The notice of a shareholders' general meeting shall be sent in the manner prescribed by laws, regulations, regulatory documents, the requirements of the CSRC and the rules of the stock exchange(s) where the Company is listed.	Article 78 The notice of a shareholders' general meeting shall be sent in the manner prescribed by laws, regulations, regulatory documents, the requirements of the CSRC and the rules of the stock exchange(s) where the Company is listed.
65	Article 78 Details of all proposals as well as all of information or explanations required for shareholders to make sound judgment of the matters to be discussed shall be fully and completely disclosed in the notice of the shareholders' general meeting and its supplementary notice. **In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.**	Article 79 Details of all proposals as well as all of information or explanations required for shareholders to make sound judgment of the matters to be discussed shall be fully and completely disclosed in the notice of the shareholders' general meeting and its supplementary notice.
66	Article 80 In the event that the election of directors **and supervisors** is to be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose details of candidates for the directors **and supervisors**, and shall at least include the following particulars: (1) their educational background, work experience, part-time jobs and other personal details; (2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers; (3) the **disclosed** number of shares of the Company they hold; (4) whether or not they have been penalized by the CSRC and other relevant departments, and disciplined by the Shenzhen Stock Exchange. In addition to adopting the cumulative voting system to elect directors **and supervisors**, a single proposal on each of the candidates for directors **and supervisors** shall be submitted.	Article 81 In the event that the election of directors is to be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars: (1) their educational background, work experience, part-time jobs and other personal details; (2) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers; (3) the number of shares of the Company they hold; (4) whether or not they have been penalized by the CSRC and other relevant departments, and disciplined by the Shenzhen Stock Exchange. In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
67	Article 81 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.	Article 82 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.
68	**Section 5 The Convening of Shareholders' General Meetings** Article 82 The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a shareholders' general meeting. They shall take measures to prevent any interference with the shareholders' general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.	**Section 6 The Convening of Shareholders' General Meetings** Article 83 The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a shareholders' general meeting. They shall take measures to prevent any interference with the shareholders' general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.
69	Article 83 All shareholders or their proxies recorded in the register on the record date shall have the right to attend shareholders' general meetings and exercise the rights to vote in accordance with relevant laws, administrative regulations and these Articles of Association.	Article 84 All shareholders or their proxies recorded in the register on the record date shall have the right to attend shareholders' general meetings and exercise the rights to vote in accordance with relevant laws, administrative regulations and these Articles of Association.
70	Article 84 Shareholders may attend a shareholders' general meeting in person and exercise the rights to vote, and also may appoint a proxy to attend and vote on their behalf within the scope of authorization.	Article 85 Shareholders may attend a shareholders' general meeting in person and exercise the rights to vote, and also may appoint a proxy to attend and vote on their behalf within the scope of authorization.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
71	Article 85 Any shareholder who has the right to attend and vote at a shareholders' general meeting shall have the right to entrust one or more persons (not necessarily shareholder(s)) as his/her proxy(ies) to attend the meeting and vote on his/her behalf. Such proxy may exercise the following rights in accordance with the shareholder's entrustment: (1) the shareholder's right to speak at the shareholders' general meeting; (2) the right to require by himself/herself or jointly with others to make a resolution by voting; (3) **the right to vote by raising hands or ballot, except in circumstances where a shareholder has appointed more than one proxy, such proxies can only exercise the voting right by ballot**.	Article 86 Any shareholder who has the right to attend and vote at a shareholders' general meeting shall have the right to entrust one or more persons (not necessarily shareholder(s)) as his/her proxy(ies) to attend the meeting and vote on his/her behalf. Such proxy may exercise the following rights in accordance with the shareholder's entrustment: (1) the shareholder's right to speak at the shareholders' general meeting; (2) the right to require by himself/herself or jointly with others to make a resolution by voting; (3) **the right to vote in accordance with relevant laws and regulations and the provisions of these Articles of Association**.
72	Article 86 In the event that an individual shareholder attends a shareholders' general meeting in person, he shall produce his own identity card or other valid documents or proof capable of identifying himself**, and the stock account card**; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder. For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the **appointed** proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.	Article 87 In the event that an individual shareholder attends a shareholders' general meeting in person, he shall produce his own identity card or other valid documents or proof capable of identifying himself; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder. For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
73	Article 87 The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument shall be executed either under its seal or under the hand of its Chairman or other attorney duly authorised to sign the same. The power of attorney issued by a shareholder to appoint another party to attend a shareholders' general meeting shall contain the following particulars: (1) the name of the proxy; (2) **whether the proxy has the right to vote**; (3) the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the shareholders' general meeting; (4) the date and validity of the power of attorney; (5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity. **Such instrument shall state whether the proxy, in the absence of any specific instructions from the Shareholder, may vote as he/she thinks fit.**	Article 88 The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument shall be executed either under its seal or under the hand of its Chairman or other attorney duly authorised to sign the same. The power of attorney issued by a shareholder to appoint another party to attend a shareholders' general meeting shall contain the following particulars: (1) **the name of the shareholder and the class and number of shares held in the Company**; (2) the name of the proxy; (3) **the specific instructions from the shareholder, including** the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the shareholders' general meeting; (4) the date and validity of the power of attorney; (5) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
74	Article 88 Proxy forms shall be made available at least 24 hours prior to a meeting at which voting is appointed in such proxy forms or 24 hours prior to the designated voting time at the Company's domicile or elsewhere specified in the notice convening the meeting. In the event that the proxy forms are signed by other persons authorized by the principals, the letter of authority authorizing the signatures or other authority shall be notarized. Notarized letter of authority or other authority together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice convening the meeting. In case the principal is a legal entity, its legal representative or board of directors, or other person authorized by the resolution of decision-making bodies shall be represented at the shareholders' general meeting of the Company.	Article 89 Proxy forms shall be made available at least 24 hours prior to a meeting at which voting is appointed in such proxy forms or 24 hours prior to the designated voting time at the Company's domicile or elsewhere specified in the notice convening the meeting. In the event that the proxy forms are signed by other persons authorized by the principals, the letter of authority authorizing the signatures or other authority shall be notarized. Notarized letter of authority or other authority together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice convening the meeting. In case the principal is a legal entity, its legal representative or board of directors, or other person authorized by the resolution of decision-making bodies shall be represented at the shareholders' general meeting of the Company.
75	Article 91 A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers **and home addresses** of attendants, number of shares held or representing voting shares, the names of principals (or names of work units) and so on.	Article 92 A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers of attendants, number of shares held or representing voting shares, the names of principals (or names of work units) and so on.
76	Article 93 **During a shareholders' general meeting, all the directors and supervisors of the Company and secretary of the Board of Directors shall attend the meeting. The President and other senior management officers shall sit in on the meeting**.	Article 94 **If the shareholders' general meeting requires directors and senior management officers to sit in on the meeting, the directors and senior management officers shall sit in on the meeting and answer the questions of shareholders.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
77	Article 94 A shareholders' general meeting shall be chaired and presided over by the Chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman jointly elected by **a simple majority of all** the directors shall chair and preside over the meeting. In the event that both of the two Vice-Chairmen are also unable to or fail to perform their duties, a director jointly elected by more than half of the directors shall chair and preside over the meeting. In the event that the chairman of the meeting is not specified, the shareholders present at the meeting may elect one person as a chairman to preside over the meeting; if for any reason shareholders cannot elect a chairman, the shareholder (including proxy) present at the meeting with the largest number of the voting shares shall chair and preside over the meeting. A shareholders' general meeting convened by the **Supervisory Committee** on its own shall be chaired by the **chairman of the Supervisory Committee**. In the event that the **chairman** is unable to or fails to perform his duties, a **supervisor** jointly elected by more than half of the **supervisors of the Company** shall chair the meeting. A shareholders' general meeting convened by shareholders on their own shall be chaired by a representative elected by the convenor.	Article 95 A shareholders' general meeting shall be chaired and presided over by the Chairman. In the event that the chairman is unable to or fails to perform his duties, the vice-chairman jointly elected by **more than half of** the directors shall chair and preside over the meeting. In the event that both of the two Vice-Chairmen are also unable to or fail to perform their duties, a director jointly elected by more than half of the directors shall chair and preside over the meeting. In the event that the chairman of the meeting is not specified, the shareholders present at the meeting may elect one person as a chairman to preside over the meeting; if for any reason shareholders cannot elect a chairman, the shareholder (including proxy) present at the meeting with the largest number of the voting shares shall chair and preside over the meeting. A shareholders' general meeting convened by the **Audit Committee** on its own shall be chaired by the **convenor of the Audit Committee**. In the event that the **convenor of the Audit Committee** is unable to or fails to perform his duties, a **member of the Audit Committee** jointly elected by more than half of the **members of the Audit Committee** shall chair the meeting. A shareholders' general meeting convened by shareholders on their own shall be chaired by **the convenor or** a representative elected by the convenor.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
78	Article 95 During a shareholders' general meeting, in the event that the chairman of the meeting violates the rules of procedure so that the shareholders' general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting.	Article 96 During a shareholders' general meeting, in the event that the chairman of the meeting violates the rules of procedure so that the shareholders' general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting.
79	Article 96 At an annual general meeting, the Board of Directors **and the Supervisory Committee** shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.	Article 97 At an annual general meeting, the Board of Directors shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.
80	Article 97 Directors**, supervisors** and senior management officers shall explain and illustrate the questions and suggestions made by shareholders at a shareholders' general meeting.	Article 98 Directors and senior management officers shall explain and illustrate the questions and suggestions made by shareholders at a shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
81	Article 99 Minutes shall be prepared for a shareholders' general meeting by the Secretary of the Board of Directors. The minutes of a meeting shall record the following particulars: (1) the time, place, agenda and name of the convenor of the meeting; (2) the names of the chairman of the meeting and the directors, **supervisors, President and other** senior management officers **attending or** sitting in on the meeting; (3) the number of shareholders and proxies attending the shareholders' general meetings, the total number of voting shares held and their respective percentages of total number of shares of the Company; (4) the process of considering each proposal, main points of remarks and voting results; (5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof; (6) the names of lawyers, counters and scrutineers of votes; (7) the number of voting shares represented by the holders (including their proxies) of domestic shares and overseas-listed foreign shares (including their proxies) who are present at the meeting, and the proportion of their shares out of the total number of shares of the Company; (8) the results of voting by holders of domestic shares and holders of overseas-listed foreign shares in respect of each resolution; (9) other particulars that shall be recorded into the meeting minutes as prescribed hereunder.	Article 100 Minutes shall be prepared for a shareholders' general meeting by the Secretary of the Board of Directors. The minutes of a meeting shall record the following particulars: (1) the time, place, agenda and name of the convenor of the meeting; (2) the names of the chairman of the meeting and the directors, senior management officers sitting in on the meeting; (3) the number of shareholders and proxies attending the shareholders' general meetings, the total number of voting shares held and their respective percentages of total number of shares of the Company; (4) the process of considering each proposal, main points of remarks and voting results; (5) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof; (6) the names of lawyers, counters and scrutineers of votes; (7) the number of voting shares represented by the holders (including their proxies) of domestic shares and overseas-listed foreign shares (including their proxies) who are present at the meeting, and the proportion of their shares out of the total number of shares of the Company; (8) the results of voting by holders of domestic shares and holders of overseas-listed foreign shares in respect of each resolution; (9) other particulars that shall be recorded into the meeting minutes as prescribed hereunder.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
82	Article 100 Directors, **supervisors,** secretary of the Board of Directors, convenor or his representative and the chairman of the meeting who attend the meeting shall sign the minutes of the meeting, the convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present and details of voting on the network and other voting methods for a period of not less than ten years.	Article 101 Directors, secretary of the Board of Directors, convenor or his representative and the chairman of the meeting who attend **or sit in on** the meeting shall sign the minutes of the meeting, the convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present and details of voting on the network and other voting methods for a period of not less than ten years.
83	Article 101 A convenor shall ensure that a shareholders' general meeting shall be held consecutively until a final resolution is formed. In the event that a shareholders' general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to Shenzhen Regulatory Bureau of CSRC and the Shenzhen Stock Exchange.	Article 102 A convenor shall ensure that a shareholders' general meeting shall be held consecutively until a final resolution is formed. In the event that a shareholders' general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to Shenzhen Regulatory Bureau of CSRC and the Shenzhen Stock Exchange.
84	**Section 6 Voting and Resolutions of the Shareholders' General Meeting** Article 102 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. To pass an ordinary resolution at a shareholders' general meeting, votes representing a simple majority of the voting rights represented by the shareholders (including proxies) present at the meeting shall be exercised in favour of such resolution. To pass a special resolution at a shareholders' general meeting, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting shall be exercised in favour of such resolution.	**Section 7 Voting and Resolutions of the Shareholders' General Meeting** Article 103 Resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions. To pass an ordinary resolution at a shareholders' general meeting, votes representing a simple majority of the voting rights represented by the shareholders (including proxies) present at the meeting shall be exercised in favour of such resolution. To pass a special resolution at a shareholders' general meeting, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting shall be exercised in favour of such resolution.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
85	Article 103 The following matters shall be passed by way of ordinary resolutions at a shareholders' general meeting: (1) the work report of the Board of Directors **and the Supervisory Committee**; (2) Board of Directors' proposed profit distribution plan and loss recovery plan; (3) the appointment and removal of members of the Board of Directors **and the Supervisory Committee** and their remuneration and payment methods; (4) **the Company's annual budget and final accounts report, balance sheet, income statement and other financial statements;** (5) **the Company's annual report;** (6) matters other than those that are required to be passed by special resolution under laws, administrative regulations or provisions hereof.	Article 104 The following matters shall be passed by way of ordinary resolutions at a shareholders' general meeting: (1) the work report of the Board of Directors; (2) Board of Directors' proposed profit distribution plan and loss recovery plan; (3) the appointment and removal of members of the Board of Directors and their remuneration and payment methods; (4) matters other than those that are required to be passed by special resolution under laws, administrative regulations or provisions hereof.
86	Article 104 The following matters shall be passed by way of special resolutions at a shareholder's general meeting: (1) the Company's increase or decrease of registered capital and issuance of any class of shares, warrants and other similar securities; (2) the division, spin-off, merger, dissolution, liquidation of the Company or change in corporate form; (3) amendments to these Articles of Association; (4) the Company's purchase or sale of major assets or **guaranteed amounts** within one year in excess of 30% of the latest audited total assets of the Company; (5) equity incentive plans; (6) other matters which are required to be passed by special resolution under laws, administrative regulations, the securities regulatory rules in the jurisdictions where the shares of the Company are listed or these Articles of Association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a shareholders' general meeting.	Article 105 The following matters shall be passed by way of special resolutions at a shareholder's general meeting: (1) the Company's increase or decrease of registered capital and issuance of any class of shares, warrants and other similar securities; (2) the division, spin-off, merger, dissolution, liquidation of the Company or change in corporate form; (3) amendments to these Articles of Association; (4) the Company's purchase or sale of major assets or **the amounts of guarantees in favor of others** within one year in excess of 30% of the latest audited total assets of the Company; (5) equity incentive plans; (6) other matters which are required to be passed by special resolution under laws, administrative regulations, the securities regulatory rules in the jurisdictions where the shares of the Company are listed or these Articles of Association, and which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
87	Article 105 When voting in the shareholders' general meeting, a shareholder (including his/her proxy(ies)) shall exercise its voting rights in respect of the number of voting shares he/she represents, except in the adoption of cumulative voting system on the election of directors**, supervisors** as required under Article **121** of these Articles of Association. Each share shall have one vote, but voting shall comply with any privilege or restriction appended on the relevant voting rights existing at the time being, and shall comply with the requirements under the relevant applicable laws, regulations and these Articles of Association. If according to the Hong Kong Listing Rules, any of its schedules, any listing agreements, other contracts and agreements entered into pursuant to the above documents and decisions of the Hong Kong Stock Exchange, the voting rights of any shareholder in respect of any voting are not exercisable, or there is any restriction in respect of the exercise of the voting rights, while he has not complied with the relevant requirements, the voting rights of such shareholder shall be deemed as invalid and shall not be counted. When the shareholders' general meeting considers matters that could materially affect the interest of middle and small investors, the votes by middle and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares of the Company held by itself have no voting rights and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting. If a shareholder purchases the shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting.	Article 106 When voting in the shareholders' general meeting, a shareholder (including his/her proxy(ies)) shall exercise its voting rights in respect of the number of voting shares he/she represents, except in the adoption of cumulative voting system on the election of directors as required under Article **122** of these Articles of Association. Each share shall have one vote, but voting shall comply with any privilege or restriction appended on the relevant voting rights existing at the time being, and shall comply with the requirements under the relevant applicable laws, regulations and these Articles of Association. If according to the Hong Kong Listing Rules, any of its schedules, any listing agreements, other contracts and agreements entered into pursuant to the above documents and decisions of the Hong Kong Stock Exchange, the voting rights of any shareholder in respect of any voting are not exercisable, or there is any restriction in respect of the exercise of the voting rights, while he has not complied with the relevant requirements, the voting rights of such shareholder shall be deemed as invalid and shall not be counted. When the shareholders' general meeting considers matters that could materially affect the interest of middle and small investors, the votes by middle and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares of the Company held by itself have no voting rights and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting. If a shareholder purchases the shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
88	Article 106 The Board, independent directors of the Company and shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC have the right to publicly solicit voting rights from shareholders. In doing so, information such as voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Provision of consideration or de facto consideration is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company and the convenor of the shareholders' general meeting is prohibited from setting requirement of the minimum shareholding ratio when soliciting shareholders' voting rights.	Article 107 The Board, independent directors of the Company and shareholders holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC have the right to publicly solicit voting rights from shareholders. In doing so, information such as voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Provision of consideration or de facto consideration is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company and the convenor of the shareholders' general meeting is prohibited from setting requirement of the minimum shareholding ratio when soliciting shareholders' voting rights.
89	Article 107 When connected transactions are voted at the shareholders' general meeting, the following interested shareholders shall not participate in voting. The voting shares represented by them shall not be counted in the total number of shares validly voted: (1) the other party of a transaction; (2) direct or indirect controller of the other party of a transaction; (3) directly or indirectly controlled by the other party of a transaction; (4) together with the other party of a transaction, directly or indirectly controlled by the same legal person (or other organization) or natural person; (5) holding office in the other party of a transaction, or holding office in a legal person (or other organization) which is in a position to directly or indirectly control the other party of a transaction or which is under the direct or indirect control of the other party of a transaction; (6) being a close family member of the other party of a transaction or a direct or indirect controller of the other party of a transaction;	Article 108 When connected transactions are voted at the shareholders' general meeting, the following interested shareholders shall not participate in voting. The voting shares represented by them shall not be counted in the total number of shares validly voted: (1) the other party of a transaction; (2) direct or indirect controller of the other party of a transaction; (3) directly or indirectly controlled by the other party of a transaction; (4) together with the other party of a transaction, directly or indirectly controlled by the same legal person (or other organization) or natural person; (5) holding office in the other party of a transaction, or holding office in a legal person (or other organization) which is in a position to directly or indirectly control the other party of a transaction or which is under the direct or indirect control of the other party of a transaction; (6) being a close family member of the other party of a transaction or a direct or indirect controller of the other party of a transaction;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(7) a shareholder whose voting right is restricted because of incomplete performance of equity transfer agreement or other agreement with the other party of a transaction or connected person thereof; (8) a shareholder which is likely to obtain more benefits from the Company as determined by the China Securities Regulatory Commission or the Shenzhen Stock Exchange. The voting of uninterested shareholders shall be disclosed fully in the announcement on the resolutions of a shareholders' general meeting. Where any shareholder is, under the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder or his/her proxy in contravention of such requirement or restriction shall not be counted.	(7) a shareholder whose voting right is restricted because of incomplete performance of equity transfer agreement or other agreement with the other party of a transaction or connected person thereof; (8) a shareholder which is likely to obtain more benefits from the Company as determined by the China Securities Regulatory Commission or the Shenzhen Stock Exchange. The voting of uninterested shareholders shall be disclosed fully in the announcement on the resolutions of a shareholders' general meeting. Where any shareholder is, under the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder or his/her proxy in contravention of such requirement or restriction shall not be counted.
90	Article 108 Save that the Company is under exceptional circumstances such as crisis, unless approved by way of special resolution at a shareholders' general meeting, the Company shall not enter into any contracts with any person other than the directors, **President and other** senior management personnel pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.	Article 109 Save that the Company is under exceptional circumstances such as crisis, unless approved by way of special resolution at a shareholders' general meeting, the Company shall not enter into any contracts with any person other than the directors, senior management personnel pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
91	Article 109 The list of candidates for directors **and supervisors** shall be submitted to the shareholders' general meeting for voting in the form of proposal.	Article 110 The list of candidates for directors shall be submitted to the shareholders' general meeting for voting in the form of proposal. **The methods and procedures for nominating directors are as follows:** **(1) The Board of Directors or shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors. However, the number of candidates nominated must comply with the provisions of these Articles of Association, and shall not be more than the number to be elected and detailed information on the candidates shall be provided simultaneously.** **(2) The methods and procedures for nominating independent directors shall comply with the relevant provisions of laws, regulations, the securities regulatory rules in the jurisdictions where the shares of the Company are listed and the securities regulatory authorities.** **The candidates for directors nominated shall provide written undertakings prior to the shareholders' general meeting, agreeing to accept the nomination, confirming that the publicly disclosed information on the candidates is true and complete and guaranteeing the faithful performance of duties upon election.**
92	Article 110 The Board of Directors shall make a public announcement to the shareholders concerning the biographies and general information of the candidates for directors **and supervisors**.	Article 111 The Board of Directors shall make a public announcement to the shareholders concerning the biographies and general information of the candidates for directors.
93	Article 111 Other than the cumulative voting system, the general meeting shall vote on all proposals item by item, and shall vote on the proposals in temporal sequence as they are raised when different proposals are put forward for a single matter. Unless a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected from being voted on at the shareholders' general meeting.	Article 112 Other than the cumulative voting system, the general meeting shall vote on all proposals item by item, and shall vote on the proposals in temporal sequence as they are raised when different proposals are put forward for a single matter. Unless a shareholders' general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected from being voted on at the shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
94	Article 112 When a proposal is being considered at a shareholders' general meeting, no modifications may be made to the proposal, **otherwise** the modifications shall be deemed as a new proposal and shall not be voted at the shareholders' general meeting.	Article 113 When a proposal is being considered at a shareholders' general meeting, no modifications may be made to the proposal, **or if made,** the modifications shall be deemed as a new proposal and shall not be voted at the shareholders' general meeting.
95	Article 113 The same voting right may only be exercised at either an on-site meeting **or** on the network. In the event that the same voting right is repeated, the result of the first vote shall prevail.	Article 114 The same voting right may only be exercised at either an on-site meeting**,** on the network **or by other ways**. In the event that the same voting right is repeated, the result of the first vote shall prevail.
96	Article 114 The voting at a shareholders' general meeting shall be taken by way of registered poll.	Article 115 The voting at a shareholders' general meeting shall be taken by way of registered poll.
97	Article 115 Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder is related to a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing. When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders **and supervisors** shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes. Shareholders of the Company or their proxies who cast their votes through the network or by other ways shall have the right to inspect their own voting results through an appropriate voting system.	Article 116 Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder is related to a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing. When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes. Shareholders of the Company or their proxies who cast their votes through the network or by other ways shall have the right to inspect their own voting results through an appropriate voting system.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
98	Article 116 An on-site shareholders' general meeting shall not end earlier than the one held on the network or by other ways. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.	Article 117 An on-site shareholders' general meeting shall not end earlier than the one held on the network or by other ways. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.
99	Article 117 Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, **substantial** shareholders, network services providers and other related parties involved at the on-site shareholders' general meeting **and** on the network shall be under a confidentiality obligation for the details of the voting.	Article 118 Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, shareholders, network services providers and other related parties involved at the on-site shareholders' general meeting**,** on the network **and by other ways** shall be under a confidentiality obligation for the details of the voting.
100	Article 118 Shareholders present at a shareholders' general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders. Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".	Article 119 Shareholders present at a shareholders' general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders. Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
101	Article 121 During the election of directors **or supervisors** in the shareholders' general meeting, if there are more than two candidates, each share held by a shareholder (including his/her proxy(ies)) shall have the same voting rights as the number of candidates to be elected. He may cast all his votes on one single candidate or spread his votes on different candidates. Where sole shareholder and its concert party are interested in 30% or more in shares of the Company, the cumulative voting method shall be adopted. Details of the operation of the cumulative voting method are as follows: (1) The total number of valid vote casted by every shareholder attending the meeting in election of directors **or supervisors** shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected; (2) Every shareholder may cast all his votes on single candidate for director **or supervisor** or spread his votes on different candidates for director **or supervisor**; (3) Votes for one candidate of Director **(or Supervisor)** could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for Directors **(or Supervisors)** shall not exceed the entitled total number of the valid voting rights; (4) After completion of voting, all the candidates for Directors **(or Supervisors)** shall be elected in descending order according to the number of votes they received, upon the capped number of Directors **(or Supervisors)** to be elected.	Article 122 During the election of directors in the shareholders' general meeting, if there are more than two candidates, each share held by a shareholder (including his/her proxy(ies)) shall have the same voting rights as the number of candidates to be elected. He may cast all his votes on one single candidate or spread his votes on different candidates. Where sole shareholder and its concert party are interested in 30% or more in shares of the Company, the cumulative voting method shall be adopted. Details of the operation of the cumulative voting method are as follows: (1) The total number of valid vote casted by every shareholder attending the meeting in election of directors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected; (2) Every shareholder may cast all his votes on single candidate for director or spread his votes on different candidates for director; (3) Votes for one candidate of Director could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for Directors shall not exceed the entitled total number of the valid voting rights; (4) After completion of voting, all the candidates for Directors shall be elected in descending order according to the number of votes they received, upon the capped number of Directors to be elected.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
102	Article 124 The chairman of the meeting shall be responsible for determining whether a resolution of the shareholders' general meeting has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book. The Company shall make a public announcement on the resolutions adopted in the shareholders' general meeting pursuant to applicable laws and the relevant requirements of the stock exchange on which the shares of the Company are listed. Such announcement shall include the numbers of shareholders and proxies attending the meeting, the numbers of voting shares held by them, their proportion to the total voting shares of the Company, the means of votes, the result of every proposal and the details of every resolution passed. The Company shall take the statistics and announce the situation of the attendance and voting of holders of domestic shares and of foreign shares separately.	Article 125 The chairman of the meeting shall be responsible for determining whether a resolution of the shareholders' general meeting has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minute book. The Company shall make a public announcement on the resolutions adopted in the shareholders' general meeting pursuant to applicable laws and the relevant requirements of the stock exchange on which the shares of the Company are listed. Such announcement shall include the numbers of shareholders and proxies attending the meeting, the numbers of voting shares held by them, their proportion to the total voting shares of the Company, the means of votes, the result of every proposal and the details of every resolution passed. The Company shall take the statistics and announce the situation of the attendance and voting of holders of domestic shares and of foreign shares separately.
103	Article 125 In the event that a proposal is not passed, or a resolution passed at a previous shareholders' general meeting is modified at this shareholders' general meeting, a special note shall be made in the announcement on the resolutions made at the shareholders' general meeting.	Article 126 In the event that a proposal is not passed, or a resolution passed at a previous shareholders' general meeting is modified at this shareholders' general meeting, a special note shall be made in the announcement on the resolutions made at the shareholders' general meeting.
104	Article 126 In the event that a proposal on the election of directors **and supervisors** is passed at a shareholders' general meeting, the new directors **and supervisors** shall assume office upon the conclusion of the shareholders' general meeting.	Article 127 In the event that a proposal on the election of directors is passed at a shareholders' general meeting, the new directors shall assume office upon the conclusion of the shareholders' general meeting.
105	Article 127 In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a shareholders' general meeting, the Company shall implement a specific scheme thereon within two months upon the conclusion of the shareholders' general meeting.	Article 128 In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a shareholders' general meeting, the Company shall implement a specific scheme thereon within two months upon the conclusion of the shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
106	**Article 128 The resolutions passed at a shareholders' general meeting are invalid if they are in violation of any law or administrative regulation.** **If the procedures for convening a shareholders' general meeting, or the way of voting, violate any law, administrative regulation or these Articles of Association, or the content of a resolution violates these Articles of Association, the shareholders may, within 60 days from the day when the resolution is made, request the People's Court to revoke it.**	Deletion
107	**Chapter 6 The Board of Directors** **Section 1 Directors** Article 129 Directors of the Company shall be natural persons. A person who falls into any of the following circumstances shall not serve as a director of the Company: (1) civil incompetence or limited civil competence; (2) **no more than five (5) years have lapsed since termination of the execution period for penalty on** a crime of corruption, bribery, encroachment of property, embezzlement or disrupting socialist economic order, or no more than five (5) years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime; (3) no more than three (3) years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or manager and was personally liable for the bankruptcy;	**Chapter 6 The Board of Directors** **Section 1 General Provisions of Directors** Article 129 Directors of the Company shall be natural persons. A person who falls into any of the following circumstances shall not serve as a director of the Company: (1) civil incompetence or limited civil competence; (2) **the person has been sentenced for** a crime of corruption, bribery, encroachment of property, embezzlement or disrupting socialist economic order, or no more than five (5) years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime**, or no more than two (2) years have lapsed since the date of expiry of the probationary period if he/she has been pronounced on probation**; (3) no more than three (3) years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or manager and was personally liable for the bankruptcy;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(4) no more than three (3) years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable; (5) a relatively large amount of personal debt is overdue but remains unpaid; (6) the person is under investigation by the judicial authorities after a claim has been brought for breaking criminal law, pending conclusion of the case; (7) the person is not eligible for enterprise leadership under the laws and administrative regulations; (8) the person is not a natural person; (9) no more than five (5) years have lapsed since the person was found guilty of violating relevant securities regulations and involved in fraud or dishonesty as adjudged by relevant regulatory authorities; (10) the person is currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed; (11) the person has been publicly ascertained by the stock exchange as being not suitable for serving **relevant position**, the effective period of which has not yet expired; and (12) other circumstances specified by the laws, administrative regulations and rules. For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office.	(4) no more than three (3) years have lapsed since the date of cancellation of the business license and **ordered** winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable; (5) **the person has been classified by the people's court as an executor in default because** a relatively large amount of personal debt is overdue but remains unpaid; (6) the person is under investigation by the judicial authorities after a claim has been brought for breaking criminal law, pending conclusion of the case; (7) the person is not eligible for enterprise leadership under the laws and administrative regulations; (8) the person is not a natural person; (9) no more than five (5) years have lapsed since the person was found guilty of violating relevant securities regulations and involved in fraud or dishonesty as adjudged by relevant regulatory authorities; (10) the person is currently being prohibited from participating in securities market by the CSRC and such barring period has not elapsed; (11) the person has been publicly ascertained by the stock exchange as being not suitable for serving **as a director or senior management officer or other positions of a listed company**, the effective period of which has not yet expired; and (12) other circumstances specified by the laws, administrative regulations and rules. For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office **and cease to perform his duty**.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
108	Article 130 New director shall sign a "directors' declaration and undertaking" and submit it to the Board and the Shenzhen Stock Exchange for filing.	Article 130 New director shall sign a "directors' declaration and undertaking" and submit it to the Board and the Shenzhen Stock Exchange for filing.
109	Article 131 Directors shall be elected or replaced by the general meeting, and can be removed from office by the general meeting before his term of office expires. The term of office of directors is three (3) years, renewable upon re-election at its expiry. The general meeting may by ordinary resolution remove any director before the expiry of his term of office (but without prejudice to such director's right to claim damages under any contract), subject to full compliance with the relevant laws and administrative regulations.	Article 131 Directors shall be elected or replaced by the general meeting, and can be removed from office by the general meeting before his term of office expires. The term of office of directors is three (3) years, renewable upon re-election at its expiry. The general meeting may by ordinary resolution remove any director before the expiry of his term of office (but without prejudice to such director's right to claim damages under any contract), subject to full compliance with the relevant laws and administrative regulations.
110	Article 133 Directors may hold a concurrent post as **President or other** senior management personnel of the Company, provided that the total number of directors who are serving concurrently as **President or other** senior management personnel together with the staff representative director shall not be more than half of all the directors.	Article 133 Directors may hold a concurrent post as senior management personnel of the Company, provided that the total number of directors who are serving concurrently as senior management personnel together with the staff representative director shall not be more than half of all the directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
111	Article 134 Directors shall comply with the laws, administrative regulations and these Articles of Association**, and** shall fulfill obligations to the Company as follows: (1) not to abuse his position to **accept** bribes or other illegal income **or misappropriate the properties of the Company**; (2) **not to misappropriate the funds of the Company;** (3) **not to set up accounts in his own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;** (4) **not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the Board of Directors in contravention of the provisions of these Articles of Association;** (5) not to enter into contracts or carry out transactions with the Company **in contravention of the provisions of these Articles of Association or without the consent of the shareholders' general meeting**;	Article 134 Directors shall comply with the **provisions of** laws, administrative regulations and these Articles of Association, **bear faithful obligations to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their powers to gain undue advantage.** **Directors** shall fulfill obligations to the Company as follows: (1) **not to misappropriate the properties of the Company or embezzle the funds of the Company;** (2) **not to set up accounts in his own name or in the name of any other person for the purpose of depositing any of the funds of the Company;** (3) not to abuse his position to bribes or **receive** other illegal income; (4) not to enter into contracts or carry out transactions with the Company **directly or indirectly without being reported to the Board of Directors or the shareholders' general meeting and approved by a resolution of Board of Directors or the shareholders' general meeting in accordance with the provisions of these Articles of Association**; (5) not to abuse his position to seize business opportunities for himself or for other persons which belong to the Company **except when such business opportunities are reported to the Board of Directors or the shareholders' general meeting and approved by a resolution of the shareholders' general meeting, or when the Company is unable to make use of such business opportunities in accordance with the provisions of the laws, administrative regulations or these Articles of Association**;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(6) not to**, without the consent of the shareholders' general meeting,** abuse his position to seize business opportunities for himself or for other persons which **should otherwise** belong to the Company, or operate a business similar to that of the Company for himself or for other persons; (7) not to misappropriate commissions derived from transactions entered into by the Company; (8) not to disclose confidential information of the Company without permission; (9) not to abuse his connections with the Company to jeopardize the interests of the Company; (10) other faithful obligations as required by the laws, administrative regulations, departmental rules and these Articles of Association. Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred.	(6) **not to** operate a business similar to that of the Company for himself or for other persons **without being reported to the Board of Directors or the shareholders' general meeting and approved by a resolution at the shareholders' general meeting**; (7) not to misappropriate commissions derived from transactions entered into by **other parties with** the Company; (8) not to disclose confidential information of the Company without permission; (9) not to abuse his connections with the Company to jeopardize the interests of the Company; (10) other faithful obligations as required by the laws, administrative regulations, departmental rules and these Articles of Association. Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The director shall be liable for indemnifying the Company against any loss incurred. **The provisions of sub-paragraph (4) of paragraph 2 of this Article shall apply to the conclusion of contracts or transactions with the Company by close relatives of the directors or senior management, enterprises directly or indirectly controlled by the directors or senior management or their close relatives, as well as connected persons with whom the directors or senior management have other connected relationships.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
112	Article 135 Directors shall comply with the laws, administrative regulations and these Articles of Association and shall fulfill the following obligations of **integrity and** diligence: (1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license; (2) to treat all shareholders impartially; (3) to keep informed of the business operations and management of the Company; (4) to sign the regular reports of the Company for confirmation, and to ensure the information disclosed by the Company is true, accurate and complete; (5) to honestly provide the **supervisory committee** with relevant information, and not to interfere with the **supervisory committee or supervisors** in performing **their** duties and powers; (6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, rules of regulatory authorities and these Articles of Association.	Article 135 Directors shall comply with the **provisions of** laws, administrative regulations and these Articles of Association and **shall have obligations of diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company.** **Directors** shall fulfill the following obligations of diligence: (1) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license; (2) to treat all shareholders impartially; (3) to keep informed of the business operations and management of the Company; (4) to sign the regular reports of the Company for confirmation, and to ensure the information disclosed by the Company is true, accurate and complete; (5) to honestly provide the **Audit Committee** with relevant information, and not to interfere with the **Audit Committee** in performing **its** duties and powers; (6) to fulfill other due diligence obligations stipulated by laws, administrative regulations, rules of regulatory authorities and these Articles of Association.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
113	Article 136 A director who cannot attend the meetings of the Board in person twice consecutively nor appointed any other directors to attend on his behalf is deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.	Article 136 A director who cannot attend the meetings of the Board in person twice consecutively nor appointed any other directors to attend on his behalf is deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.
114	Article 137 Directors may request to resign before expiry of their terms of office. The directors to resign shall submit to the **Board** a written report in relation to their resignation. The **Board** shall disclose the relevant information within **two (2) days**. Article 138 In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, rules of regulatory authorities and the provisions of these Articles of Association until the re-elected director assumes office; however, where the stock exchange has other provisions, such provisions shall apply. **Other than the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation report to the Board.**	Article 137 Directors may request to resign before expiry of their terms of office. The directors to resign shall submit to the **Company** a written **resignation** report in relation to their resignation **and the resignation shall become effective on the date of receipt of the resignation report by the Company**. The **Company** shall disclose the relevant information within **two (2) trading days**. In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, rules of regulatory authorities and the provisions of these Articles of Association until the re-elected director assumes office; however, where the stock exchange has other provisions, such provisions shall apply.
115	Article 139 Upon a director's resignation becoming effective or at the expiry of his office, the director shall complete all handover procedures with the Board, and his fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and shall remain effective within one (1) year after the termination of tenure.	Article 138 **The Company shall establish a system for managing the departure of directors, and specify the safeguard measures for pursuing accountability and recovering liability for unfulfilled public commitments and other outstanding matters.** Upon a director's resignation becoming effective or at the expiry of his office, the director shall complete all handover procedures with the Board, and his fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and shall remain effective within one (1) year after the termination of tenure. **A director's liability arising from the performance of his/her duties during his/her term of office shall not be waived or terminated by his/her departure from office.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
116	Addition	Article 139 **The shareholders' general meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made.** **Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.**
117	Article 141 A director who violates any laws, administrative regulations, rules of regulatory authorities or these Articles of Association during the course of performing his duties shall be liable for indemnification to any loss so caused to the Company.	Article 141 **Where a Director causes damages to others in performing his/her duties, the Company shall be liable for compensation; the Director shall also be liable for compensation if there is intent or gross negligence on his/her part.** A director who violates any laws, administrative regulations, rules of regulatory authorities or these Articles of Association during the course of performing his duties shall be liable for indemnification to any loss so caused to the Company.
118	Article 142 A Board of Directors of the Company shall be established **to report to the Shareholders' general meeting.** Article 143 The Board shall consist of nine (9) members, including one Chairman, two (2) Vice Chairmen and three (3) independent directors.	Article 142 A Board of Directors of the Company shall be established, the Board shall consist of nine (9) members, including one Chairman, two (2) Vice Chairmen and three (3) independent directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
119	Article 144 The Board shall exercise the following authority and powers: (1) to convene general meetings and report to the meetings; (2) to implement the resolutions passed at general meetings; (3) to determine the Company's business plans and investment schemes; (4) **to prepare the Company's annual financial budget and final accounts;** (5) to formulate the Company's profit distribution plan and loss recovery plan; (6) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities; (7) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form; (8) to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction and external donation within the authorisation of the general meeting;	Article 143 The Board shall exercise the following authority and powers: (1) to convene general meetings and report to the meetings; (2) to implement the resolutions passed at general meetings; (3) to determine the Company's business plans and investment schemes; (4) to formulate the Company's profit distribution plan and loss recovery plan; (5) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities; (6) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form; (7) to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction and external donation within the authorisation of the general meeting; (8) to determine the establishment of the Company's internal management structure;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(9) to determine the establishment of the Company's internal management structure; (10) to decide on the appointment or dismissal of the Company's secretary of the Board, and to decide on their appraisal, remuneration, rewards and penalties; and pursuant to the Chairman's nominations, to decide on the appointment or dismissal of **the senior officers including the president, vice presidents and chief financial officer, chief compliance officer and chief legal counsel of the Company** and to decide on the appraisal, remuneration, rewards and penalties of the senior management personnel; (11) to formulate the Company's basic management system; (12) to formulate the proposed amendments to these Articles of Association; (13) to deal with information disclosures of the Company; (14) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company; (15) to receive work report submitted by the Chairman and President and to review their performance;	(9) to decide on the appointment or dismissal of the Company's secretary of the Board, and to decide on their appraisal, remuneration, rewards and penalties; and pursuant to the Chairman's nominations, to decide on the appointment or dismissal of **other senior management personnel other than the secretary to the Board** and to decide on the appraisal, remuneration, rewards and penalties of **these** senior management personnel; (10) to formulate the Company's basic management system; (11) to formulate the proposed amendments to these Articles of Association; (12) to deal with information disclosures of the Company; (13) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company; (14) to receive work report submitted by the Chairman and President and to review their performance; (15) to evaluate and determine the nature and extent of risks the Company is willing to take in achieving its strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(16) to evaluate and determine the nature and extent of risks the Company is willing to take in achieving its strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems; (17) to supervise the management on the design, implementation and monitoring of the risk management and internal control systems; (18) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or these Articles of Association. Unless otherwise stipulated in these Articles of Association, the Board's resolutions on the matters set out in the preceding paragraph, save for items **(6), (7) and (12)** which shall require the consent of more than two-thirds of the directors, shall be passed by a simple majority of all directors. Matters which are beyond authorisation of the general meeting shall be submitted to the general meeting for consideration.	(16) to supervise the management on the design, implementation and monitoring of the risk management and internal control systems; (17) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or these Articles of Association. Unless otherwise stipulated in these Articles of Association, the Board's resolutions on the matters set out in the preceding paragraph, save for items **(5), (6) and (11)** which shall require the consent of more than two-thirds of the directors, shall be passed by a simple majority of all directors. Matters which are beyond authorisation of the general meeting shall be submitted to the general meeting for consideration.
120	Article 145 All external guarantees shall be passed by more than two-thirds of the directors present at the meeting of the Board and shall be passed by a simple majority of all directors, and the external guarantees specified in **Article 57** of these Articles of Association shall also be considered and approved by a shareholders' general meeting.	Article 144 All external guarantees shall be passed by more than two-thirds of the directors present at the meeting of the Board and shall be passed by a simple majority of all directors, and the external guarantees specified in **Article 58** of these Articles of Association shall also be considered and approved by a shareholders' general meeting.
121	Article 146 The Board shall give explanations at the shareholders' general meeting on the qualified audit opinions issued by certified public accountants on the Company's financial report.	Article 145 The Board shall give explanations at the shareholders' general meeting on the qualified audit opinions issued by certified public accountants on the Company's financial report.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
122	Article 147 The Board shall formulate the rules of procedures for the Board to ensure its implementation of the resolutions passed at the general meeting to enhance efficiency and to ensure scientific decision-making. Such rules of procedures as an appendix to these Articles of Association shall be formulated by the Board and subject to approval by the general meeting.	Article 146 The Board shall formulate the rules of procedures for the Board to ensure its implementation of the resolutions passed at the general meeting to enhance efficiency and to ensure scientific decision-making. Such rules of procedures as an appendix to these Articles of Association shall be formulated by the Board and subject to approval by the general meeting.
123	Article 148 In making decisions on issues such as external investments, acquisition, disposal and mortgage of assets, external guarantees, asset management mandate, connected transaction and external donation, the Board shall carry out strict examination, and organise relevant experts and professionals to make assessments on major projects, and then submit to the shareholders' general meeting for approval. The approval authority of the shareholders' general meeting and the board of directors in respect of the Company's transactions shall be specified in the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors.	Article 147 In making decisions on issues such as external investments, acquisition, disposal and mortgage of assets, external guarantees, asset management mandate, connected transaction and external donation, the Board shall carry out strict examination, and organise relevant experts and professionals to make assessments on major projects, and then submit to the shareholders' general meeting for approval. The approval authority of the shareholders' general meeting and the board of directors in respect of the Company's transactions shall be specified in the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board of Directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
124	Article 150 The Chairman of the Board shall perform the following duties and powers: (1) to preside over shareholders' general meetings and to convene and preside over board meetings; (2) to supervise and monitor the implementation of resolutions of board meetings, and report to the Board; (3) to sign share certificates, debentures and other quote securities of the Company; (4) to sign important documents of the Board and other documents which should be signed by the Company's legal representative; (5) to exercise the authority and powers of a legal representative; (6) to exercise special discretionary power on corporate affairs in accordance with laws and in the Company's interests in case of emergency situations such as the occurrence of natural disasters of an exceptional scale and other force majeure events, and provide aftermath reports to the Board and shareholders' general meeting;	Article 149 The Chairman of the Board shall perform the following duties and powers: (1) to preside over shareholders' general meetings and to convene and preside over board meetings; (2) to supervise and monitor the implementation of resolutions of board meetings, and report to the Board; (3) to sign share certificates, debentures and other quote securities of the Company; (4) to sign important documents of the Board and other documents which should be signed by the Company's legal representative; (5) to exercise the authority and powers of a legal representative; (6) to exercise special discretionary power on corporate affairs in accordance with laws and in the Company's interests in case of emergency situations such as the occurrence of natural disasters of an exceptional scale and other force majeure events, and provide aftermath reports to the Board and shareholders' general meeting;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(7) to draft schemes for the establishment of the Company's internal management departments; (8) to draft the basic management systems of the Company; (9) to be responsible for submitting the annual work report and other reports to the Board of Directors; (10) to make proposals regarding the appointment or removal of the President, vice President, chief financial officers, secretary to the Board, chief compliance officer and other senior management personnel of the Company; (11) to appoint or remove key managerial officers (at grades higher than 10) other than those to be appointed or removed by the Board of Directors, to fix their remuneration, and to sign appointment contracts with them under the authorization of the Board of Directors upon consideration and approval by the Core Cadre Management Committee of the Company; (12) to propose to convene an interim meeting of the Board of Directors; (13) other duties and powers as authorised by these Articles of Association or the Board.	(7) to draft schemes for the establishment of the Company's internal management departments; (8) to draft the basic management systems of the Company; (9) to be responsible for submitting the annual work report and other reports to the Board of Directors; (10) to make proposals regarding the appointment or removal of the President, vice President, chief financial officers, secretary to the Board, chief compliance officer and other senior management personnel of the Company; (11) to appoint or remove key managerial officers (at grades higher than 10) other than those to be appointed or removed by the Board of Directors, to fix their remuneration, and to sign appointment contracts with them under the authorization of the Board of Directors upon consideration and approval by the Core Cadre Management Committee of the Company; (12) to propose to convene an interim meeting of the Board of Directors; (13) other duties and powers as authorised by these Articles of Association or the Board.
125	Article 151 The Vice Chairman shall assist the Chairman in performing his duties. If the Chairman is unable or fails to perform his duties, such duties shall be performed by the Vice Chairman jointly elected by **a simple majority** of all the directors. If both of the two Vice Chairmen are unable or fail to perform their duties, a director shall be elected jointly by more than half of all directors to perform such duties.	Article 150 The Vice Chairman shall assist the Chairman in performing his duties. If the Chairman is unable or fails to perform his duties, such duties shall be performed by the Vice Chairman jointly elected by **more than half** of all the directors. If both of the two Vice Chairmen are unable or fail to perform their duties, a director shall be elected jointly by more than half of all directors to perform such duties.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
126	Article 152 Board meetings shall be held on a regular basis. The Board shall at least hold four (4) regular meetings each year. Board meetings shall be convened by the Chairman and written notice of the meeting shall be served on all directors **and supervisors** fourteen (14) days before the date of the meeting.	Article 151 Board meetings shall be held on a regular basis. The Board shall at least hold four (4) regular meetings each year. Board meetings shall be convened by the Chairman and written notice of the meeting shall be served on all directors fourteen (14) days before the date of the meeting.
127	Article 153 An ad hoc meeting of the Board shall be convened and presided over by the Chairman within ten (10) days upon his receipt of a request for meeting under any of the following circumstances: (1) if deemed necessary by the Chairman; (2) if proposed by shareholders representing more than 10% of the voting rights; (3) if jointly proposed by more than 3 directors; (4) if proposed by the **Supervisory Committee**; (5) if jointly proposed by more than half of the independent directors.	Article 152 An ad hoc meeting of the Board shall be convened and presided over by the Chairman within ten (10) days upon his receipt of a request for meeting under any of the following circumstances: (1) if deemed necessary by the Chairman; (2) if proposed by shareholders representing more than 10% of the voting rights; (3) if jointly proposed by more than 3 directors; (4) if proposed by the **Audit Committee**; (5) if jointly proposed by more than half of the independent directors.
128	Article 154 The form of notice of convening an extraordinary meeting of the Board shall be as follows: written notice of meeting shall be served on all directors **and supervisors** five (5) days before the date of the extraordinary meeting of the Board.	Article 153 The form of notice of convening an extraordinary meeting of the Board shall be as follows: written notice of meeting shall be served on all directors five (5) days before the date of the extraordinary meeting of the Board.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
129	Article 157 When a director is considered a connected person of the enterprise involved in a resolution of the Board, such director shall refrain from voting on such resolution nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorated by more than one half of the unconnected directors. Resolutions of the board meeting shall be passed by more than one half of the unconnected directors. If the number of unconnected directors present at the board meeting is less than three, such matter shall be put forward to a shareholders' general meeting for discussion and consideration.	Article 156 When a director is considered a connected person of the enterprise **or individual** involved in a resolution of the Board, such director shall **report to the Board in writing in a timely manner. The connected director shall** refrain from voting on such resolution nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorated by more than one half of the unconnected directors. Resolutions of the board meeting shall be passed by more than one half of the unconnected directors. If the number of unconnected directors present at the board meeting is less than three, such matter shall be put forward to a shareholders' general meeting for discussion and consideration.
130	Article 158 As long as all directors can fully express their opinions, an extraordinary board meeting may be held by way of communication (such as **videophone,** telephone conference and **facsimile**), and resolutions passed shall be signed by all participating directors and kept by the secretary of the Board of Directors.	Article 157 As long as all directors can fully express their opinions, an extraordinary board meeting may be held by way of communication (such as **emails,** telephone conference and **video conferences**), and resolutions passed shall be signed by all participating directors and kept by the secretary of the Board of Directors.
131	Article 163 Directors shall sign on board resolutions and shall be accountable for the board resolutions. If a board resolution violates the laws, administrative regulations or these Articles of Association, resolutions of the general meeting thus causing serious losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, if it is verified that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.	Article 162 Directors shall sign on board resolutions and shall be accountable for the board resolutions. If a board resolution violates the laws, administrative regulations or these Articles of Association, resolutions of the general meeting thus causing serious losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, if it is verified that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
132	Article 165 **Independent directors shall have the duty to act in fidelity and conduct due diligence for the benefit of the Company and all its shareholders.** An independent director shall exercise his/her duties seriously by playing a role of participation in decision-making, supervision and balance, and professional consultation in the Board of Directors, protect the interests of the Company as a whole and protect the legal interests of minority shareholders in accordance with laws, administrative regulations, the requirements of the CSRC and the provisions of the stock exchange(s) and the Articles of Association.	Article 164 An independent director shall exercise his/her duties seriously by playing a role of participation in decision-making, supervision and balance, and professional consultation in the Board of Directors, protect the interests of the Company as a whole and protect the legal interests of minority shareholders in accordance with laws, administrative regulations, the requirements of the CSRC and the provisions of the stock exchange(s) and the Articles of Association.
133	Article 169 Independent directors shall be independent. The following persons shall not act as independent directors: (1) the employees of the Company or its subsidiaries, and their spouses, parents, children and major social connections (the major social connections refer to brothers and sisters, spouses of brothers and sisters, parents-in-law, brothers and sisters of spouses, daughters-in-law, sons-in-law, and parents of children's spouses); (2) the natural person shareholders directly or indirectly holding more than 1% of issued shares of the Company or any of the ten largest shareholders of the Company and their spouses, parents and children; (3) persons who holds a position in the shareholders directly or indirectly holding more than 5% of issued shares of the Company or any of the five largest shareholders of the Company and their spouses, parents and children; (4) persons serving in the subsidiaries of the Company's controlling shareholders and de facto controllers and their spouses, parents and children;	Article 168 Independent directors shall be independent. The following persons shall not act as independent directors: (1) the employees of the Company or its subsidiaries, and their spouses, parents, children and major social connections (the major social connections refer to brothers and sisters, spouses of brothers and sisters, parents-in-law, brothers and sisters of spouses, daughters-in-law, sons-in-law, and parents of children's spouses); (2) the natural person shareholders directly or indirectly holding more than 1% of issued shares of the Company or any of the ten largest shareholders of the Company and their spouses, parents and children; (3) persons who holds a position in the shareholders directly or indirectly holding more than 5% of issued shares of the Company or any of the five largest shareholders of the Company and their spouses, parents and children; (4) persons serving in the subsidiaries of the Company's controlling shareholders and de facto controllers and their spouses, parents and children;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(5) persons who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or who serve in the units with which they have significant business dealings and their controlling shareholders or de facto controllers; (6) persons providing financial, legal, consultation and sponsorship services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all members of the project team of the intermediary institution providing the services, reviewers at all levels, persons signing on the report, partners, directors, senior management and key persons in charge; (7) persons who fall into the categories set out in items (1) to (6) within the last twelve months; (8) other persons who are not independent as stipulated by laws, administrative regulations, regulations of the CSRC, the stock exchange(s) and these Articles of Association.	(5) persons who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or who serve in the units with which they have significant business dealings and their controlling shareholders or de facto controllers; (6) persons providing financial, legal, consultation and sponsorship services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including, but not limited to, all members of the project team of the intermediary institution providing the services, reviewers at all levels, persons signing on the report, partners, directors, senior management and key persons in charge; (7) persons who fall into the categories set out in items (1) to (6) within the last twelve months; (8) other persons who are not independent as stipulated by laws, administrative regulations, regulations of the CSRC, the stock exchange(s) and these Articles of Association. **Independent directors shall conduct self-examination of their independence on an annual basis and submit the self-examination to the Board of Directors. The Board of Directors shall assess the independence of the incumbent independent directors on an annual basis and issue a special opinion, which shall be disclosed at the same time as the annual report.**
134	Article 170 The Board of Directors, **the supervisory committee,** or shareholders individually or jointly holding more than 1% of issued shares of the Company are entitled to nominate independent directors to be elected at the general meetings.	Article 169 The Board of Directors, or shareholders individually or jointly holding more than 1% of issued shares of the Company are entitled to nominate independent directors to be elected at the general meetings.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
135	Article 172 The nomination committee of the Board of Directors of the Company shall review the qualifications of the nominee and form a clear review opinion. Before convening a shareholders' general meeting for the election of independent directors, relevant details shall be disclosed in accordance with **Article 171** and the first clause of this article and the relevant information of all nominees (including, but not limited to, the nominator's declaration and undertaking, the candidate's declaration and undertaking, and the independent director's biographical details) shall be submitted to Shenzhen Stock Exchange no later than the time when the Company issues the announcement of the notice of the shareholders' general meeting convened for the election of independent directors. The relevant information submitted should be true, accurate and complete. The nominator should undertake in the declaration and undertaking that the nominee has no interest relationship with him/her and there are no other circumstances that may affect the independent performance of duties by the nominee. In the case that the Board of Directors has objection to the relevant information on the nominees, a written opinion of the Board of Directors shall be also submitted. In the event that the candidate is objected by Shenzhen Stock Exchange, the Company shall not propose any candidate to the general meeting for election. If the proposal has already been submitted, it shall be canceled.	Article 171 The nomination committee of the Board of Directors of the Company shall review the qualifications of the nominee and form a clear review opinion. Before convening a shareholders' general meeting for the election of independent directors, relevant details shall be disclosed in accordance with **Article 170** and the first clause of this article and the relevant information of all nominees (including, but not limited to, the nominator's declaration and undertaking, the candidate's declaration and undertaking, and the independent director's biographical details) shall be submitted to Shenzhen Stock Exchange no later than the time when the Company issues the announcement of the notice of the shareholders' general meeting convened for the election of independent directors. The relevant information submitted should be true, accurate and complete. The nominator should undertake in the declaration and undertaking that the nominee has no interest relationship with him/her and there are no other circumstances that may affect the independent performance of duties by the nominee. In the case that the Board of Directors has objection to the relevant information on the nominees, a written opinion of the Board of Directors shall be also submitted. In the event that the candidate is objected by Shenzhen Stock Exchange, the Company shall not propose any candidate to the general meeting for election. If the proposal has already been submitted, it shall be **cancelled**.
136	Article 173 When holding a shareholders' general meeting for the election of independent directors, the Board of Directors of the Company shall clarify whether the candidate has been objected by the Shenzhen Stock Exchange.	Article 172 When holding a shareholders' general meeting for the election of independent directors, the Board of Directors of the Company shall clarify whether the candidate has been objected by the Shenzhen Stock Exchange.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
137	Article 175 Independent directors shall fulfil the following duties: (1) to involve in the decision-making of the Board of Directors and provide explicit opinions on the matters discussed; (2) to supervise matters in accordance with the relevant regulations that indicate potential material conflict of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management so as to ensure that the decisions of the Board of Directors are in line with the overall interests of the Company and to protect the legitimate interests of minority shareholders; (3) to provide professional and objective advice on the Company's operation and development, thereby facilitating the improvement in the decision-making of the Board of Directors; (4) other duties as stipulated by laws, administrative regulations, regulations of the CSRC, stock exchanges, and the Articles of Association.	Article 174 **As members of the Board of Directors, the** independent directors shall **have a duty of loyalty and diligence to the Company and all shareholders to prudently** fulfil the following duties: (1) to involve in the decision-making of the Board of Directors and provide explicit opinions on the matters discussed; (2) to supervise matters in accordance with the relevant regulations that indicate potential material conflict of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management so as to ensure that the decisions of the Board of Directors are in line with the overall interests of the Company and to protect the legitimate interests of minority shareholders; (3) to provide professional and objective advice on the Company's operation and development, thereby facilitating the improvement in the decision-making of the Board of Directors; (4) other duties as stipulated by laws, administrative regulations, regulations of the CSRC, stock exchanges, and the Articles of Association.
138	Article 176 The independent Directors shall attend the Board meeting as scheduled, understand the Company's production and operation, and actively investigate and obtain the conditions and information necessary for decision-making. The independent directors shall submit the annual report to the Company's annual general meeting to state the performance of their duties.	Article 175 The independent Directors shall attend the Board meeting as scheduled, understand the Company's production and operation, and actively investigate and obtain the conditions and information necessary for decision-making. The independent directors shall submit the annual report to the Company's annual general meeting to state the performance of their duties.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
139	Article 177 In addition to the powers conferred by laws and administrative regulations, the Company shall grant the following special powers to the independent directors: (1) to independently engage an intermediary organisation to conduct audits, consultations or verifications on specific matters of the Company; (2) to make proposals to the Board of Directors to convene extraordinary general meetings; (3) to propose to convene the board meetings; (4) to collect voting rights from shareholders in a public way in accordance with the laws; (5) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders; (6) other duties as stipulated by laws, administrative regulations, regulations of the CSRC, stock exchanges, and the Articles of Association. For performing the duties of items (1) to (3) as provided in the preceding article, independent directors shall obtain the consent of more than half of all independent directors. The Company shall make disclosures in due course when independent directors exercise the authority provided in paragraph (1) of this article. In the case of failure to perform the duties and authorities stated above, the Company shall disclose the details and reasons.	Article 176 In addition to the powers conferred by laws and administrative regulations, the Company shall grant the following special powers to the independent directors: (1) to independently engage an intermediary organisation to conduct audits, consultations or verifications on specific matters of the Company; (2) to make proposals to the Board of Directors to convene extraordinary general meetings; (3) to propose to convene the board meetings; (4) to collect voting rights from shareholders in a public way in accordance with the laws; (5) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders; (6) other duties as stipulated by laws, administrative regulations, regulations of the CSRC, stock exchanges, and the Articles of Association. For performing the duties of items (1) to (3) as provided in the preceding article, independent directors shall obtain the consent of more than half of all independent directors. The Company shall make disclosures in due course when independent directors exercise the authority provided in paragraph (1) of this article. In the case of failure to perform the duties and authorities stated above, the Company shall disclose the details and reasons.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
140	Article 179 The Company shall provide all the necessary conditions to the independent director: (1) The Company shall ensure that independent directors are entitled to the same right to information as other directors. In order to ensure the effective performance of their responsibilities by the independent directors, the Company shall regularly inform the independent directors of the Company's operations, provide information, organise or cooperate with the independent directors to carry out site visits and other work. The Company may organise independent directors to participate in the research and discussion sessions before the Board of Directors considers major and complicated matters, so as to fully listen to the opinions of the independent directors, and timely feedback to the independent directors on the adoption of opinions. (2) The Company shall give notice of Board meeting to independent directors in a timely manner, provide relevant meeting materials no later than the notice period of Board meeting stipulated by laws, administrative regulations, provisions of the CSRC, stock exchanges or the Articles of Association, and provide effective communication channels for the independent directors; for the meetings convened by the special committees of the Board of Directors, the Company shall in principle provide related materials and information no later than three days prior to convening the special committee meeting. The Company shall keep the above-mentioned meeting materials for at least ten years.	Article 178 The Company shall provide all the necessary conditions to the independent director: (1) The Company shall ensure that independent directors are entitled to the same right to information as other directors. In order to ensure the effective performance of their responsibilities by the independent directors, the Company shall regularly inform the independent directors of the Company's operations, provide information, organise or cooperate with the independent directors to carry out site visits and other work. The Company may organise independent directors to participate in the research and discussion sessions before the Board of Directors considers major and complicated matters, so as to fully listen to the opinions of the independent directors, and timely feedback to the independent directors on the adoption of opinions. (2) The Company shall give notice of Board meeting to independent directors in a timely manner, provide relevant meeting materials no later than the notice period of Board meeting stipulated by laws, administrative regulations, provisions of the CSRC, stock exchanges or the Articles of Association, and provide effective communication channels for the independent directors; for the meetings convened by the special committees of the Board of Directors, the Company shall in principle provide related materials and information no later than three days prior to convening the special committee meeting. The Company shall keep the above-mentioned meeting materials for at least ten years.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	If two or more independent directors consider that the meeting materials are incomplete, insufficient or not timely provided, they may submit written proposal to the Board of Directors to postpone the meeting or the consideration of such matter, and the Board of Directors shall adopt it. (3) The Company shall provide necessary working conditions and personnel support to the independent directors in the performance of their duties, and designate the board office, the Board Secretary and other dedicated departments and dedicated personnel to assist independent directors in performing their duties. The Board Secretary shall ensure the unimpeded access to information between the independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors have access to adequate resources and necessary professional advice when performing their duties. (4) In the exercise of powers by the independent directors, the directors, senior management and other relevant personnel of the Company shall cooperate with them practically and shall not refuse, obstruct, or conceal relevant information, or interfere with the exercise of their powers independently. If an independent director encounters obstruction in the exercise of his/her duties and powers in accordance with the laws, he/she may explain the situation to the Board of Directors, request cooperation from the directors, senior management and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in his/her work records; if the obstruction cannot be eliminated, he/she may report to the CSRC and the stock exchange(s).	If two or more independent directors consider that the meeting materials are incomplete, insufficient or not timely provided, they may submit written proposal to the Board of Directors to postpone the meeting or the consideration of such matter, and the Board of Directors shall adopt it. (3) The Company shall provide necessary working conditions and personnel support to the independent directors in the performance of their duties, and designate the board office, the Board Secretary and other dedicated departments and dedicated personnel to assist independent directors in performing their duties. The Board Secretary shall ensure the unimpeded access to information between the independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors have access to adequate resources and necessary professional advice when performing their duties. (4) In the exercise of powers by the independent directors, the directors, senior management and other relevant personnel of the Company shall cooperate with them practically and shall not refuse, obstruct, or conceal relevant information, or interfere with the exercise of their powers independently. If an independent director encounters obstruction in the exercise of his/her duties and powers in accordance with the laws, he/she may explain the situation to the Board of Directors, request cooperation from the directors, senior management and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in his/her work records; if the obstruction cannot be eliminated, he/she may report to the CSRC and the stock exchange(s).

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	Where the performance of duties by an independent director involves information that should be disclosed, the Company shall process the disclosure in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure, or report to the CSRC and the stock exchange(s). (5) The Company shall bear any necessary expenses incurred by the independent directors in engaging professional institutions and performing other duties and responsibilities. (6) The Company shall pay the independent directors subsidies appropriate to their duties and responsibilities. The standards of the said subsidies shall be proposed by the Board of Directors of the Company and approved by the general meeting and shall be disclosed in the annual report of the Company. Apart from the above mentioned subsidies, the independent directors shall not acquire other interests from the Company and its substantial shareholders, de facto controllers or institutions and officers of common interests with the Company. (7) The Company could establish the insurance mechanism for independent directors to minimize risks possibly incurred by normal performance of the duties of the independent directors.	Where the performance of duties by an independent director involves information that should be disclosed, the Company shall process the disclosure in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure, or report to the CSRC and the stock exchange(s). (5) The Company shall bear any necessary expenses incurred by the independent directors in engaging professional institutions and performing other duties and responsibilities. (6) The Company shall pay the independent directors subsidies appropriate to their duties and responsibilities. The standards of the said subsidies shall be proposed by the Board of Directors of the Company and approved by the general meeting and shall be disclosed in the annual report of the Company. Apart from the above mentioned subsidies, the independent directors shall not acquire other interests from the Company and its substantial shareholders, de facto controllers or institutions and officers of common interests with the Company. (7) The Company could establish the insurance mechanism for independent directors to minimize risks possibly incurred by normal performance of the duties of the independent directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
141	Article 180 The Company shall regularly or irregularly convene **meetings attended by all independent directors (hereinafter referred to as** the **"Special Meetings of Independent Directors")**. Matters listed in items (1) to (3) to paragraph 1 of **Article 177** hereof and **Article 178** shall be considered at the **Special Meetings of Independent Directors**. The **Special Meetings of Independent Directors** may study and discuss other matters of the Company as needed. The **Special Meetings of Independent Directors** shall be convened and chaired by an independent director jointly elected by more than half of the independent directors; in the event that the convenor is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene the meeting on their own and elect a representative to chair the meeting. The Company shall provide convenience and support for the convening of the **Special Meetings of Independent Directors**.	Article 179 **The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as connected transactions to be reviewed by the Board of Directors shall be approved in advance by a special meeting of the independent directors.** The Company shall regularly or irregularly convene the **special meetings of independent directors**. Matters listed in items (1) to (3) to paragraph 1 of **Article 176** hereof and **Article 177** shall be considered at the **special meetings of independent directors**. The **special meetings of independent directors** may study and discuss other matters of the Company as needed. The **special meetings of independent directors** shall be convened and chaired by an independent director jointly elected by more than half of the independent directors; in the event that the convenor is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene the meeting on their own and elect a representative to chair the meeting. **The special meetings of independent directors shall prepare minutes of meetings in accordance with regulations. The minutes of meetings shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.** The Company shall provide convenience and support for the convening of the **special meetings of independent directors**.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
142	Article 181 An independent director who has not personally attended meeting of directors twice consecutively and does not appoint another independent director to attend on his/her behalf, the Board of Directors shall propose to convene a general meeting to remove him/her from his/her position as an independent director within thirty days from the date of such fact.	Article 180 An independent director who has not personally attended meeting of directors twice consecutively and does not appoint another independent director to attend on his/her behalf, the Board of Directors shall propose to convene a general meeting to remove him/her from his/her position as an independent director within thirty days from the date of such fact.
143	Article 186 A person who falls within any of the following circumstances shall not serve as the secretary to the Board: (1) any of the circumstances specified in Article 129 hereof; (2) has been subject to any administrative penalty by the CSRC in last 3 years; (3) has been publicly reprimanded or criticized more than 3 times by any stock exchange in last 3 years; (4) **is an existing supervisor of the Company;** (5) any other circumstances that Shenzhen Stock Exchange considers such person being unsuitable to serve as the secretary to the Board of Directors.	Article 185 A person who falls within any of the following circumstances shall not serve as the secretary to the Board: (1) any of the circumstances specified in Article 129 hereof; (2) has been subject to any administrative penalty by the CSRC in last 3 years; (3) has been publicly reprimanded or criticized more than 3 times by any stock exchange in last 3 years; (4) any other circumstances that Shenzhen Stock Exchange considers such person being unsuitable to serve as the secretary to the Board of Directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
144	Article 187 The primary duties of the secretary to the Board are: (1) to address and coordinate information disclosure of the Company, organize and formulate information disclosure management system of the Company, and urge the Company and relevant information disclosure obligors to observe relevant provisions concerning information disclosure; (2) to be responsible for organizing and coordinating the investor relations management of the Company, and coordinating the communication of information between the Company and securities regulatory authorities, shareholders and actual controllers, intermediaries and the media; (3) to organize and prepare Board meetings and shareholders' general meetings, attend shareholders' meetings, Board meetings**,** **Supervisory Committee meetings** and relevant meetings of the senior management personnel, and maintain and sign the minutes of Board meetings; (4) to be responsible for the confidentiality of information disclosure of the Company and promptly report to the Shenzhen Stock Exchange and make an announcement when significant undisclosed information is disclosed;	Article 186 The primary duties of the secretary to the Board are: (1) to address and coordinate information disclosure of the Company, organize and formulate information disclosure management system of the Company, and urge the Company and relevant information disclosure obligors to observe relevant provisions concerning information disclosure; (2) to be responsible for organizing and coordinating the investor relations management of the Company, and coordinating the communication of information between the Company and securities regulatory authorities, shareholders and actual controllers, intermediaries and the media; (3) to organize and prepare Board meetings and shareholders' general meetings, attend shareholders' meetings, Board meetings and relevant meetings of the senior management personnel, and maintain and sign the minutes of Board meetings; (4) to be responsible for the confidentiality of information disclosure of the Company and promptly report to the Shenzhen Stock Exchange and make an announcement when significant undisclosed information is disclosed;

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(5) to pay attention to the rumours about the Company and take the initiative to verify the authenticity of such rumours, and urge the Board of Directors and other relevant entities to timely respond to the enquiries of the Shenzhen Stock Exchange; (6) to organize trainings for Directors**,** **supervisors** and senior management personnel as required by relevant laws, regulations and relevant regulations of the Shenzhen Stock Exchange, and assist them in understanding their respective responsibilities in information disclosure; (7) to urge the Directors**, supervisors** and senior management personnel to observe the laws and regulations, regulations of the Shenzhen Stock Exchange and the Articles of Association, and earnestly fulfil their commitments; when becoming aware that the Company, Directors**,** **supervisors** and senior management personnel make or may possibly make a decision in violation of the relevant provisions, he/she shall remind the related personnel and immediately report it to the Shenzhen Stock Exchange; (8) to be responsible for the management of changes in the Company's shares and derivatives, etc.; (9) to discharge such other duties as provided by the relevant laws, administrative regulations and other regulatory documents and the stock exchange.	(5) to pay attention to the rumours about the Company and take the initiative to verify the authenticity of such rumours, and urge the Board of Directors and other relevant entities to timely respond to the enquiries of the Shenzhen Stock Exchange; (6) to organize trainings for Directors and senior management personnel as required by relevant laws, regulations and relevant regulations of the Shenzhen Stock Exchange, and assist them in understanding their respective responsibilities in information disclosure; (7) to urge the Directors and senior management personnel to observe the laws and regulations, regulations of the Shenzhen Stock Exchange and the Articles of Association, and earnestly fulfil their commitments; when becoming aware that the Company, Directors and senior management personnel make or may possibly make a decision in violation of the relevant provisions, he/she shall remind the related personnel and immediately report it to the Shenzhen Stock Exchange; (8) to be responsible for the management of changes in the Company's shares and derivatives, etc.; (9) to discharge such other duties as provided by the relevant laws, administrative regulations and other regulatory documents and the stock exchange.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
145	Article 196 The Board of Directors of the Company may set up several special committees, including the Strategy Committee, the Remuneration and Appraisal Committee, the Audit Committee, the Nomination Committee, the Risk Management Committee etc., so as to assist the Board in the execution of its duty, or give recommendations or advices on the decisions of the Board under the leadership of the Board. All such committees shall consist of directors. The members of the Audit Committee member shall be directors who do not serve as senior management of the Company. More than half of the members of the Remuneration and Appraisal Committee, the Audit Committee and the Nomination Committee shall be independent directors, who shall convene the meetings of such committees, and all members of the Audit Committee shall be non-executive directors. The Audit Committee shall consist of at least three members, while the convenor thereof shall have expertise in accounting. The Board of Directors shall be responsible for formulating the working rules of the special committees and governing the operation of the special committees.	Article 195 The Board of Directors of the Company may set up several special committees, including the Strategy **and Sustainable Development** Committee, the Remuneration and Appraisal Committee, the Audit Committee, the Nomination Committee, the Risk Management Committee etc., so as to assist the Board in the execution of its duty, or give recommendations or advices on the decisions of the Board under the leadership of the Board. All such committees shall consist of directors. The members of the Audit Committee member shall be directors who do not serve as senior management of the Company. More than half of the members of the Remuneration and Appraisal Committee, the Audit Committee and the Nomination Committee shall be independent directors, who shall convene the meetings of such committees, and all members of the Audit Committee shall be non-executive directors. The Audit Committee shall consist of at least three members, while the convenor thereof shall have expertise in accounting. **When performing duties in accordance with these Articles of Association and authorisation of the Board of Directors, the proposals of the special committees shall be submitted to the Board of Directors for consideration and decision.** The Board of Directors shall be responsible for formulating the working rules of the special committees and governing the operation of the special committees.
146	Article 197 The main function of the Strategy Committee is to do research and make proposals on the long-term development strategy and major investment decisions of the Company.	Article 196 The main function of the Strategy **and Sustainable Development** Committee is to do research and make proposals on the long-term development strategy, **sustainable development (environmental, social and governance, the "ESG") issues** and major investment decisions of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
147	Article 198 **The main functions of the Remuneration and Appraisal Committee are:** **(1) to study and formulate the appraisal standards for the directors and senior management personnel, conduct such appraisal and make recommendations;** **(2) to make recommendations to the Board on the remuneration policy and structure for all directors and senior management personnel and on the establishment of formal and transparent procedures for developing such remuneration policy;** **(3) to make recommendations to the Board on the remuneration packages of directors and senior management personnel taking into account remuneration paid by comparable companies, time commitment and responsibilities of directors and employment conditions elsewhere in the Group;** **(4) to review the remuneration proposals for directors and senior management personnel of the Company with reference to the corporate objectives, business policies and goals established by the Board;** **(5) to review the compensation payable to executive directors and senior management personnel for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive;**	Article 197 **The Remuneration and Appraisal Committee is responsible for formulating and evaluating the assessment standards of directors and senior management personnel, establishing and reviewing the remuneration policies and plans such as the mechanism for determining remuneration, decision-making process, and the payment and clawback arrangements of directors and members of senior management, and making recommendations to the Board of Directors on the following matters:** **(1) the remuneration of directors and senior management personnel of the Company;** **(2) the formulation or modification of equity incentive schemes and employee share ownership schemes, and the achievement of conditions for the grant and exercise of rights by incentive recipients;** **(3) the arrangement of share ownership schemes of directors and senior management personnel in subsidiaries which are proposed to be spun-off;** **(4) other matters as stipulated by laws, administrative regulations, CSRC regulations, relevant regulatory rules in the jurisdictions where the shares of the Company are listed, these Articles of Association, terms of reference of the Remuneration and Appraisal Committee of the Company and as authorised by the Board.** **The opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption shall be recorded in the Board resolutions and shall be disclosed if the Board of Directors does not adopt or does not fully adopt the advice of the Remuneration and Appraisal Committee.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(6) to review the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; the compensation arrangements relating to dismissal or removal of any non-executive directors who are members of the Remuneration and Appraisal Committee for misconduct shall be reviewed by other members of the Remuneration and Appraisal Committee; **(7) to ensure that no directors or any of their associates (as defined in Hong Kong Listing Rules) are involved in determining his/her own remuneration; the remuneration of any non-executive directors who are members of the Remuneration and Appraisal Committee shall be determined by other members of the Remuneration and Appraisal Committee who shall also make recommendations to the Board on such matter;** **(8) to formulate the equity incentive plans in accordance with the requirements of relevant laws, regulations or regulatory documents; to be responsible for considering and/or approving the administration of equity plans and matters relating to share schemes as described under Chapter 17 of the Hong Kong Listing Rules; and to be responsible for the administration of equity plans, including but not limited to reviewing the eligibility of participants, conditions of grant and conditions of exercise of the equity incentive plans; the equity incentive plans shall be submitted to the general meeting for approval according to the laws;** **(9) other matters authorized by the Board of Directors as well as other powers conferred by the laws, regulations, relevant regulatory rules in the jurisdictions where the shares of the Company are listed, the rules of procedures for the Board of the Company, terms of reference of the Remuneration and Appraisal Committee and the Board; should there be any inconsistency in the relevant regulatory rules in the jurisdictions where the shares of the Company are listed, the Remuneration and Appraisal Committee shall report its decisions or proposals to the Board.**	

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
148	Article 199 The **main functions of the** Audit Committee **are:** **(1) to monitor and assess the performance of the external auditing job, to make proposals regarding the appointment or replacement of the external auditor;** **(2) to monitor and assess the internal auditing work, and to supervise the internal audit system of the Company and its implementation;** **(3) to be responsible for the coordination between the external auditing and the internal auditing;** **(4) to examine the financial information of the Company and the disclosure thereof;** **(5) to supervise and evaluate the internal control of the Company;** **(6) matters relating to laws and regulations, relevant regulatory rules in the place where the shares of the Company are listed, these Articles of Association, terms of reference of the Audit Committee of the Board of Directors and other matters authorized by the Board of Directors.**	Article 198 The Audit Committee **shall exercise the powers of the board of supervisors as defined in the Company Law and is responsible for reviewing the financial information of the Company and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board for consideration after being approved by more than half of the members of the Audit Committee:** **(1) to disclose the financial information in financial accounting reports and periodic reports, and internal control evaluation reports;** **(2) to appoint or dismiss the accounting firm of the Company that undertakes the audit work of the Company;** **(3) to appoint or dismiss the chief financial officer of the Company;** **(4) to revise accounting policies and accounting estimates or to correct material accounting errors for reasons other than changes in accounting standards;** **(5) other matters as stipulated by laws, administrative regulations, CSRC regulations, relevant regulatory rules in the jurisdictions where the shares of the Company are listed, these Articles of Association, terms of reference of the Audit Committee of the Company and as authorised by the Board.**
149	Addition	Article 199 **The Audit Committee shall convene at least one meeting every quarter. An extraordinary meeting may be convened when it is proposed by two or more members, or when the convener deems necessary. The quorum for any meeting of the Audit Committee shall be more than two-thirds of its members.** **Resolutions of the Audit Committee shall be passed by more than half of its members.** **For the voting on a resolution of the Audit Committee, each member shall have one vote. Resolutions of the Audit Committee shall be recorded in the minutes as required, and the members of the Audit Committee present at the meeting shall sign the minutes.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
150	Article 200 The **main functions of the** Nomination Committee **include:** **(1) to develop criteria and procedures for the selection of Directors and senior management, and to offer advice in this regard;** **(2) to select qualified Director candidates and senior management candidates;** **(3) to review the selection of Director candidates and senior management candidates and offer advice in this regard;** **(4) to deal with matters as stipulated in the laws and regulations, relevant regulatory rules in the place where the shares of the Company are listed, these Articles of Association, terms of reference of the Nomination Committee of the Board of Directors and other matters authorized by the Board of Directors.**	Article 200 The Nomination Committee **shall be responsible for formulating the criteria and procedures for selection of directors and members of senior management, selecting and reviewing the candidates for directors and members of senior management and their qualifications for the positions, and making recommendations to the Board of Directors on the following matters:** **(1) nomination, appointment or removal of directors;** **(2) appointment or removal of members of senior management;** **(3) other matters as stipulated by laws, administrative regulations, CSRC regulations, relevant regulatory rules in the jurisdictions where the shares of the Company are listed, these Articles of Association, terms of reference of the Nomination Committee of the Company and as authorised by the Board.** **The opinions of the Nomination Committee and the specific reasons for non-adoption shall be recorded in the Board resolutions and shall be disclosed if the Board of Directors does not adopt or does not fully adopt the advice of the Nomination Committee.**
151	**Chapter 7 President and Other Senior Management Personnel** Article 204 The Company shall have one President and no more than six vice Presidents, who shall be appointed or removed by the Board of Directors based on the nominations of the Chairman. A director may be appointed to act concurrently as **president, vice president or other** senior management member, but the number of directors acting concurrently as **president, vice president or other** senior management personnel and the staff representative directors shall not exceed half of all the directors.	**Chapter 7 Senior Management Personnel** Article 204 The Company shall have one President and no more than six vice Presidents, who shall be appointed or removed by the Board of Directors based on the nominations of the Chairman. A director may be appointed to act concurrently as senior management member, but the number of directors acting concurrently as senior management personnel and the staff representative directors shall not exceed half of all the directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
152	Article 205 The circumstances **defined in Article 129** hereof with respect to disqualified directors of the Company **are** applicable to **the President and other** senior management personnel of the Company. Requirements **set out in Article 134** hereof with respect to the directors' duty of good faithfulness and **the requirements set out in Article 135(4) to (6) hereof with respect to the directors' obligations of integrity and** diligence shall also be applicable to **the President and other** senior management personnel.	Article 205 The circumstances hereof with respect to disqualified directors of the Company **and the resignation management system shall also be** applicable to senior management personnel of the Company. Requirements hereof with respect to the directors' duty of good faithfulness and diligence shall also be applicable to senior management personnel **of the Company**.
153	Article 210 The Chairman and the President shall report to the Board of Directors **or Supervisory Committee** on the execution and implementation of any material contract or the use of funds and the profits and losses of the Company at the request of the Board of Directors **or Supervisory Committee**. The Chairman and the President shall ensure the truthfulness of such reports.	Article 210 The Chairman and the President shall report to the Board of Directors on the execution and implementation of any material contract or the use of funds and the profits and losses of the Company at the request of the Board of Directors. The Chairman and the President shall ensure the truthfulness of such reports.
154	Article 213 The detailed working rules formulated for the President shall include the following: (1) conditions and procedures for convening and participants of the meetings; (2) specific duties of the President, vice president and other senior management personnel; (3) the use of funds and assets of the Company, authority to enter into material contracts and systems for reporting to the Board of Directors **and Supervisory Committee**; and (4) other matters as deemed necessary by the Board of Directors.	Article 213 The detailed working rules formulated for the President shall include the following: (1) conditions and procedures for convening and participants of the meetings; (2) specific duties of the President, vice president and other senior management personnel; (3) the use of funds and assets of the Company, authority to enter into material contracts and systems for reporting to the Board of Directors; and (4) other matters as deemed necessary by the Board of Directors.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
155	Article 215 The President may resign prior to the expiration of his term of office. The detailed procedures and methods for the President's resignation shall be set out in the **service** contract entered into between the President of the Company.	Article 215 The President may resign prior to the expiration of his term of office. The detailed procedures and methods for the President's resignation shall be set out in the **relevant** contract entered into between the President of the Company.
156	Article 216 The **executive directors, the President and other** senior management personnel shall be liable for any losses caused to the Company by their breach of any law, regulation, rule or these Articles of Association in performing their duties on behalf of the Company. Senior management of the Company should faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.	Article 216 **If the senior management personnel performs the duties of the Company and causes damage to others, the Company shall be liable for compensation; if the senior management personnel is intentional or grossly negligent, he/she should also be liable for compensation.** The senior management personnel shall be liable for any losses caused to the Company by their breach of any law, regulation, rule or these Articles of Association in performing their duties on behalf of the Company. Senior management of the Company should faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.
157	Article 252 The Company may purchase liability insurance for its directors**, supervisors, President** and **other** senior management personnel subject to approval by the shareholders' general meeting, and the liability insurance coverage shall be agreed by contracts, save for those liabilities arising from breach of laws, administrative regulations and provisions of these Articles of Association by the directors**, supervisors, President** and **other** senior management personnel of the Company.	Article 217 The Company may purchase liability insurance for its directors and senior management personnel subject to approval by the shareholders' general meeting, and the liability insurance coverage shall be agreed by contracts, save for those liabilities arising from breach of laws, administrative regulations and provisions of these Articles of Association by the directors and senior management personnel of the Company.
158	**Chapter 8 Supervisory Committee (Article 217 to Article 236)**	Delete the whole chapter of "Chapter 8 Supervisory Committee"

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
159	**Chapter 9 Party Committee of the Company** Article 238 The Party Committee of the Company shall play the leadership role, provide direction, manage the overall situation, ensure implementation, discuss and decide on significant matters of the Company in accordance with the regulations. The main functions of the Party Committee of the Company are: (1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path; (2) to thoroughly study and implement Xi Jinping thoughts on socialism with Chinese characteristics for a new era, learn and propagate the Party's theory, thoroughly implement the Party's lines, principles and policies as well as supervise and guarantee the implementation of major decisions and plans of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company; (3) to investigate and discuss the significant operation and management matters of the Company and support the general meeting, the Board**, the supervisory committee** and the management to exercise their powers and perform their duties in accordance with the laws; (4) to first investigate and discuss the significant operation and management matters before they are submitted to the Board for determination in accordance with its duties and powers as well as the prescribed procedures; (5) to undertake the main responsibility in improving Party conduct and upholding integrity; (6) to strengthen the building of grassroot Party organizations and the Party member service, unite and lead officials and employees to devote themselves into the reform and development of the Company; (7) to lead mass organizations such as the trade union, Communist Youth League and Women's Organization of the Company.	**Chapter 8 Party Committee of the Company** Article 219 The Party Committee of the Company shall play the leadership role, provide direction, manage the overall situation, ensure implementation, discuss and decide on significant matters of the Company in accordance with the regulations. The main functions of the Party Committee of the Company are: (1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path; (2) to thoroughly study and implement Xi Jinping thoughts on socialism with Chinese characteristics for a new era, learn and propagate the Party's theory, thoroughly implement the Party's lines, principles and policies as well as supervise and guarantee the implementation of major decisions and plans of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company; (3) to investigate and discuss the significant operation and management matters of the Company and support the general meeting, the Board and the management to exercise their powers and perform their duties in accordance with the laws; (4) to first investigate and discuss the significant operation and management matters before they are submitted to the Board for determination in accordance with its duties and powers as well as the prescribed procedures; (5) to undertake the main responsibility in improving Party conduct and upholding integrity; (6) to strengthen the building of grassroot Party organizations and the Party member service, unite and lead officials and employees to devote themselves into the reform and development of the Company; (7) to lead mass organizations such as the trade union, Communist Youth League and Women's Organization of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
160	**Chapter 10 Obligations of Directors, Supervisors, President and Other Senior Management Personnel of the Company** **Article 239 The validity of an act of directors, the President and other senior management personnel on behalf of the Company is not, via-a-vis a bona fides third party, affected by any irregularity in their office, election or qualification.**	Deletion
161	**Article 240 In addition to the obligations required by the laws, administrative regulations or the listing rules of the stock exchange(s) on which the Company's shares are listed, directors, supervisors, President and other senior management personnel of the Company shall, in performing duties and powers conferred by Company, take the following obligations towards each shareholder:** **(1) not to cause the Company to go beyond the scope of business stipulated in its business license;** **(2) to act honestly in the best interests of the Company;** **(3) not to expropriate in any guise the Company's property, including but not limited to usurpation of opportunities advantageous to the Company;** **(4) not to expropriate the individual rights of shareholders, including but not limited to rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the shareholders' general meeting for approval in accordance with these Articles of Association.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
162	**Article 241 In excising rights or fulfilling obligations, directors, supervisors, President and senior management personnel of the Company have the duty to act with due discretion, diligence and skills as a reasonable discreet person should do in similar circumstances.**	Deletion
163	**Article 242 In performing their duties, directors, supervisors, President and senior management personnel of the Company shall follow the principle of good faith and shall not put themselves in a situation where their own interests may conflict with their obligations. This principle shall include (but not limited to) the fulfilment of the following obligations:** **(1) to act honestly in the best interests of the Company;** **(2) to exercise powers within the terms of reference without ultra vires;** **(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; unless and to the extent permitted by laws, administrative regulations or with the consent of informed shareholders at a general meeting, not to delegate the exercise of his discretion;** **(4) to treat all shareholders equally and fairly;** **(5) unless otherwise stipulated in these Articles of Association or otherwise consented by informed shareholders at a general meeting, not to enter into any contract, transaction or arrangement with the Company;** **(6) without the consent of informed shareholders at a general meeting, not to use the Company's property for his own benefits;**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(7) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property by any means, including but not limited to usurpation of opportunities advantageous to the Company; **(8) without the consent of informed shareholders at a general meeting, not to accept commissions in connection with any of the Company's transactions;** **(9) to abide by these Articles of Association, perform his official duties faithfully and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private benefits;** **(10) not to compete with the Company in any way unless with the informed consent of shareholders given in shareholders' general meeting;** **(11) not to misappropriate the Company's funds or lend such funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets;** **(12) unless otherwise permitted by informed shareholders at a general meeting, not to disclose the information acquired by him in confidentiality during his tenure; not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of such information to the court or other competent government authorities is permitted in any of the following circumstances:** **(i) when so prescribed by the laws;** **(ii) when public interests so require;** **(iii) when so required for the own interests of the director, supervisor, President or other senior management.**	

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
164	**Article 243 The fiduciary duties of directors, supervisors, President and other senior management personnel of the Company shall not be necessarily ceased with the termination of their tenures. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of their tenures. Other duties may continue for such period as fairness may require depending on the time lapses between the termination and the act concerned and the circumstances and conditions under which the relationships with the Company are terminated.**	Deletion
165	**Article 244 Except as provided in Article 54 hereof, directors, supervisors, President and any other senior management personnel of the Company may be relieved of liability for breaches of specific duties by the consent of informed shareholders at a general meeting.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
166	**Article 245 Where a director, supervisor, President and any other senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than an employment contract of a director, supervisor, President and any other senior management personnel with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the relevant issues shall be subject to approval of the Board under normal circumstances.** **Subject to the exceptions as stipulated in these Articles of Association, a director shall not vote on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is materially interested; and he shall not be counted in the quorum of the relevant meeting.** **Unless an interested director, supervisor, President and other senior management personnel has disclosed his interests to the Board in accordance with the first paragraph of this Article and the contract, transaction or arrangement was approved by the Board at a meeting at which such interested director, supervisor, President or other senior management personnel was not counted in the quorum and abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company, except as against a bona fide party thereto acting without being aware of the breach of duty by the interested director, supervisor, President or other senior management personnel.** **A director, supervisor, President and other senior management personnel of the Company shall be deemed to be interested in a contract, transaction or arrangement in which any of his associates is interested.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
167	**Article 246 Where a director, supervisor, President and other senior management personnel of the Company gives to the Board, before the Company's first consideration of the entering of any contract, transaction or arrangement, a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in such contracts, transactions or arrangements which may subsequently be made by the Company, the content stated in such notice shall be deemed for the purposes of the preceding Article of this chapter to be a sufficient disclosure of the interests of the director, supervisor, President and other senior management personnel.**	Deletion
168	**Article 247 The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, President and other senior management personnel.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
169	**Article 248 The Company shall neither directly or indirectly make a loan to or provide any loan guarantee to directors, supervisors, President and other senior management personnel of the Company and its parent, nor make a loan to or provide any loan guarantee to any of their respective associates.** **The provisions of the preceding paragraph shall not be applicable to the following circumstances:** **(1) the provision by the Company of a loan or a loan guarantee to a subsidiary of the Company;** **(2) the provision by the Company of a loan or a loan guarantee or any other funds to a director, supervisor, President and other senior management personnel of the Company to meet expenditures incurred by him for the purposes of the Company or for the purpose of enabling him to properly perform his duties, in accordance with the terms of an employment contract approved by shareholders at a general meeting;** **(3) the Company may make a loan to or provide a loan guarantee to any of the relevant directors, supervisors, President and other senior management personnel or their respective associates on normal commercial terms, provided that the ordinary course of business of the Company should include the lending of money or the provision of loan guarantees.**	Deletion
170	**Article 249 A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
171	**Article 250 A loan guarantee provided by the Company in breach of the first paragraph of Article 248 of these Articles of Association shall not be enforceable against the Company, unless:** **(1) the guarantee was provided in connection with a loan to an associate of any of directors, supervisors, President and other senior management personnel of the Company or its parent and the lender was not aware of the relevant circumstances at the time the loan was advanced;** **(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.**	Deletion
172	**Article 251 For the purpose of the foregoing paragraphs of this chapter, a "guarantee" shall include an undertaking or property provided to secure the performance of obligations by the obligor.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
173	**Article 253 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, President or other senior management personnel of the Company is in breach of his duties to the Company, the Company shall have a right to:** **(1) claim damages from the director, supervisor, President and other senior management personnel in compensation for losses sustained by the Company as a result of such breach;** **(2) rescind any contract or transaction entered into by the Company with the director, supervisor, President and other senior management personnel or with a third party (where such third party is or should be aware that there is such a breach of obligations by the director, supervisor, President and other senior management personnel who acts on behalf of the Company);** **(3) demand an account of the profits made by the director, supervisor, President and other senior management personnel as a result of the breach of his obligations;** **(4) recover any monies received by the director, supervisor, President and other senior management personnel which should otherwise have been received by the Company, including but not limited to commissions;** **(5) require such director, supervisor, President and other senior management personnel to return the interests accrued or potentially accrued on the monies which otherwise should have been paid to the Company.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
174	**Article 254 The Company shall, with prior approval of shareholders at a general meeting, enter into a written contract with each director and supervisor on his remuneration. The aforesaid remuneration shall include:** **(1) the remuneration for the office as a director, supervisor or senior management personnel of the Company;** **(2) the remuneration for the office as a director, supervisor or senior management personnel of a subsidiary of the Company;** **(3) the remuneration for providing management services for the Company and its subsidiaries;** **(4) the payment by way of compensation to a director or supervisor for his loss of office or retirement; except under a contract mentioned in the foregoing paragraph, no proceedings may be brought by a director or supervisor against the Company for any benefits due to him in respect of the matters mentioned above.**	Deletion
175	**Article 255 The contract on remunerations between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to prior approval of shareholders at a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. A takeover of the Company referred to above includes any of the following circumstances:** **(1) a general offer made by any person to all shareholders;** **(2) an offer made by any person with a view to make the offeror the controlling shareholder (as defined in Article 55 of these Articles of Association). Where the relevant director or supervisor is in breach of this Article, any sum so received by him shall belong to those who have sold their shares as a result of the acceptance of the said offer. The expenses incurred in distributing such sum pro rata shall be borne by the relevant director or supervisor and shall not be deductible from the sum.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
176	**Chapter 11 Financial and Accounting Systems, Profit Distribution and Audit** Article 257 The Company shall prepare a financial report at the end of each accounting year and the financial report shall be audited by an accounting firm pursuant to applicable laws. The Company shall deliver and disclose its annual report to **the China Securities Regulatory Commission ("CSRC")** and Shenzhen Stock Exchange within 4 months from the conclusion of each accounting year. It shall deliver and disclose its interim report to Shenzhen Branch of the CSRC and Shenzhen Stock Exchange within 2 months from the conclusion of the first half of each accounting year. And its shall deliver and disclose its quarterly financial accounting reports to Shenzhen Branch of the CSRC and Shenzhen Stock Exchange within 1 month from the end of the first 3 months and first 9 months of each accounting year respectively. The aforesaid report shall be drafted in accordance with the relevant laws, administrative regulations and the requirements of the CSRC and Shenzhen Stock Exchange.	**Chapter 9 Financial and Accounting Systems, Profit Distribution and Audit** Article 221 The Company shall prepare a financial report at the end of each accounting year and the financial report shall be audited by an accounting firm pursuant to applicable laws. The Company shall deliver and disclose its annual report to **Shenzhen Branch of the CSRC** and Shenzhen Stock Exchange within 4 months from the conclusion of each accounting year. It shall deliver and disclose its interim report to Shenzhen Branch of the CSRC and Shenzhen Stock Exchange within 2 months from the conclusion of the first half of each accounting year. And its shall deliver and disclose its quarterly financial accounting reports to Shenzhen Branch of the CSRC and Shenzhen Stock Exchange within 1 month from the end of the first 3 months and first 9 months of each accounting year respectively. The aforesaid report shall be drafted in accordance with the relevant laws, administrative regulations and the requirements of the CSRC and Shenzhen Stock Exchange.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	The annual financial report of the Company shall be prepared in accordance with the PRC accounting standards, and also in accordance with international accounting standards or that of the place where the Company's shares are listed, and the financial report shall be audited by PRC certified public accountants and international accountants pursuant to applicable laws. If there is any material difference between the financial reports prepared respectively in accordance with the aforesaid accounting standards, such difference shall be stated in the financial reports. When the Company is to distribute its after-tax profits, the lower of the after-tax profits as shown in the two financial statements shall be adopted. In auditing the annual financial report of the Company, the certified public accountants shall issue a special statement in respect of any appropriation of funds by the Company's controlling shareholders and other connected parties in accordance with relevant regulations, and the Company shall make an announcement on the same.	The annual financial report of the Company shall be prepared in accordance with the PRC accounting standards, and also in accordance with international accounting standards or that of the place where the Company's shares are listed, and the financial report shall be audited by PRC certified public accountants and international accountants pursuant to applicable laws. If there is any material difference between the financial reports prepared respectively in accordance with the aforesaid accounting standards, such difference shall be stated in the financial reports. When the Company is to distribute its after-tax profits, the lower of the after-tax profits as shown in the two financial statements shall be adopted. In auditing the annual financial report of the Company, the certified public accountants shall issue a special statement in respect of any appropriation of funds by the Company's controlling shareholders and other connected parties in accordance with relevant regulations, and the Company shall make an announcement on the same.
177	Article 258 The Company shall maintain no other accounts books other than a set of statutory accounts books. No **asset** of the Company shall be deposited into an account under the name of any individual.	Article 222 The Company shall maintain no other accounts books other than a set of statutory accounts books. No **fund** of the Company shall be deposited into an account under the name of any individual.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
178	Article 259 The Company shall allocate 10% of its profits to the statutory reserve of the Company when distributing its after-tax profits for the year, provided that no further appropriation is required if the accumulated statutory reserve exceeds 50% of the registered capital of the Company. If the statutory reserve of the Company is insufficient to make up for the losses brought forward from the previous year, profits for the current year shall be applied to make up for such losses before making allocations to the statutory reserve in accordance with the aforementioned requirement. Upon allocation of the after-tax profits to the statutory reserve, the Company may allocate a part of the after-tax profits to the discretionary reserve as approved by a resolution passed at the general meeting. Upon making up for the losses incurred and allocating to the statutory reserve, the balance of after-tax profits shall be distributed to the Shareholders in proportion to their shareholding. If the **aforementioned regulations are** violated at the general meeting where the Company distributes profits to the Shareholders **prior to making up for losses and allocating to the statutory reserve**, the Shareholders shall return to the Company the profits distributed as a result of violation of the regulations. No profit shall be distributed in respect of the shares of the Company which are held by the Company.	Article 223 The Company shall allocate 10% of its profits to the statutory reserve of the Company when distributing its after-tax profits for the year, provided that no further appropriation is required if the accumulated statutory reserve exceeds 50% of the registered capital of the Company. If the statutory reserve of the Company is insufficient to make up for the losses brought forward from the previous year, profits for the current year shall be applied to make up for such losses before making allocations to the statutory reserve in accordance with the aforementioned requirement. Upon allocation of the after-tax profits to the statutory reserve, the Company may allocate a part of the after-tax profits to the discretionary reserve as approved by a resolution passed at the general meeting. Upon making up for the losses incurred and allocating to the statutory reserve, the balance of after-tax profits shall be distributed to the Shareholders in proportion to their shareholding. If the **Company Law is** violated at the general meeting where the Company distributes profits to the Shareholders, the Shareholders shall return to the Company the profits distributed as a result of violation of the regulations. **In case of losses caused to the Company, shareholders along with responsible director(s) and senior management personnel shall be liable for compensation.** No profit shall be distributed in respect of the shares of the Company which are held by the Company.
179	Article 261 The common reserve of the Company is used to make up for the losses of the Company, expand the business operation of the Company or increase the capital of the Company. **However, capital reserve shall not be applied to make up for the losses of the Company.** Upon transfer from the statutory reserve to capital, the remainder of such reserve shall not be less than 25% of the registered capital of the company before such transfer takes effect.	Article 225 The common reserve of the Company is used to make up for the losses of the Company, expand the business operation of the Company or increase the **registered** capital of the Company. **When the common reserve is used to make up for the Company's losses, the discretionary reserve and statutory reserve shall be utilised first. If they still cannot be made up for, the capital reserve may be used according to the regulations.** Upon transfer from the statutory reserve to **the increase in registered** capital, the remainder of such reserve shall not be less than 25% of the registered capital of the company before such transfer takes effect.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
180	Article 262 The Company adopts a continuous and stable profit distribution policy, and shall make dividend distributions in profit-making years. The Company may distribute dividend in the form of cash, bonus shares or both. When the conditions for cash dividend are satisfied, cash dividend shall the priority method of profit distribution. In addition to annual cash dividend, the Company may also distribute interim cash dividend**, provided that the accumulated cash distribution of profit for the last three years shall not be less than 30% of the average annual distributable profit of the Company of the last three years**. In the event that any adjustments or alterations are necessary to be made to the cash dividend distribution policy stated in the Articles of Association as a result of new requirements of laws and regulations and new provisions promulgated by securities regulatory authorities in relation to profit distribution policy of listed companies, as well as any material changes in external business environment or the Company's own operating conditions, the Board shall submit a proposal to be voted on at a general meeting **after the supervisory committee has approved such proposal**. The Company shall give full consideration to minority shareholders' opinions in this regard, and when convening a shareholders' general meeting, shall provide online voting and other channels for minority shareholders to participate in voting at such meeting. Any resolution of the shareholders' general meeting shall be passed by votes representing more than two-thirds of voting rights held by shareholders present at such shareholders' general meeting.	Article 226 The Company adopts a continuous and stable profit distribution policy, and shall make dividend distributions in profit-making years. The Company may distribute dividend in the form of cash, bonus shares or both. When the conditions for cash dividend are satisfied, cash dividend shall the priority method of profit distribution. In addition to annual cash dividend, the Company may also distribute interim cash dividend. **In line with the Company's sustainable operations and long-term development, the Company's total annual cash dividends shall, in principle, not be less than 30% of the net profit attributable to shareholders of the listed company in that year after deducting distributions to holders of other equity instruments such as perpetual bonds (if any).** In the event that any adjustments or alterations are necessary to be made to the cash dividend distribution policy stated in the Articles of Association as a result of new requirements of laws and regulations and new provisions promulgated by securities regulatory authorities in relation to profit distribution policy of listed companies, as well as any material changes in external business environment or the Company's own operating conditions, the Board shall submit a proposal to be voted on at a general meeting. The Company shall give full consideration to minority shareholders' opinions in this regard, and when convening a shareholders' general meeting, shall provide online voting and other channels for minority shareholders to participate in voting at such meeting. Any resolution of the shareholders' general meeting shall be passed by votes representing more than two-thirds of voting rights held by shareholders present at such shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
181	Article 263 The Board of the Company shall take various factors into consideration, including its industry features, development stages, business model and profitability as well as whether it has any substantial capital expenditure arrangements, and differentiate the following circumstances to propose a differentiated policy for cash dividend distribution pursuant to the procedures stipulated in these Articles of Association: (1) Where the Company is in a developed stage with no substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution; (2) Where the Company is in a developed stage with substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution; (3) Where the Company is in a developing stage with substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 20% of the total profit distribution. In the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding provisions.	Article 227 The Board of the Company shall take various factors into consideration, including its industry features, development stages, business model and profitability as well as whether it has any substantial capital expenditure arrangements, and differentiate the following circumstances to propose a differentiated policy for cash dividend distribution pursuant to the procedures stipulated in these Articles of Association: (1) Where the Company is in a developed stage with no substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution; (2) Where the Company is in a developed stage with substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution; (3) Where the Company is in a developing stage with substantial capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 20% of the total profit distribution. In the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding provisions.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	The profit distribution plan of the Company shall be proposed and prepared by the Board in accordance with the provisions of these Articles of Association and the actual operating condition of the Company. When formulating and considering the profit distribution plan, especially the specific proposal on cash dividend distribution, the Board shall conduct research and analysis on certain matters such as the timing, conditions, minimum proportion and conditions for adjustment in respect of the cash dividend distribution. When the independent directors consider that the specific plan of cash dividends might be detrimental to the interests of the Company or minority shareholders, they shall have the right to express independent opinions. The Board of Directors does not adopt or does not fully adopt the opinions of the independent directors, the opinions of the independent directors and the specific reasons for the non-acceptance shall be recorded in the board resolution and be disclosed. The profit distribution plan of the Company shall be submitted to the shareholders' general meeting for approval after being considered and passed by the Board. Before the cash dividend distribution plan is considered at the shareholders' general meeting, different channels should be used to proactively communicate and interact with shareholders, in particular, the minority shareholders, and the Company shall fully hear the opinions and demands of minority shareholders and timely answer the questions raised by minority shareholders. Also, minority shareholders' opinions and requests shall be fully taken into consideration when the profit distribution plan is considered at the shareholders' general meeting. After the profit distribution plan has been resolved at the shareholders' general meeting, the Board of the Company shall complete the distribution of dividends (or shares) within two months after the meeting. The amount of cash dividends to be distributed to the holders of overseas-listed shares shall be converted from Renminbi into Hong Kong dollar at the median rate announced by the People's Bank of China on the first business day immediately following the day on which the resolution has been passed at the shareholders' general meeting of the Company.	The profit distribution plan of the Company shall be proposed and prepared by the Board in accordance with the provisions of these Articles of Association and the actual operating condition of the Company. When formulating and considering the profit distribution plan, especially the specific proposal on cash dividend distribution, the Board shall conduct research and analysis on certain matters such as the timing, conditions, minimum proportion and conditions for adjustment in respect of the cash dividend distribution. When the independent directors consider that the specific plan of cash dividends might be detrimental to the interests of the Company or minority shareholders, they shall have the right to express independent opinions. The Board of Directors does not adopt or does not fully adopt the opinions of the independent directors, the opinions of the independent directors and the specific reasons for the non-acceptance shall be recorded in the board resolution and be disclosed. The profit distribution plan of the Company shall be submitted to the shareholders' general meeting for approval after being considered and passed by the Board. Before the cash dividend distribution plan is considered at the shareholders' general meeting, different channels should be used to proactively communicate and interact with shareholders, in particular, the minority shareholders, and the Company shall fully hear the opinions and demands of minority shareholders and timely answer the questions raised by minority shareholders. Also, minority shareholders' opinions and requests shall be fully taken into consideration when the profit distribution plan is considered at the shareholders' general meeting. After the profit distribution plan has been resolved at the shareholders' general meeting, the Board of the Company shall complete the distribution of dividends (or shares) within two months after the meeting. The amount of cash dividends to be distributed to the holders of overseas-listed shares shall be converted from Renminbi into Hong Kong dollar at the median rate announced by the People's Bank of China on the first business day immediately following the day on which the resolution has been passed at the shareholders' general meeting of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
182	Article 265 The Company maintains an internal audit system, **with professional audit personnel performing internal audit on the financial income and expenses and economic activities of the Company**.	Article 229 The Company maintains an internal audit system, **specifying the leadership system, responsibilities and authorities, staffing, fund guarantee, application of audit results and accountability etc. for internal audit work**.
183	Article 266 The internal audit system **and the duties of audit personnel** shall be implemented upon the approval of the Board of Directors. **The head of audit shall be accountable and report to the Board of Directors.**	Article 230 The internal audit system shall be implemented upon the approval of the Board of Directors **and disclosed to the public**.
184	Addition	Article 231 **The Company's internal audit institution supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.** **The Company shall establish a separate internal audit institution equipped with dedicated audit personnel. This institution shall neither be placed under the leadership of the finance department nor operates in the same office as the finance department.**
185	Addition	Article 232 **The internal audit institution is accountable to the Board of Directors.** **During the supervision and inspection of the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall be subject to the oversight and guidance of the Audit Committee. If the internal audit institution discovers any significant issues or leads, it shall immediately report directly to the Audit Committee.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
186	Addition	Article 233 **The internal audit institution is responsible for the specific organisation and implementation of the Company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee, along with relevant materials, the Company shall issue its annual internal control evaluation report.**
187	Addition	Article 234 **When the Audit Committee communicates with external audit institutions such as accounting firms, the internal audit institution shall actively cooperate and provide necessary support and assistance.**
188	Addition	Article 235 **The Audit Committee participates in the assessment of the person in charge of internal audit.**
189	Article 267 The Company shall engage an accounting firm as required under the Securities Law to audit the Company's annual financial reports and review the Company's other financial reports, net assets verification and other related consulting services for a term of one year from the conclusion of the annual general meeting until the conclusion of the next annual general meeting. The appointment of accounting firm may be renewed upon the expiry of its term. The Company may also, according to its needs, engage a foreign accounting firm which meets relevant requirements of the PRC to conduct audit and review of its financial reports.	Article 236 The Company shall engage an accounting firm as required under the Securities Law to audit the Company's annual financial reports and review the Company's other financial reports, net assets verification and other related consulting services for a term of one year from the conclusion of the annual general meeting until the conclusion of the next annual general meeting. The appointment of accounting firm may be renewed upon the expiry of its term. The Company may also, according to its needs, engage a foreign accounting firm which meets relevant requirements of the PRC to conduct audit and review of its financial reports.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
190	Article 268 The Company's engagement and removal of an accounting firm shall be subject to the resolution of the general meeting, and the Board of Directors shall not engage the accounting firm until the general meeting makes its decision.	Article 237 The Company's engagement and removal of an accounting firm shall be subject to the resolution of the general meeting, and the Board of Directors shall not engage the accounting firm until the general meeting makes its decision.
191	Article 269 The accounting firm engaged by the Company shall have the following rights: (1) To inspect the Company's financial statements, records and vouchers, and to request the Company's directors, **President or other** senior management to provide relevant information and explanations; (2) To request the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations deemed necessary by the accounting firm in performing its functions; (3) To participate in shareholders' general meetings, obtain any meeting notices or other information about meetings which any shareholders are entitled to, and speak at any shareholders' general meetings on matters relating to its capacity as the accounting firm of the Company.	Article 238 The accounting firm engaged by the Company shall have the following rights: (1) To inspect the Company's financial statements, records and vouchers, and to request the Company's directors, senior management to provide relevant information and explanations; (2) To request the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations deemed necessary by the accounting firm in performing its functions; (3) To participate in shareholders' general meetings, obtain any meeting notices or other information about meetings which any shareholders are entitled to, and speak at any shareholders' general meetings on matters relating to its capacity as the accounting firm of the Company.
192	Article 271 The audit fee of the accounting firm shall be ascertained by the shareholders' general meeting.	Article 240 The audit fee of the accounting firm shall be ascertained by the shareholders' general meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
193	Article 272 Notwithstanding the terms of the contract between the accounting firm and the Company, the engagement of the accounting firm may be terminated prior to the expiry of its term at a shareholders' general meeting by an ordinary resolution. If the relevant accounting firm has the right to make claims against the Company on account of the termination, such right will not be prejudiced in this regard.	Article 241 Notwithstanding the terms of the contract between the accounting firm and the Company, the engagement of the accounting firm may be terminated prior to the expiry of its term at a shareholders' general meeting by an ordinary resolution. If the relevant accounting firm has the right to make claims against the Company on account of the termination, such right will not be prejudiced in this regard.
194	Article 273 If the Company intends to terminate or cease to renew the engagement of an accounting firm, a notice 60 days prior to the termination of engagement or renewal shall be given to that accounting firm. The accounting firm shall be entitled to make a statement at the shareholders' general meeting at the time of voting upon ceasing the engagement of such public accountants' firm. Where the accounting firm tenders resignation, it shall explain to the shareholders' general meeting whether there are any improper practices of the Company.	Article 242 If the Company intends to terminate or cease to renew the engagement of an accounting firm, a notice 60 days prior to the termination of engagement or renewal shall be given to that accounting firm. The accounting firm shall be entitled to make a statement at the shareholders' general meeting at the time of voting upon ceasing the engagement of such public accountants' firm. Where the accounting firm tenders resignation, it shall explain to the shareholders' general meeting whether there are any improper practices of the Company.
195	**Chapter 12 Notices and Announcements** Article 276 Any notice for convening a shareholders' general meeting of the Company shall be given by way of an announcement.	**Chapter 10 Notices and Announcements** Article 245 Any notice for convening a shareholders' general meeting of the Company shall be given by way of an announcement.
196	**Article 278 Any notice for convening a meeting of the Supervisory Committee of the Company shall be given by a notice in writing.**	Deletion

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
197	Article 279 Unless otherwise stipulated in these Articles of Association, corporate communication (as defined in Hong Kong Listing Rules), such as notices, information or written statements, sent to holders of overseas-listed foreign shares by the Company may be delivered by hand or by prepaid post to the registered address of each holder of overseas-listed foreign shares. The Company may deliver its corporate communication in electronic way in accordance with the provisions of Hong Kong Listing Rules, provided that the Company has made appropriate arrangements and is in compliance with the provisions of Hong Kong Listing Rules regarding delivery of corporate communication in electronic way. By giving a written notice to the Company, overseas-listed foreign shares holders of the Company may select receiving corporate communication from the Company either in electronic way or by post. The shareholder may also select only receive corporate communication in either Chinese or English or both Chinese and English. The shareholder may also give a written notice to the Company in advance within reasonable time to amend his or her choice of the mean to receive the aforesaid communication and language version(s) according to appropriate procedures.	Article 247 Unless otherwise stipulated in these Articles of Association, corporate communication **and/or actionable corporate communication** (as defined **respectively** in Hong Kong Listing Rules), such as notices, information or written statements, sent to holders of overseas-listed foreign shares by the Company may be delivered by hand or by prepaid post to the registered address of each holder of overseas-listed foreign shares. The Company may deliver its corporate communication **and/or actionable corporate communication** in electronic way in accordance with the provisions of Hong Kong Listing Rules, provided that the Company has made appropriate arrangements and is in compliance with the provisions of Hong Kong Listing Rules regarding delivery of corporate communication **and/or actionable corporate communication** in electronic way. By giving a written notice to the Company, overseas-listed foreign shares holders of the Company may select receiving corporate communication **and/or actionable corporate communication** from the Company either in electronic way or by post. The shareholder may also select only receive corporate communication **and/or actionable corporate communication** in either Chinese or English or both Chinese and English. The shareholder may also give a written notice to the Company in advance within reasonable time to amend his or her choice of the mean to receive the aforesaid communication and language version(s) according to appropriate procedures.
198	Article 281 An accidental omission of giving notice of a meeting to a person entitled to receive such notice or such person's failure to receive such notice shall not invalidate the meeting or the resolutions adopted at the meeting.	Article 249 **Merely an** accidental omission of giving notice of a meeting to a person entitled to receive such notice or such person's failure to receive such notice shall not invalidate the meeting or the resolutions adopted at the meeting.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
199	Article 283 The Company has designated **any one of the Securities Times, China Securities Journal and Shanghai Securities News** as the journal for publishing the Company's announcements and other information which needed to be disclosed in relation to the A Shares. The Company has also designated the website of CNINFO (http://www.cninfo.com.cn) as the website for publishing the Company's announcements and other information which needed to be disclosed in relation to the A Shares. The Company has designated the website of the Hong Kong Stock Exchange Limited (www.hkexnews.hk) as the website for publishing the Company's announcements and other information which needed to be disclosed in relation to the H Shares. If the Company's information cannot be disclosed in a timely manner through abovementioned newspapers or website, the Company shall publish the relevant information disclosure contents on the website of the stock exchange and the media meeting the conditions specified by the CSRC.	Article 251 The Company has designated **newspapers and magazines that meet the conditions stipulated by CSRC** as the journal for publishing the Company's announcements and other information which needed to be disclosed in relation to the A Shares. The Company has also designated the website of CNINFO (http://www.cninfo.com.cn) as the website for publishing the Company's announcements and other information which needed to be disclosed in relation to the A Shares. The Company has designated the website of the Hong Kong Stock Exchange Limited (www.hkexnews.hk) as the website for publishing the Company's announcements and other information which needed to be disclosed in relation to the H Shares. If the Company's information cannot be disclosed in a timely manner through abovementioned newspapers or website, the Company shall publish the relevant information disclosure contents on the website of the stock exchange and the media meeting the conditions specified by the CSRC.
200	**Chapter 13 Merger, Division, Increment and Reduction in Registered Capital, Dissolution and Liquidation** Addition	**Chapter 11 Merger, Division, Increment and Reduction in Registered Capital, Dissolution and Liquidation** Article 254 **Where the price paid for a merger does not exceed 10 per cent of the Company's net assets, the merger may be resolved without shareholders' general meeting, unless otherwise provided for in these Articles of Association.** **Where a merger of companies is not resolved by the shareholders' general meeting in accordance with the preceding paragraph, it shall be resolved by the Board of Directors.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
201	Article 286 As far as mergers are concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and shall make an announcement in one or more newspapers designated by the CSRC within 30 days from the date of passage of the resolution on the merger. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.	Article 255 As far as mergers are concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and shall make an announcement in one or more newspapers designated by the CSRC **or the National Enterprise Credit Information Publicity System** within 30 days from the date of passage of the resolution on the merger. Creditors may, within 30 days upon receipt of the notification, (or for creditors who have not received such notification, within 45 days after the date of announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.
202	Article 287 Upon merger of the Company, the subsisting company after the merger or a newly-established company shall succeed to the creditors' rights and indebtedness of parties to the merger.	Article 256 Upon merger of the Company, the subsisting company after the merger or a newly-established company shall succeed to the creditors' rights and indebtedness of parties to the merger.
203	Article 288 As far as divisions are concerned, property of the Company shall be split up accordingly. Upon division, the parties relative to the division shall sign a division agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and shall make an announcement in one or more newspapers designated by the CSRC within 30 days from the date of passage of the resolution on the division.	Article 257 As far as divisions are concerned, property of the Company shall be split up accordingly. Upon division, the parties relative to the division shall sign a division agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days, and shall make an announcement in one or more newspapers designated by the CSRC **or the National Enterprise Credit Information Publicity System** within 30 days from the date of passage of the resolution on the division.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
204	Article 290 As far as reductions in its registered capital are concerned, the Company shall prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days from the date of **passage** of the resolution on such reduction, and shall make an announcement within 30 days from the same date on media designated for information disclosure in these Articles of Association. Creditors are entitled to, within 30 days upon receipt of the notification, or for creditors who have not received such notification, within 45 days after the date of announcement, request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness. **The registered capital of the Company after such reduction shall not be less than the statutory minimum amount of registered capital.**	Article 259 As far as reductions in its registered capital are concerned, the Company shall prepare the balance sheet and a list of property. The Company shall notify its creditors within 10 days from the date of **passing** of the resolution on such reduction **at the shareholders' general meeting**, and shall make an announcement within 30 days from the same date on media designated for information disclosure in these Articles of Association **or the National Enterprise Credit Information Publicity System**. Creditors are entitled to, within 30 days upon receipt of the notification, or for creditors who have not received such notification, within 45 days after the date of announcement, request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness. **Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or these Articles of Association.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
205	Addition	Article 260 **Where the Company still incurs losses after making up its losses in accordance with Paragraph 2 of Article 225 of these Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or share payments.** **The provisions of the Paragraph 2 of Article 259 of these Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding article. The Company shall make an announcement on media designated for information disclosure in these Articles of Association or the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at the shareholders' general meeting.** **After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulated amount of the statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.**
206	Addition	Article 261 **If the reduction of the registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.**
207	Addition	Article 262 **Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise provided in these Articles of Association or the general meeting resolves that the shareholders shall have pre-emptive right.**

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
208	Article 292 The Company shall be dissolved upon the occurrence of any of the following events: (1) The term of operation prescribed by these Articles of Association expires or any other cause for dissolution specified in these Articles of Association arises; (2) A resolution on dissolution has been passed at a shareholders' general meeting; (3) The Company has to be dissolved as a result of its merger or division; (4) The Company is declared bankruptcy pursuant to law due to its failure to repay debts due; (5) The business license has been cancelled or the Company has been ordered to close down its operations, or it has been wound up according to laws; (6) **A shareholder who holds** more than 10% of the voting rights of **all shareholders** may petition the people's court to dissolve the Company on the basis that there are serious difficulties in the operation and management of the Company whose subsistence will significantly jeopardise the shareholders' interests and that such difficulties cannot be resolved by any other means.	Article 264 The Company shall be dissolved upon the occurrence of any of the following events: (1) The term of operation prescribed by these Articles of Association expires or any other cause for dissolution specified in these Articles of Association arises; (2) A resolution on dissolution has been passed at a shareholders' general meeting; (3) The Company has to be dissolved as a result of its merger or division; (4) The Company is declared bankruptcy pursuant to law due to its failure to repay debts due; (5) The business license has been cancelled or the Company has been ordered to close down its operations, or it has been wound up according to laws; (6) **Shareholders holding** more than 10% of the voting rights of **the Company** may petition the people's court to dissolve the Company on the basis that there are serious difficulties in the operation and management of the Company whose subsistence will significantly jeopardise the shareholders' interests and that such difficulties cannot be resolved by any other means. **Upon the occurrence of events of dissolution specified in the preceding paragraph, the Company shall publicize the events of dissolution through the National Enterprise Credit Information Publicity System within 10 days.**
209	Article 293 Upon the occurrence of the situation mentioned in **Item** (1) of Article **292**, the Company may continue to exist by amending these Articles of Association. The amendment of these Articles of Association pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.	Article 265 Upon the occurrence of the situation mentioned in **Items** (1) **and (2)** of Article **264, and the Company has not distributed any property to its shareholders,** the Company may continue to exist by amending these Articles of Association **or by resolution of the shareholders' general meetings.** The amendment of these Articles of Association **or resolutions of the shareholders' general meetings** pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
210	Article 294 If the Company is dissolved pursuant to Items (1) and (2), (5) and (6) of Article **292** hereof, a liquidation **team** shall be **formed to start the liquidation** within 15 days from the date on which the causes for dissolution arise. The liquidation team shall be composed of **the personnel determined by the** Directors **or at** a shareholders' general meeting. **If no liquidation team is formed for the purpose of liquidation within the time limit, a creditor may lodge an application to the people's court for designating the relevant persons to form the liquidation team in respect of the liquidation.**	Article 266 If the Company is dissolved pursuant to Items (1) and (2), (5) and (6) of Article **264** hereof, a liquidation shall be **carried out. The Directors are the obligor of liquidation of the Company, and shall establish a liquidation team to carry out liquidation** within 15 days from the date on which the causes for dissolution arise. The liquidation team shall be composed of Directors**, unless it is otherwise provided for in these Articles of Association or elected by** a shareholders' general meeting. **If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.**
211	Article 295 The liquidation team shall exercise the following functions and powers during the course of liquidation: (1) To sort out the Company's property and prepare the balance sheet and a list of property; (2) To make notices or announcements to creditors; (3) To deal with and settle the outstanding business of the Company in relation to the liquidation; (4) To pay the outstanding taxes and taxes incurred during the course of liquidation; (5) To settle all creditors' rights and indebtedness; (6) To **dispose** of the Company's residual assets after the settlement of its liabilities; (7) To attend any civil proceedings on behalf of the Company.	Article 267 The liquidation team shall exercise the following functions and powers during the course of liquidation: (1) To sort out the Company's property and prepare the balance sheet and a list of property; (2) To make notices or announcements to creditors; (3) To deal with and settle the outstanding business of the Company in relation to the liquidation; (4) To pay the outstanding taxes and taxes incurred during the course of liquidation; (5) To settle all creditors' rights and indebtedness; (6) To **allocate** of the Company's residual assets after the settlement of its liabilities; (7) To attend any civil proceedings on behalf of the Company.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
212	Article 296 The liquidation team shall notify creditors within 10 days, and shall make an announcement in one or more newspapers designated by the CSRC within 60 days, from the date of formation. Creditors shall report its claims to the liquidation team within 30 days after the date of receipt of the notice, or within 45 days after the date of the announcement if no notice is received. In reporting a claim, a creditor shall explain the relevant particulars of its claim and provide supporting materials. The liquidation team shall register the claim. During the period of reporting claims, the liquidation team shall make no settlement with creditors.	Article 268 The liquidation team shall notify creditors within 10 days, and shall make an announcement in one or more newspapers designated by the CSRC **or the National Enterprise Credit Information Publicity System** within 60 days, from the date of formation. Creditors shall report its claims to the liquidation team within 30 days after the date of receipt of the notice, or within 45 days after the date of the announcement if no notice is received. In reporting a claim, a creditor shall explain the relevant particulars of its claim and provide supporting materials. The liquidation team shall register the claim. During the period of reporting claims, the liquidation team shall make no settlement with creditors.
213	Article 297 After the Company's property has been sorted out and the balance sheet and a list of property have been prepared, the liquidation team shall formulate a proposal for liquidation and report the same to the shareholders' general meeting or the people's court for confirmation. The residual property after the respective settlement of the liquidation expenses, staff wages, social insurance expenses and statutory compensation, the payment of taxes in arrears and the discharge of the Company's liabilities shall be distributed according to shareholdings held by the shareholders. During the period of liquidation, the Company shall subsist, but cannot carry on any operating activities that are not related to the liquidation. The property of the Company shall not be distributed among the shareholders before the completion of the settlements as provided for in the preceding paragraph.	Article 269 After the Company's property has been sorted out and the balance sheet and a list of property have been prepared, the liquidation team shall formulate a proposal for liquidation and report the same to the shareholders' general meeting or the people's court for confirmation. The residual property after the respective settlement of the liquidation expenses, staff wages, social insurance expenses and statutory compensation, the payment of taxes in arrears and the discharge of the Company's liabilities shall be distributed according to shareholdings held by the shareholders. During the period of liquidation, the Company shall subsist, but cannot carry on any operating activities that are not related to the liquidation. The property of the Company shall not be distributed among the shareholders before the completion of the settlements as provided for in the preceding paragraph.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
214	Article 298 The liquidation team shall apply to the people's court for the declaration of bankruptcy according to law if they find that the Company's property is insufficient to settle its indebtedness after the Company's property has been sorted out and the balance sheet and a list of property have been prepared. **If the Company declares its bankruptcy pursuant to a ruling of the people's court,** the liquidation team shall transfer the liquidation affairs to the people's court.	Article 270 The liquidation team shall apply to the people's court for the declaration of bankruptcy **and liquidation** according to law if they find that the Company's property is insufficient to settle its indebtedness after the Company's property has been sorted out and the balance sheet and a list of property have been prepared. **Once the people's court accepts the bankruptcy application,** the liquidation team shall transfer the liquidation affairs to **the bankruptcy administrator designated by** the people's court.
215	Article 299 After the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit the same to a shareholders' general meeting or the people's court for confirmation, and shall file the aforesaid documents with the company registration authority for the purpose of applying for the deregistration of the Company. **An announcement of the termination of the Company shall be made.**	Article 271 After the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit the same to a shareholders' general meeting or the people's court for confirmation, and shall file the aforesaid documents with the company registration authority for the purpose of applying for the deregistration of the Company.
216	Article 300 Members of the liquidation team shall perform their **duty honestly and discharge the obligation of liquidation in accordance with laws.** Members of the liquidation team shall not take personal advantage of their posts to take bribes, receive other illegal incomes, or misappropriate assets of the Company. Members of the liquidation team shall compensate the losses brought to the Company or the creditors due to their intentional or gross negligence.	Article 272 Members of the liquidation team shall perform their **liquidation duties and have obligations of loyalty and diligence.** Members of the liquidation team shall not take personal advantage of their posts to take bribes, receive other illegal incomes, or misappropriate assets of the Company. **Members of the liquidation team shall compensate the losses brought to the Company due to their negligence to perform the liquidation duties;** members of the liquidation team shall compensate the losses brought to the Company or the creditors due to their intentional or gross negligence.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
217	**Chapter 14 Amendments to Articles of Association** Article 302 The Company may amend these Articles of Association in accordance with the relevant provisions of the laws, administrative regulations and these Articles of Association. The Company shall amend these Articles of Association under any of the following circumstances: (1) Following amendments to the Company Law or the relevant laws or administrative regulations, any provisions of these Articles of Association contravene the amended laws or administrative regulations; (2) Any changes in the Company are inconsistent with the provisions of these Articles of Association; (3) Amendments to these Articles of Association are resolved at a shareholders' general meeting.	**Chapter 12 Amendments to Articles of Association** Article 274 The Company may amend these Articles of Association in accordance with the relevant provisions of the laws, administrative regulations and these Articles of Association. The Company shall amend these Articles of Association under any of the following circumstances: (1) Following amendments to the Company Law or the relevant laws or administrative regulations, any provisions of these Articles of Association contravene the amended laws or administrative regulations; (2) Any changes in the Company are inconsistent with the provisions of these Articles of Association; (3) Amendments to these Articles of Association are resolved at a shareholders' general meeting.
218	Article 303 Any amendment to these Articles of Association passed by a resolution at a shareholders' general meeting shall be filed with the original competent authorities for approval if it is so required; and if an amendment is relevant to any registration items of the Company, modifications of the registration shall be completed according to law.	Article 275 Any amendment to these Articles of Association passed by a resolution at a shareholders' general meeting shall be filed with the original competent authorities for approval if it is so required; and if an amendment is relevant to any registration items of the Company, modifications of the registration shall be completed according to law.
219	Article 304 Amendments to these Articles of Association shall be made by the Board of Directors in accordance with a resolution tabled at a shareholders' general meeting on amendments to these Articles of Association and opinions of the relevant competent authorities on review and approval.	Article 276 Amendments to these Articles of Association shall be made by the Board of Directors in accordance with a resolution tabled at a shareholders' general meeting on amendments to these Articles of Association and opinions of the relevant competent authorities on review and approval.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
220	**Chapter 15 Dispute Resolution** Article 306 The Company shall comply with the rules on dispute resolution set forth as follows: (1) Whenever any disputes or claims arise from any rights or obligations conferred or imposed by these Articles of Association, the Company Law or other relevant laws and administrative regulations concerning the affairs of the company between a holder of overseas-listed foreign shares and the Company; or between a holder of overseas-listed foreign shares and a director or **supervisor or the President or other** senior management personnel of the Company; or between a holder of overseas-listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration. Where a dispute or claim described above is referred to arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are a company or its shareholders, directors**, supervisors, President or other** senior management personnel, shall submit to arbitration. Disputes over who is a shareholder and over the share register may be resolved by any means other than arbitration.	**Chapter 13 Dispute Resolution** Article 278 The Company shall comply with the rules on dispute resolution set forth as follows: (1) Whenever any disputes or claims arise from any rights or obligations conferred or imposed by these Articles of Association, the Company Law or other relevant laws and administrative regulations concerning the affairs of the company between a holder of overseas-listed foreign shares and the Company; or between a holder of overseas-listed foreign shares and a director or senior management personnel of the Company; or between a holder of overseas-listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such disputes and claims through arbitration. Where a dispute or claim described above is referred to arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are a company or its shareholders, directors or senior management personnel, shall submit to arbitration. Disputes over who is a shareholder and over the share register may be resolved by any means other than arbitration.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
	(2) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration. If the party seeking arbitration elects to have the dispute or claim arbitrated at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre. (3) The laws of the People's Republic of China shall govern the arbitration of disputes or claims described in Item (1) above, unless otherwise provided by law or administrative regulations. (4) The award of the arbitral body is final and shall be binding on the parties thereto.	(2) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration. If the party seeking arbitration elects to have the dispute or claim arbitrated at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre. (3) The laws of the People's Republic of China shall govern the arbitration of disputes or claims described in Item (1) above, unless otherwise provided by law or administrative regulations. (4) The award of the arbitral body is final and shall be binding on the parties thereto.

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
221	**Chapter 16 Supplemental Provisions** Article 307 Definitions (1) A controlling shareholder shall mean a shareholder who holds more than 50% of the total share capital of the Company or who holds less than 50% of the total share capital but holds voting rights sufficient to have a material impact on resolutions of the shareholders' general meeting. (2) A de facto controller shall mean **any person who is not a shareholder of the Company, but has** de facto control over actions of the Company through the investment relationship, an agreement or other arrangements. (3) Connected relationship shall mean the relationship between a controlling shareholder, de facto controller, director**, supervisor** or senior management personnel of the Company and their directly or indirectly controlled enterprises and other relationships which may result in the transfer of the Company's interests. However, state-owned enterprises may not have connected relationships merely because they are under common control of the State. (4) Accounting firms shall have the same meaning as "auditors".	**Chapter 14 Supplemental Provisions** Article 279 Definitions (1) A controlling shareholder shall mean a shareholder who holds more than 50% of the total share capital of the Company or who holds less than 50% of the total share capital but holds voting rights sufficient to have a material impact on resolutions of the shareholders' general meeting. (2) A de facto controller shall mean **natural, legal person or other organizations who has/have** de facto control over actions of the Company through the investment relationship, an agreement or other arrangements. (3) Connected relationship shall mean the relationship between a controlling shareholder, de facto controller, director or senior management personnel of the Company and their directly or indirectly controlled enterprises and other relationships which may result in the transfer of the Company's interests. However, state-owned enterprises may not have connected relationships merely because they are under common control of the State. (4) Accounting firms shall have the same meaning as "auditors".

No.	Articles of the Existing Articles of Association	Articles of the Amended Articles of Association
222	Article 308 The Board of Directors may formulate by-laws pursuant to the provisions of these Articles of Association. Such by-laws shall not be in conflict with the provisions of these Articles of Association.	Article 280 The Board of Directors may formulate by-laws pursuant to the provisions of these Articles of Association. Such by-laws shall not be in conflict with the provisions of these Articles of Association.
223	Article 311 All references to "over", "within" **and "below"** in these Articles of Association shall be inclusive of the stated figure; all references to **"not more than"**, "other than", "lower than", "more than", "over" and "exceed" shall be exclusive of the stated figure; while a reference to "include" means including but not limited to relevant matters or issues stated.	Article 283 All references to "over", "within" in these Articles of Association shall be inclusive of the stated figure; all references to **"above"**, "other than", "lower than", "more than", "over" and "exceed" shall be exclusive of the stated figure; while a reference to "include" means including but not limited to relevant matters or issues stated.

Save for the above amendments to the provisions, due to the deletion or the addition of certain articles, the numbers of articles and any cross-reference of the numbering of the articles in the Articles of Association shall be revised accordingly. Relevant provisions only involve adjustments to the above-mentioned contents are not presented on an article-by-article basis.

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS OF CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
1	Article 1 The Rules of Procedure for the General Meetings (the "Rules of Procedure") is formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Rules for General Meetings of Listed Companies (the "Rules"), Governance Standards of Listed Companies (the "Governance Standards"), Articles of Association of China International Marine Containers (Group) Co., Ltd. (the "Articles of Association") and other relevant laws, administrative regulations, department rules and normative documents to ensure the smooth progress of the general meetings, improve the working efficiency of the general meetings, protect the legal rights and interests of the shareholders, and the ability of the general meetings to discharge its duties legally as well as the legality and validity of its procedures and resolutions.	Article 1 The Rules of Procedure for the General Meetings (the "Rules of Procedure") is formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Rules for General Meetings of Listed Companies (the "Rules"), Governance Standards of Listed Companies (the "Governance Standards"), Articles of Association of China International Marine Containers (Group) Co., Ltd. (the "Articles of Association") and other relevant laws, administrative regulations, department rules and normative documents to ensure the smooth progress of the general meetings, improve the working efficiency of the general meetings, protect the legal rights and interests of the shareholders, and the ability of the general meetings to discharge its duties legally as well as the legality and validity of its procedures and resolutions.
2	Article 2 The general meeting is the highest decision-making authority of China International Marine Containers (Group) Co., Ltd. (the "Company"), and makes decision on important matters according to the Company Law, Rules, Governance Standards, Articles of Association and the Rules of Procedure. The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations, the Rules and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law. The Board shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.	Article 2 The general meeting is the highest decision-making authority of China International Marine Containers (Group) Co., Ltd. (the "Company"), and makes decision on important matters according to the Company Law, Rules, Governance Standards, Articles of Association and the Rules of Procedure. The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations, the Rules and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law. The Board shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
3	**Chapter II General Rules for the General Meeting** Article 3 The general meeting is the organ of power of the Company and exercises the following functions and powers according to laws: (i) **deciding the management policies and investment plans of the Company;** (ii) electing and replacing the directors **and supervisors other than the employee representatives**; (iii) deciding the remuneration issues for the directors **and supervisors;** (iv) reviewing and approving the reports of the Board of Directors; (v) **reviewing and approving the reports of the Board of Supervisors;** (vi) **reviewing and approving the annual financial budget plans and final accounting plans of the Company;** (vii) reviewing and approving the profit distribution plan and loss recovery plan of the Company; (viii) making resolution on the increase or decrease of the registered capital of the Company; (ix) making resolution on the issuance of bonds; (x) making resolution on the merger, separation, dissolution, liquidation or change of company type of the Company;	**Chapter II General Rules for the General Meeting** Article 3 **The general meeting of the Company is composed of all shareholders.** The general meeting is the organ of power of the Company and exercises the following functions and powers according to laws: (i) electing and replacing the directors**,** decide on the remuneration of Directors; (ii) reviewing and approving the reports of the Board of Directors; (iii) reviewing and approving the profit distribution plan and loss recovery plan of the Company; (iv) making resolution on the increase or decrease of the registered capital of the Company; (v) making resolution on the issuance of bonds; (vi) making resolution on the merger, separation, dissolution, liquidation or change of company type of the Company; (vii) amending the Articles of Association; (viii) making resolution on the engagement or removal of the accounting firm **which undertakes the audit work of the Company**; (ix) reviewing and approving the guarantee matters set out in Article 4 of the Rules of Procedure; (x) reviewing the matters involving the purchase or disposal of substantial assets within 1 year which account for more than 30% of the audited total assets of the Company in the latest period;

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
	(xi) amending the Articles of Association; (xii) making resolution on the engagement or removal of the accounting firm; (xiii) reviewing and approving the guarantee matters set out in Article 4 of the Rules of Procedure; (xiv) reviewing the matters involving the purchase or disposal of substantial assets within 1 year which account for more than 30% of the audited total assets of the Company in the latest period; (xv) reviewing and approving change of use in the proceeds; (xvi) reviewing the equity incentive plan and employee share ownership scheme; **(xvii) reviewing the connected transactions that should be reviewed by the general meeting;** (xviii) reviewing other matters that should be decided by the general meeting according to the laws, administrative regulations, department rules and Articles of Association.	(xi) reviewing and approving change of use in the proceeds; (xii) reviewing the equity incentive plan and employee share ownership scheme; (xiii) reviewing other matters that should be decided by the general meeting according to the laws, administrative regulations, department rules and Articles of Association. **The general meeting may authorise the Board of Directors to make resolutions regarding the issuance of shares, corporate bonds convertible into shares and the issuance of corporate bonds, provided that such actions comply with applicable laws and regulations. The specific implementation shall be in compliance with the provisions of laws, administrative regulations and the securities regulatory rules of the jurisdiction where the Company's shares are listed.**

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
4	Article 4 The following external guarantees of the Company must be reviewed and approved by the general meeting. (i) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company for the latest period; (ii) any accumulated guarantee amount provided within recent 12 months exceeding 30% of the Company's latest audited total assets; (iii) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeding 30% of the Company's latest audited total assets; (iv) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70% as shown in the most recently financial statement; (v) any single guarantee whose amount exceeds 10% of the audited net assets of the Company for the latest period; (vi) any guarantee provided to the shareholder, actual controller and its related party; (vii) other external guarantees which are subject to consideration at a **shareholder's** general meeting as required by relevant laws, regulations, provisions, rules and these Articles of Association. The Directors, senior management or other relevant personnel of the Company shall be held responsible for any loss caused to the Company by their breach of required approvals procedures or signing of contracts for external guarantees without authorization or neglect of duties.	Article 4 The following external guarantees of the Company must be reviewed and approved by the general meeting. (i) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company for the latest period; (ii) any accumulated guarantee amount provided within recent 12 months exceeding 30% of the Company's latest audited total assets; (iii) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeding 30% of the Company's latest audited total assets; (iv) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70% as shown in the most recently financial statement; (v) any single guarantee whose amount exceeds 10% of the audited net assets of the Company for the latest period; (vi) any guarantee provided to the shareholder, actual controller and its related party; (vii) other external guarantees which are subject to consideration at a general meeting as required by relevant laws, regulations, provisions, rules and these Articles of Association. The Directors, senior management or other relevant personnel of the Company shall be held responsible for any loss caused to the Company by their breach of required approvals procedures or signing of contracts for external guarantees without authorization or neglect of duties.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
5	Article 5 When the proposal for providing guarantee to the controlling shareholders, actual controller and its related parties is reviewed by the general meeting, actual controller and its related parties, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be passed by more than half of the votes of other shareholders present at the meeting. When the Company provides guarantees to the controlling shareholders, actual controller and its related parties, it must ask the counterparty to provide counter-guarantee, and the counter-guarantee provider shall have the actual performance capability. The external guarantee mentioned in the Articles of Association refers to the guarantee provided by the Company for other parties, including the guarantee provided by the Company to its controlling subsidiaries. The total amount of the external guarantees provided by the Company and its controlling subsidiaries refers to the sum of the total amount of the external guarantees provided by the Company (including the guarantees provided to its controlling subsidiaries) and the total amount of the external guarantees provided by the controlling subsidiaries of the Company.	Article 5 When the proposal for providing guarantee to the controlling shareholders, actual controller and its related parties is reviewed by the general meeting, actual controller and its related parties, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be passed by more than half of the votes of other shareholders present at the meeting. When the Company provides guarantees to the controlling shareholders, actual controller and its related parties, it must ask the counterparty to provide counter-guarantee, and the counter-guarantee provider shall have the actual performance capability. The external guarantee mentioned in the Articles of Association refers to the guarantee provided by the Company for other parties, including the guarantee provided by the Company to its controlling subsidiaries. The total amount of the external guarantees provided by the Company and its controlling subsidiaries refers to the sum of the total amount of the external guarantees provided by the Company (including the guarantees provided to its controlling subsidiaries) and the total amount of the external guarantees provided by the controlling subsidiaries of the Company.
6	Article 6 The general meeting shall exercise its functions and powers within the scope specified in the Company Law and shall not interfere with the shareholder's disposal of his/her own rights.	Article 6 The general meeting shall exercise its functions and powers within the scope specified in the Company Law and shall not interfere with the shareholder's disposal of his/her own rights.
7	Article 7 The general meeting includes annual general meeting and extraordinary general meeting. The annual general meeting is held once every year, and shall be held within 6 months after the end of the previous fiscal year.	Article 7 The general meeting includes annual general meeting and extraordinary general meeting. The annual general meeting is held once every year, and shall be held within 6 months after the end of the previous fiscal year.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
8	Article 8 The extraordinary general meeting shall be held aperiodically. In case of the following situations, the Company shall hold the extraordinary general meeting within 2 months after the occurrence date of the relevant facts: (i) when the number of directors is less than 6; (ii) when the unrecovered loss of the Company reaches 1/3 of the total **paid-in** capital; (iii) upon the request of the shareholders separately or aggregately holding more than 10% of the Company's shares; (iv) when the Board of Directors considers necessary; (v) when the **Board of Supervisors** proposes to hold the extraordinary general meeting; (vi) other situations set out in the relevant laws, administrative regulations, department rules and Articles of Association. If the Company cannot hold the general meeting within the above-mentioned time limit, it shall report to the China Securities Regulatory Commission (the "**CSRC**") Shenzhen Branch and Shenzhen Stock Exchange, explain the relevant causes and publicly announce the matter.	Article 8 The extraordinary general meeting shall be held aperiodically. In case of the following situations, the Company shall hold the extraordinary general meeting within 2 months after the occurrence date of the relevant facts: (i) when the number of directors is less than 6; (ii) when the unrecovered loss of the Company reaches 1/3 of the total capital; (iii) upon the request of the shareholders separately or aggregately holding more than 10% of the Company's shares; (iv) when the Board of Directors considers necessary; (v) when the **Audit Committee** proposes to hold the extraordinary general meeting; (vi) other situations set out in the relevant laws, administrative regulations, department rules and Articles of Association. If the Company cannot hold the general meeting within the above-mentioned time limit, it shall report to the China Securities Regulatory Commission (the "**CSRC**") Shenzhen Branch and Shenzhen Stock Exchange, explain the relevant causes and publicly announce the matter.
9	Article 9 A shareholders' general meeting of the Company shall be convened at the domicile of the Company or a specific location set out in a notice of the **shareholders'** general meeting of the Company.	Article 9 A shareholders' general meeting of the Company shall be convened at the domicile of the Company or a specific location set out in a notice of the general meeting of the Company.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
10	Article 10 The general meeting shall be designated meeting venue and held in the form of onsite meeting. The time and venue of on-site meetings shall be convenient for shareholders' participation. After the notice of a general meeting is issued, the venue of the on-site meeting of such general meeting shall not be changed without valid reasons. If it is necessary to change, the convenor shall make an announcement and give the reasons at least two **trading** days prior to the on-site meeting. For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online **and** other channels for participation in shareholders' general meetings in accordance with applicable laws, administrative regulations and rules of the CSRC or these Articles of Association. Shareholders who attend the general meeting in the aforesaid manners shall be deemed as present.	Article 10 The general meeting shall be designated meeting venue and held in the form of onsite meeting. The time and venue of on-site meetings shall be convenient for shareholders' participation. After the notice of a general meeting is issued, the venue of the on-site meeting of such general meeting shall not be changed without valid reasons. If it is necessary to change, the convenor shall make an announcement and give the reasons at least two **working** days prior to the on-site meeting. **A general meeting may be convened physically by setting up a venue, or by means of electronic communication.** For the convenience of shareholders, the Company shall **also** provide secure, cost-efficient and accessible online **voting or** other channels for participation in shareholders' general meetings in accordance with applicable laws, administrative regulations and rules of the CSRC or these Articles of Association. Shareholders who attend the general meeting in the aforesaid manners shall be deemed as present.
11	Article 11 The time and procedures for voting via internet or other methods will be specifically stated by the Company in the notice of the general meeting. The voting online or by any other means shall be started not earlier than 3:00 p.m. on the day before the on-site general meeting is held and not later than 9:30 a.m. on the day when the on-site general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the on-site general meeting ends. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail.	Article 11 The time and procedures for voting via internet or other methods will be specifically stated by the Company in the notice of the general meeting. The voting online or by any other means shall be started not earlier than 3:00 p.m. on the day before the on-site general meeting is held and not later than 9:30 a.m. on the day when the on-site general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the on-site general meeting ends. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
12	Article 12 When the Company convenes general meeting, it shall engage legal counsel to provide legal opinions on the following issues and make announcement: (i) whether the convening and holding procedures of the general meeting comply with the relevant laws, administrative regulations, the Rules and Articles of Association; (ii) whether the attendees and convener have legal and valid qualification; (iii) whether the voting procedures and results are legal and effective; (iv) legal opinions on other issues upon the request of the Company.	Article 12 When the Company convenes general meeting, it shall engage legal counsel to provide legal opinions on the following issues and make announcement: (i) whether the convening and holding procedures of the general meeting comply with the relevant laws, administrative regulations, the Rules and Articles of Association; (ii) whether the attendees and convener have legal and valid qualification; (iii) whether the voting procedures and results are legal and effective; (iv) legal opinions on other issues upon the request of the Company.
13	Article 13 The Board of Directors and other convenors shall take necessary measures to maintain the normal order of the general meeting. The Company shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of shareholders and report to the relevant authorities for investigation. The attendees shall observe the disciplines of the general meeting and ensure the smooth convening of the meeting.	Article 13 The Board of Directors and other convenors shall take necessary measures to maintain the normal order of the general meeting. The Company shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of shareholders and report to the relevant authorities for investigation. The attendees shall observe the disciplines of the general meeting and ensure the smooth convening of the meeting.
14	Article 14 The Company shall adhere to the principle of simplicity when holding general meeting and shall not provide additional economic benefits to the shareholders (or proxies) attending the meeting.	Article 14 The Company shall adhere to the principle of simplicity when holding general meeting and shall not provide additional economic benefits to the shareholders (or proxies) attending the meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
15	**Chapter III Convening of the General Meeting** Article 15 The independent directors, the **Board of Supervisors** or shareholders severally or jointly holding 10% or more of the shares of the Company requisitioning the convening of extraordinary general meetings shall abide by the following procedures: (i) Two or more shareholders who hold individually or jointly an aggregate of 10% or more of the shares carrying voting rights at such meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting of the shareholders, specifying the objects of the meeting. The board of directors shall make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of the aforesaid written request according to laws, administrative regulations and these Articles of Association. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request. The independent directors are entitled to propose to the Board of Directors to convene the extraordinary general meeting. For the proposal of the independent directors to convene the extraordinary general meeting, the Board of Directors shall provide written feedback on whether it approves to convene the extraordinary general meeting within 10 days after receiving the proposal according to the provisions of the relevant laws, administrative regulations and Articles of Association.	**Chapter III Convening of the General Meeting** Article 15 **The board of directors shall convene the general meeting on time within the specified period.** The independent directors, the **Audit Committee** or shareholders severally or jointly holding 10% or more of the shares of the Company requisitioning the convening of extraordinary general meetings shall abide by the following procedures: (i) Two or more shareholders who hold individually or jointly an aggregate of 10% or more of the shares carrying voting rights at such meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting of the shareholders, specifying the objects of the meeting. The board of directors shall make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of the aforesaid written request according to laws, administrative regulations and these Articles of Association. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request. **Upon the approval of more than half of all the independent directors, the** independent directors are entitled to propose to the Board of Directors to convene the extraordinary general meeting. For the proposal of the independent directors to convene the extraordinary general meeting, the Board of Directors shall provide written feedback on whether it approves to convene the extraordinary general meeting within 10 days after receiving the proposal according to the provisions of the relevant laws, administrative regulations and Articles of Association.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
	The **Board of Supervisors** is entitled to propose to the Board of Directors to convene the extraordinary general meeting, provided that the proposal shall be made in written form. The Board of Directors shall provide written feedback on whether it approves to convene the extraordinary general meeting within 10 days after receiving the proposal according to the provisions of the relevant laws, administrative regulations and Articles of Association. (ii) If the Board of Directors approves to convene the extraordinary general meeting, it shall issue the notice of general meeting within 5 days after making the resolution of Board of Directors. If there is any change to the original proposal in the notice, it shall be approved by the original proposer. (iii) If the Board of Directors disapproves the proposal of the independent directors to convene the extraordinary general meeting, it shall explain the reasons and make announcement. (iv) If the Board of Directors disapproves the proposal of the **Board of Supervisors** to convene the extraordinary general meeting, or fails to provide feedback within 10 days after receiving the **request**, it shall be deemed that the Board of Directors cannot or fails to perform its duty of convening the general meeting, and the **Board of Supervisors** may convene and preside over the meeting on its own. The convening procedure shall adopt the same procedure that the Board of Directors uses to convene the general meeting when possible. (v) If the board of directors does not agree to the resolution made by the shareholders to convene the shareholders' extraordinary general meeting, or no response is made within 10 days upon receipt of the written request, the shareholder(s) who hold individually or jointly an aggregate of 10% or more of the shares of the Company shall be entitled to make a written resolution to the **Supervisory Committee** for convening the extraordinary general meeting.	The **Audit Committee** is entitled to propose to the Board of Directors to convene the extraordinary general meeting, provided that the proposal shall be made in written form. The Board of Directors shall provide written feedback on whether it approves to convene the extraordinary general meeting within 10 days after receiving the proposal according to the provisions of the relevant laws, administrative regulations and Articles of Association. (ii) If the Board of Directors approves to convene the extraordinary general meeting, it shall issue the notice of general meeting within 5 days after making the resolution of Board of Directors. If there is any change to the original proposal in the notice, it shall be approved by the original proposer. (iii) If the Board of Directors disapproves the proposal of the independent directors to convene the extraordinary general meeting, it shall explain the reasons and make announcement. (iv) If the Board of Directors disapproves the proposal of the **Audit Committee** to convene the extraordinary general meeting, or fails to provide feedback within 10 days after receiving the **proposal**, it shall be deemed that the Board of Directors cannot or fails to perform its duty of convening the general meeting, and the **Audit Committee** may convene and preside over the meeting on its own. The convening procedure shall adopt the same procedure that the Board of Directors uses to convene the general meeting when possible. (v) If the board of directors does not agree to the resolution made by the shareholders to convene the shareholders' extraordinary general meeting, or no response is made within 10 days upon receipt of the written request, the shareholder(s) who hold individually or jointly an aggregate of 10% or more of the shares of the Company shall be entitled to make a written resolution to the **Audit Committee** for convening the extraordinary general meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
	If the **Board of Supervisors** agrees to convene such a meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Changes made to the original request shall be approved by the relevant shareholder(s). If the **Board of Supervisors** fails to dispatch a notice of the shareholders' general meeting within a prescribed period of time, it shall be deemed that the **Board of Supervisors** fails to convene and preside over the shareholders' general meeting. The shareholder(s) continuously holding for 90 days individually or collectively 10% or more of the shares of the Company may convene and preside over the meeting by himself/themselves, provided that prior to the announcement of the resolutions of the shareholders' general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the shares of the Company. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible.	If the **Audit Committee** agrees to convene such a meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Changes made to the original request shall be approved by the relevant shareholder(s). If the **Audit Committee** fails to dispatch a notice of the shareholders' general meeting within a prescribed period of time, it shall be deemed that the **Audit Committee** fails to convene and preside over the shareholders' general meeting. The shareholder(s) continuously holding for 90 days individually or collectively 10% or more of the shares of the Company may convene and preside over the meeting by himself/themselves, provided that prior to the announcement of the resolutions of the shareholders' general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the shares of the Company. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible.
16	Article 16 If the **Board of Supervisors** or Shareholder(s) decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall issue a written notice to the board of directors and file with Shenzhen Stock Exchange.	Article 16 If the **Audit Committee** or Shareholder(s) decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall issue a written notice to the board of directors and file with Shenzhen Stock Exchange.
17	Article 17 The **Board of Supervisors** or convening shareholder shall submit relevant evidence to Shenzhen Stock Exchange upon the issuance of the notice of shareholders' general meeting and the announcement of the passed resolutions of the shareholders' general meeting.	Article 17 The **Audit Committee** or convening shareholder shall submit relevant evidence to Shenzhen Stock Exchange upon the issuance of the notice of shareholders' general meeting and the announcement of the passed resolutions of the shareholders' general meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
18	Article 18 As for the shareholders' general meeting convened by the **Board of Supervisors** or shareholders, the board of directors and the secretary to the board of directors shall coordinate accordingly. The board of directors will provide the register of members as at the registered date for entitlements of shares. In the event that the board of directors fails to provide the register of members, the convener may apply to China Securities Depository and Clearing Corporation Limited (Shenzhen Branch) for obtaining the register of members with the relevant announcements on the convening of the shareholders' general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.	Article 18 As for the shareholders' general meeting convened by the **Audit Committee** or shareholders, the board of directors and the secretary to the board of directors shall coordinate accordingly. The board of directors will provide the register of members as at the registered date for entitlements of shares. In the event that the board of directors fails to provide the register of members, the convener may apply to China Securities Depository and Clearing Corporation Limited (Shenzhen Branch) for obtaining the register of members with the relevant announcements on the convening of the shareholders' general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.
19	Article 19 If the **Board of Supervisors** or shareholders convene the general meeting because the Board of Directors fails to hold such a meeting on the aforesaid request, the necessary meeting expense shall be assumed by the Company, and deducted from the payment due to the defaulting directors.	Article 19 If the **Audit Committee** or shareholders convene the general meeting because the Board of Directors fails to hold such a meeting on the aforesaid request, the necessary meeting expense shall be assumed by the Company, and deducted from the payment due to the defaulting directors.
20	**Chapter IV Proposal and Notice of General Meeting** Article 20 The proposal contents shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations and Articles of Association.	**Chapter IV Proposal and Notice of General Meeting** Article 20 The proposal contents shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations and Articles of Association.
21	Article 21 The proposal to the general meeting shall be the specific proposal on the matters to be discussed at the general meeting. The general meeting shall provide reasonable discussion time for each proposal and make resolution for the specific proposals.	Article 21 The proposal to the general meeting shall be the specific proposal on the matters to be discussed at the general meeting. The general meeting shall provide reasonable discussion time for each proposal and make resolution for the specific proposals.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
22	Article 22 When the Company convenes the general meeting, the Board of Directors, **Board of Supervisors** and shareholders holding more than **3**% of the shares of the Company separately or jointly are entitled to provide proposal to the Company. The shareholders holding more than **3**% of the shares of the Company separately or jointly may raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held. The convener shall supplement the notice of general meeting within 2 days after receiving the proposal and publicize the content of the temporary proposal. Except for the aforesaid situation, after the convener publicizes the notice of general meeting, the proposals listed in the notice shall not be modified, nor shall any new proposal be added. For the proposals not listed in the notice of general meeting or not meeting the provisions of **Article 20**, the general meeting shall not vote and make resolution.	Article 22 When the Company convenes the general meeting, the Board of Directors, **Audit Committee** and shareholders holding more than **1**% of the shares of the Company separately or jointly are entitled to provide proposal to the Company. The shareholders holding more than **1**% of the shares of the Company separately or jointly may raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held. The convener shall supplement the notice of general meeting within 2 days after receiving the proposal and publicize the content of the temporary proposal**, and include such extra proposed resolutions at the shareholders' general meeting for consideration and approval, unless such extra proposed resolutions violate laws, administrative regulations or these Articles of Association or is not within the authority of the shareholders' general meeting**. Except for the aforesaid situation, after the convener publicizes the notice of general meeting, the proposals listed in the notice shall not be modified, nor shall any new proposal be added. For the proposals not listed in the notice of general meeting or not meeting the provisions of **the Rules of Procedure,** the general meeting shall not vote and make resolution.
23	Article 23 When the Company convenes a general meeting, a written notice shall be issued at least 21 days (excluding the date of meeting) prior to the annual general meeting and at least 15 days (excluding the date of meeting) prior to the extraordinary general meeting by the convenor to all shareholders whose names appear in the register of members, specifying the matters to be considered at and the date and venue of the meeting. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail. The date of issue of the notice mentioned herein is the date on which the Company or the share registry commissioned by the Company serves the relevant notice to the post office.	Article 23 When the Company convenes a general meeting, a written notice shall be issued at least 21 days (excluding the date of meeting) prior to the annual general meeting and at least 15 days (excluding the date of meeting) prior to the extraordinary general meeting by the convenor to all shareholders whose names appear in the register of members, specifying the matters to be considered at and the date and venue of the meeting. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail. The date of issue of the notice mentioned herein is the date on which the Company or the share registry commissioned by the Company serves the relevant notice to the post office.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
24	Article 24 The notice of general meeting shall contain the following: (i) time, place and duration of the meeting; (ii) the matters and proposals to be considered at the meeting; (iii) stating in conspicuous text that all the shareholders are entitled to attend the general meeting, and the shareholder may appoint a proxy in writing to attend and vote at the meeting, and it is not necessary for the shareholder proxy to be a shareholder of the Company; (iv) specifying the Record Date of the shareholders entitled to attend the general meeting; (v) containing the name and telephone number of the permanent contact person for the meeting; (vi) containing the time and procedures for online voting or other means of voting.	Article 24 The notice of general meeting shall contain the following: (i) time, place and duration of the meeting; (ii) the matters and proposals to be considered at the meeting; (iii) stating in conspicuous text that all the shareholders are entitled to attend the general meeting, and the shareholder may appoint a proxy in writing to attend and vote at the meeting, and it is not necessary for the shareholder proxy to be a shareholder of the Company; (iv) specifying the Record Date of the shareholders entitled to attend the general meeting; (v) containing the name and telephone number of the permanent contact person for the meeting; (vi) containing the time and procedures for online voting or other means of voting.
25	Article 25 The notice of general meeting shall be given in the manner prescribed by laws, regulations, regulatory documents, the requirements of the CSRC and the rules of the stock exchange(s) in which the Company's shares are listed.	Article 25 The notice of general meeting shall be given in the manner prescribed by laws, regulations, regulatory documents, the requirements of the CSRC and the rules of the stock exchange(s) in which the Company's shares are listed.
26	Article 26 The notice of general meeting and the supplementary notice shall fully and completely disclose the contents of the proposals and all the information or explanations necessary for the shareholders to make informed judgment on the matters to be discussed. **If independent directors are required to provide opinions on the matters to be discussed, the opinions and grounds of the independent directors shall be disclosed when issuing the notice of general meeting or supplementary notice.**	Article 26 The notice of general meeting and the supplementary notice shall fully and completely disclose the contents of the proposals and all the information or explanations necessary for the shareholders to make informed judgment on the matters to be discussed.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
27	Article 28 If the director and supervisor election matters are discussed at the general meeting, the notice of general meeting shall fully disclose the detailed information of the candidate director **and supervisor**, at least including: (i) such personal information as education background, work experience and part-time jobs; (ii) whether he is affiliated with the Company or the controlling shareholder and actual controller of the Company; (iii) **disclosure of** the number of the Company he holds; (iv) whether he has been punished by the CSRC, other relevant authorities and Shenzhen Stock Exchange. Except for the director **and supervisor** elected via cumulative voting, each director **or supervisor** candidate shall be proposed via a single proposal.	Article 28 If the director election matters are discussed at the general meeting, the notice of general meeting shall fully disclose the detailed information of the candidate director, at least including: (i) such personal information as education background, work experience and part-time jobs; (ii) whether he is affiliated with the Company or the controlling shareholder and actual controller of the Company; (iii) the number of **shares of** the Company he holds; (iv) whether he has been punished by the CSRC, other relevant authorities and Shenzhen Stock Exchange. Except for the director elected via cumulative voting, each director candidate shall be proposed via a single proposal.
28	Article 29 When the notice of general meeting is issued, the general meeting shall not be adjourned or cancelled without just cause, and the proposals listed in the notice of general meeting shall not be cancelled. In case of the general meeting is adjourned or cancelled, the convener shall make public announcement and explain the reasons at least 2 working days before the original holding date.	Article 29 When the notice of general meeting is issued, the general meeting shall not be adjourned or cancelled without just cause, and the proposals listed in the notice of general meeting shall not be cancelled. In case of the general meeting is adjourned or cancelled, the convener shall make public announcement and explain the reasons at least 2 working days before the original holding date.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
29	**Chapter V Holding of the General Meeting** Article 30 **The Board of Directors and other conveners shall take necessary measures to maintain the normal order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of the shareholders and report to the relevant authorities for investigation.**	**Chapter V Holding of the General Meeting** Deletion
30	Article 31 All the shareholders listed in the register of shareholders on the Record Date or their proxies are entitled to attend the general meeting, and exercise the voting rights according to the relevant laws, administrative regulations and Articles of Association. The Company and the convenor(s) shall not refuse for any reason.	Article 30 All the shareholders listed in the register of shareholders on the Record Date or their proxies are entitled to attend the general meeting, and exercise the voting rights according to the relevant laws, administrative regulations and Articles of Association. The Company and the convenor(s) shall not refuse for any reason.
31	Article 32 The shareholder may attend the general meeting and vote in person, or entrust others to attend on his behalf the meeting and exercise the voting rights within the scope of authorization.	Article 31 The shareholder may attend the general meeting and vote in person, or entrust others to attend on his behalf the meeting and exercise the voting rights within the scope of authorization.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
32	Article 33 Any shareholder entitled to attend the general meeting and vote has the right to appoint one or more persons (who may not be a shareholder) as his shareholder proxy to attend and vote on his behalf. The shareholder proxy may exercise the following rights according to the authorization of the shareholder: (i) the speaking right of the shareholder at the general meeting; (ii) requesting to vote by ballot separately or together with others; (iii) **exercising the voting right by raising hand or ballot, provided that if more than one proxy is entrusted, the shareholder proxies shall vote by ballot only**.	Article 32 Any shareholder entitled to attend the general meeting and vote has the right to appoint one or more persons (who may not be a shareholder) as his shareholder proxy to attend and vote on his behalf. The shareholder proxy may exercise the following rights according to the authorization of the shareholder: (i) the speaking right of the shareholder at the general meeting; (ii) requesting to vote by ballot separately or together with others; (iii) **the right to vote in accordance with relevant laws and regulations and the provisions of these Articles of Association**.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
33	Article 34 When the individual shareholder attend the general meeting in person, he shall present his ID card or other valid certificate that can prove his identity **and his share account card**. If the person attends the meeting on behalf of other shareholder, he shall present his valid identity document and the power of attorney of the relevant shareholder. The legal person shareholder shall have its legal representative or the proxy entrusted by the legal representative attend the meeting. When the legal representative attends the meeting, he shall present his ID card, the valid evidence that proves his qualification as the legal person. When the proxy attends the meeting, the proxy shall present his ID card and the written power of attorney issued by the legal representative of the legal person shareholder. If the shareholders or their proxies vote through the online voting system for the general meeting, they shall participate in the online voting within the time limit specified in the notice of general meeting.	Article 33 When the individual shareholder attend the general meeting in person, he shall present his ID card or other valid certificate that can prove his identity. If the person attends the meeting on behalf of other shareholder, he shall present his valid identity document and the power of attorney of the relevant shareholder. The legal person shareholder shall have its legal representative or the proxy entrusted by the legal representative attend the meeting. When the legal representative attends the meeting, he shall present his ID card, the valid evidence that proves his qualification as the legal person. When the proxy attends the meeting, the proxy shall present his ID card and the written power of attorney issued by the legal representative of the legal person shareholder. If the shareholders or their proxies vote through the online voting system for the general meeting, they shall participate in the online voting within the time limit specified in the notice of general meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
34	Article 35 The shareholder shall entrust the proxy via written power of attorney, which shall be signed by the principal or the proxy he entrusts in writing. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person or signed by the chairman of the board or duly appointed proxy. The power of attorney that the shareholder presents to entrust others to attend the meeting shall contain the following contents: (i) name of the proxy; (ii) **whether the proxy has voting right**; (iii) the instruction to vote for, against or abstain from voting on each matter for consideration listed in the agenda of the general meeting; (iv) the issuing date and validity period of the power of attorney; (v) signature (or seal) of the principal. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person. **It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his discretion when the shareholder does not give any specific instruction.**	Article 34 The shareholder shall entrust the proxy via written power of attorney, which shall be signed by the principal or the proxy he entrusts in writing. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person or signed by the chairman of the board or duly appointed proxy. The power of attorney that the shareholder presents to entrust others to attend the meeting shall contain the following contents: (i) **the name of the shareholder and the class and number of shares held in the Company;** (ii) name of the proxy; (iii) **the specific instructions from the shareholder, including** the instruction to vote for, against or abstain from voting on each matter for consideration listed in the agenda of the general meeting; (iv) the issuing date and validity period of the power of attorney; (v) signature (or seal) of the principal. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
35	Article 36 The power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting notice 24 hours before the holding of the meeting for which the power of attorney is issued or 24 hours before the designated voting time. If the power of attorney for voting by proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting. If the principal is a legal person, its legal representative or the person authorized by the board of directors or other decision-making authorities shall attend the general meeting of the Company as a representative.	Article 35 The power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting notice 24 hours before the holding of the meeting for which the power of attorney is issued or 24 hours before the designated voting time. If the power of attorney for voting by proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting. If the principal is a legal person, its legal representative or the person authorized by the board of directors or other decision-making authorities shall attend the general meeting of the Company as a representative.
36	Article 39 The meeting register for the attendees shall be prepared by the Company. The meeting register shall specify the name of the attendees (or the entity name), the ID card number, **the domicile address,** the number of shares with voting rights he holds or represents, the principal's name (or the entity name) and other relevant matters.	Article 38 The meeting register for the attendees shall be prepared by the Company. The meeting register shall specify the name of the attendees (or the entity name), the ID card number, the number of shares with voting rights he holds or represents, the principal's name (or the entity name) and other relevant matters.
37	Article 41 **When the general meeting is held, all the directors, supervisors and board secretary of the Company shall attend the meeting, while the President and other senior executives shall attend as a non-voting attendee.**	Article 40 **If the general meeting requires directors and senior management officers to sit in on the meeting, the directors and senior management officers shall sit in on the meeting and answer the questions of shareholders.**

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
38	Article 42 The general meeting shall be presided over and chaired by the chairman of the Board. When the chairman of the Board cannot or fails to fulfill his duties, the general meeting shall be presided over and chaired by the vice chairman of the Board jointly elected by **a simple majority of all** the directors. When both of the two Vice Chairmen of the Board cannot or fail to fulfill their duties, the meeting shall be presided over and chaired by the director elected by **the** more than half of the directors. If the meeting chairman is not elected, the shareholders present may elect the presider and chairman. If the shareholders cannot elect the chairman for any reason, the general meeting shall be presided over and chaired by the shareholder present and holding the largest number of shares with voting rights (including the shareholder proxy). The general meeting convened by the **Board of Supervisors** shall be presided over by the **chairman of Board of Supervisors**. When the **chairman of Board of Supervisors** cannot or fails to fulfill his duties, the meeting shall be presided over by **the supervisor** elected by **the more than half of the supervisors**. The general meeting convened by the shareholders shall be presided over by the representative elected by the convener.	Article 41 The general meeting shall be presided over and chaired by the chairman of the Board. When the chairman of the Board cannot or fails to fulfill his duties, the general meeting shall be presided over and chaired by the vice chairman of the Board jointly elected by **more than half of** the directors. When both of the two Vice Chairmen of the Board cannot or fail to fulfill their duties, the meeting shall be presided over and chaired by the director elected by more than half of the directors. If the meeting chairman is not elected, the shareholders present may elect the presider and chairman. If the shareholders cannot elect the chairman for any reason, the general meeting shall be presided over and chaired by the shareholder present and holding the largest number of shares with voting rights (including the shareholder proxy). The general meeting convened by the **Audit Committee** shall be presided over by the **convener of the Audit Committee**. When the **convener of the Audit Committee** cannot or fails to fulfill his duties, the meeting shall be presided over by **a member of the Audit Committee** elected by **the more than half of the members of the Audit Committee**. The general meeting convened by the shareholders shall be presided over by **the convener or** the representative elected by the convener.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
39	Article 43 When the general meeting is held, if the meeting presider breaches the Rules for Procedure and as a result, the general meeting cannot be continued, with the approval of the shareholders having the majority of the voting rights present, another person can be elected as the meeting presider, so as to continue the general meeting.	Article 42 When the general meeting is held, if the meeting presider breaches the Rules for Procedure and as a result, the general meeting cannot be continued, with the approval of the shareholders having the majority of the voting rights present, another person can be elected as the meeting presider, so as to continue the general meeting.
40	Article 44 At the annual general meeting, the Board of Directors **and Board of Supervisors** shall make report on **their** works in the past year to the general meeting. Each independent director shall also make work report.	Article 43 At the annual general meeting, the Board of Directors shall make report on **its** works in the past year to the general meeting. Each independent director shall also make work report.
41	Article 45 The directors**, supervisors** and senior executives shall make explanation and interpretation on the inquiry and suggestions of the shareholders at the general meeting.	Article 44 The directors and senior executives shall make explanation and interpretation on the inquiry and suggestions of the shareholders at the general meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
42	Article 47 The general meeting shall have meeting minutes, and the board secretary shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents: (i) meeting time, place, agenda and the convener's name; (ii) the names of the meeting presider and the directors**, supervisors, President** and **other** senior executives attending the meeting **or attending meeting as non-voting attendee**; (iii) the number of shareholders and proxies present, the total number of shares with voting rights they hold, and its proportion in the total number of the shares of the Company; (iv) the consideration process, key points of speech and voting result of each proposal; (v) the inquiry or suggestion of the shareholders and the corresponding reply or explanation; (vi) the names of the lawyer, vote counter and scrutinizer; (vii) the number of shares with voting rights held by the holders of domestic shares (including the shareholder proxy) and holders of foreign shares (including the shareholder proxy) attending the meeting, and their respective proportions in the total number of shares of the Company; (viii) the voting status of the holders of domestic shares and holders of foreign shares on each matter subject to resolution; (ix) other contents that should be included in the meeting minutes according to the Articles of Association.	Article 46 The general meeting shall have meeting minutes, and the board secretary shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents: (i) meeting time, place, agenda and the convener's name; (ii) the names of the meeting presider and the directors and senior executives attending the meeting; (iii) the number of shareholders and proxies present, the total number of shares with voting rights they hold, and its proportion in the total number of the shares of the Company; (iv) the consideration process, key points of speech and voting result of each proposal; (v) the inquiry or suggestion of the shareholders and the corresponding reply or explanation; (vi) the names of the lawyer, vote counter and scrutinizer; (vii) the number of shares with voting rights held by the holders of domestic shares (including the shareholder proxy) and holders of foreign shares (including the shareholder proxy) attending the meeting, and their respective proportions in the total number of shares of the Company; (viii) the voting status of the holders of domestic shares and holders of foreign shares on each matter subject to resolution; (ix) other contents that should be included in the meeting minutes according to the Articles of Association.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
43	Article 48 The directors, **supervisors,** board secretary, conveners or their representative and meeting presider shall sign the meeting minutes and the convenor shall ensure the authenticity, accuracy and completeness of the contents of the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the online and other forms of voting for a period of no less than 10 years.	Article 47 The directors, board secretary, conveners or their representative and meeting presider **attending the meeting or attending meeting as non-voting attendee** shall sign the meeting minutes and the convenor shall ensure the authenticity, accuracy and completeness of the contents of the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the online and other forms of voting for a period of no less than 10 years.
44	Article 49 The conveners shall ensure the continuation of the general meeting, till the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special cause, necessary measures shall be taken to restore the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the CSRC Shenzhen Branch and Shenzhen Stock Exchange.	Article 48 The conveners shall ensure the continuation of the general meeting, till the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special cause, necessary measures shall be taken to restore the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the CSRC Shenzhen Branch and Shenzhen Stock Exchange.
45	**Chapter VI Voting and Resolutions of General Meetings** Article 50 Resolutions of general meetings consist of ordinary resolutions and special resolutions. An ordinary resolution of a general meeting shall be approved by a simple majority of the voting rights held by shareholders (including their proxies) attending the general meeting. A special resolution of a general meeting shall be approved by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.	**Chapter VI Voting and Resolutions of General Meetings** Article 49 Resolutions of general meetings consist of ordinary resolutions and special resolutions. An ordinary resolution of a general meeting shall be approved by a simple majority of the voting rights held by shareholders (including their proxies) attending the general meeting. A special resolution of a general meeting shall be approved by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
46	Article 51 The following matters shall be approved by ordinary resolutions at general meetings: (i) work reports of the Board **and the Supervisory Committee**; (ii) the profit distribution plans and loss recovery plans proposed by the Board; (iii) the appointment and dismissal of members of the Board **and the Supervisory Committee** and their remuneration and payment methods; (iv) **the annual budget plans, final account plans, balance sheets, profit statements and other financial statements of the Company;** (v) **the annual reports of the Company;** (vi) other matters than those stipulated by laws or administrative regulations or the Company's Articles of Association should be approved by special resolutions.	Article 50 The following matters shall be approved by ordinary resolutions at general meetings: (i) work reports of the Board; (ii) the profit distribution plans and loss recovery plans proposed by the Board; (iii) the appointment and dismissal of members of the Board and their remuneration and payment methods; (iv) other matters than those stipulated by laws or administrative regulations or the Company's Articles of Association should be approved by special resolutions.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
47	Article 52 The following matters shall be passed by special resolutions at general meetings: (i) the Company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities; (ii) the division, spin-off, merger, dissolution, liquidation or change in corporate form of the Company; (iii) modification of the Company's Articles of Association; (iv) the major assets it purchased or disposed of or the amounts of guarantees it provided within one year, exceed 30% of the Company's audited total assets in the latest period; (v) any equity incentive plan; (vi) other matters as required by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those that are deemed by ordinary resolutions at general meetings to have a significant influence on the Company and need to be approved by special resolutions.	Article 51 The following matters shall be passed by special resolutions at general meetings: (i) the Company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities; (ii) the division, spin-off, merger, dissolution, liquidation or change in corporate form of the Company; (iii) modification of the Company's Articles of Association; (iv) the major assets it purchased or disposed of or the amounts of guarantees it provided **to other parties** within one year, exceed 30% of the Company's audited total assets in the latest period; (v) any equity incentive plan; (vi) other matters as required by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those that are deemed by ordinary resolutions at general meetings to have a significant influence on the Company and need to be approved by special resolutions.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
48	Article 53 A shareholder (including his or her proxy) shall exercise the voting rights to the extent of the number of shares it holds or represents. Save as the provisions of **Article 70** of the Rules of Procedures on the adoption of cumulative voting systems for the election of directors **and supervisors**, there shall be one vote for each share, subject to any prerogatives or restrictions attached to the relevant voting rights at that time, and in compliance with the applicable laws, regulations and Articles of Association when conducting the relevant vote. In case any shareholder's voting rights on any vote are prohibited or the relevant exercising methods are restricted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), any of its attachments, any listing agreement, other contractual arrangements signed in accordance with the aforementioned documents, and decision of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), while the shareholder does not comply with the relevant provisions, the voting rights exercised by the shareholder shall be deemed to be invalid and not counted.	Article 52 A shareholder (including his or her proxy) shall exercise the voting rights to the extent of the number of shares it holds or represents. Save as the provisions of **Article 68** of the Rules of Procedures on the adoption of cumulative voting systems for the election of directors, there shall be one vote for each share, subject to any prerogatives or restrictions attached to the relevant voting rights at that time, and in compliance with the applicable laws, regulations and Articles of Association when conducting the relevant vote. In case any shareholder's voting rights on any vote are prohibited or the relevant exercising methods are restricted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), any of its attachments, any listing agreement, other contractual arrangements signed in accordance with the aforementioned documents, and decision of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), while the shareholder does not comply with the relevant provisions, the voting rights exercised by the shareholder shall be deemed to be invalid and not counted.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
	The shares of the Company held by the Company do not have voting rights, and this part of shares shall not be included in the total number of shares that have voting rights at the general meeting. If a shareholder purchases the shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting.	**Where material matters affecting the interests of small and medium investors are being considered at a general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.** The shares of the Company held by the Company do not have voting rights, and this part of shares shall not be included in the total number of shares that have voting rights at the general meeting. If a shareholder purchases the shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting.
49	Article 54 The Board, independent directors of the Company and shareholders who are holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit the voting rights of shareholders. When solicitation of voting rights of shareholders, the qualified solicitors shall fully disclose such information as voting intentions to the shareholders so solicited, and no payment or disguised payment shall be made to such shareholders. Except for statutory conditions, the Company and the convenor of the shareholders' general meeting may not impose any minimum shareholding limit on solicitation of voting rights.	Article 53 The Board, independent directors of the Company and shareholders who are holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit the voting rights of shareholders. When solicitation of voting rights of shareholders, the qualified solicitors shall fully disclose such information as voting intentions to the shareholders so solicited, and no payment or disguised payment shall be made to such shareholders. Except for statutory conditions, the Company and the convenor of the shareholders' general meeting may not impose any minimum shareholding limit on solicitation of voting rights.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
50	Article 55 When a related party transaction is considered in a general meeting, the following associated shareholders shall be excluded from the vote. The number of shares with voting rights represented by them shall not be counted in the number of shares with valid voting rights: (i) the counterparties; (ii) shareholders directly or indirectly controlling the counterparties; (iii) shareholders being directly or indirectly controlled by the counterparties; (iv) shareholders under common control with the counterparties, directly or indirectly, by the same legal person (or other organization) or natural person; (v) holding office in the counterparties, or holding office in a legal person (or other organization) which is in a position to directly or indirectly control the counterparties or which is under the direct or indirect control of the counterparties; (vi) being a close family member of the counterparties or a direct or indirect controller of the counterparties; (vii) shareholders whose voting rights being limited or affected due to outstanding equity transfer agreements or other agreements entered with the counterparties or any of their associates; (viii) shareholders identified by CSRC or Shenzhen Stock Exchange that may cause the Company to shield its interests.	Article 54 When a related party transaction is considered in a general meeting, the following associated shareholders shall be excluded from the vote. The number of shares with voting rights represented by them shall not be counted in the number of shares with valid voting rights: (i) the counterparties; (ii) shareholders directly or indirectly controlling the counterparties; (iii) shareholders being directly or indirectly controlled by the counterparties; (iv) shareholders under common control with the counterparties, directly or indirectly, by the same legal person (or other organization) or natural person; (v) holding office in the counterparties, or holding office in a legal person (or other organization) which is in a position to directly or indirectly control the counterparties or which is under the direct or indirect control of the counterparties; (vi) being a close family member of the counterparties or a direct or indirect controller of the counterparties; (vii) shareholders whose voting rights being limited or affected due to outstanding equity transfer agreements or other agreements entered with the counterparties or any of their associates; (viii) shareholders identified by CSRC or Shenzhen Stock Exchange that may cause the Company to shield its interests.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
	The announcements on resolutions of general meetings shall fully disclose the voting information of unaffiliated shareholders. If, pursuant to the Hong Kong Listing Rules, any shareholder is required to abstain from voting on certain matters proposed, or limited to vote only in favour of (or against) a resolution, while there is any violation of the relevant rules or restrictions, the number of votes casted by such shareholders or their proxies shall not be counted in the total number of shares with voting rights. **Where material matters affecting the interests of small and medium investors are being considered at a general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.**	The announcements on resolutions of general meetings shall fully disclose the voting information of unaffiliated shareholders. If, pursuant to the Hong Kong Listing Rules, any shareholder is required to abstain from voting on certain matters proposed, or limited to vote only in favour of (or against) a resolution, while there is any violation of the relevant rules or restrictions, the number of votes casted by such shareholders or their proxies shall not be counted in the total number of shares with voting rights.
51	Article 56 Unless the company is in a crisis or other special circumstances, and unless approved by a special resolution of general meetings, the Company shall not enter into any contract with persons other than with our directors**, President,** and **other** senior management personnel, to transfer the management rights for all or important business of the Company to that person.	Article 55 Unless the company is in a crisis or other special circumstances, and unless approved by a special resolution of general meetings, the Company shall not enter into any contract with persons other than with our directors and senior management personnel, to transfer the management rights for all or important business of the Company to that person.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
52	Article 57 **Shareholders who hold 3% or more of the total shares of the Company may nominate candidates for directors and candidates for shareholder representative supervisors.**	Deletion
53	Article 58 The list of candidates for directors **and supervisors** shall be submitted to general meetings by way of proposal.	Article 56 The list of candidates for directors shall be submitted to general meetings by way of proposal.
54	Article 59 The Board shall announce to the shareholders the resumes and basic information of the candidates for directors **and supervisors**.	Article 57 The Board shall announce to the shareholders the resumes and basic information of the candidates for directors.
55	Article 60 Other than the cumulative voting system, proposals shall be voted one by one at general meetings. If there are different proposals for the same matter, it shall be voted in "first proposed first being voted" manner. Except for special reasons such as force majeure that result in suspension of general meetings or failure to make a resolution, the proposals may not be shelved and shall be voted at the relevant general meeting.	Article 58 Other than the cumulative voting system, proposals shall be voted one by one at general meetings. If there are different proposals for the same matter, it shall be voted in "first proposed first being voted" manner. Except for special reasons such as force majeure that result in suspension of general meetings or failure to make a resolution, the proposals may not be shelved and shall be voted at the relevant general meeting.
56	Article 61 When a proposal is considered at a general meeting, it shall not be modified. Otherwise, the relevant changes shall be regarded as a new proposal and shall not be voted at that general meeting.	Article 59 When a proposal is considered at a general meeting, it shall not be modified. Otherwise, the relevant changes shall be regarded as a new proposal and shall not be voted at that general meeting.
57	Article 62 With respect to the same voting rights, it can only be voted by one of the live **or** online voting methods. No multi-voting for the same voting rights shall be allowed, otherwise, the first ballot shall prevail.	Article 60 With respect to the same voting rights, it can only be voted by one of the live**,** online **or other** voting methods. No multi-voting for the same voting rights shall be allowed, otherwise, the first ballot shall prevail.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
58	Article 63 Voting at shareholders' general meeting will record the name of the voter.	Article 61 Voting at shareholders' general meeting will record the name of the voter.
59	Article 64 Before voting on a proposal at a general meeting, two representatives of shareholders shall be elected to participate in the counting and monitoring of votes. If shareholders are related to the matters considered, such shareholders and their proxies may not participate in the counting or monitoring. When a proposal is being voted at a general meeting, the lawyer(s), the representative(s) of shareholders **and supervisors** shall be responsible for the counting and monitoring of votes, and the voting results shall be announced on the spot. The voting result of the resolution shall be recorded in the minutes. When voting through Internet or by other ways, shareholders of the Company or their proxies shall have the rights to check their voting results through the corresponding voting system.	Article 62 Before voting on a proposal at a general meeting, two representatives of shareholders shall be elected to participate in the counting and monitoring of votes. If shareholders are related to the matters considered, such shareholders and their proxies may not participate in the counting or monitoring. When a proposal is being voted at a general meeting, the lawyer(s), the representative(s) of shareholders shall be responsible for the counting and monitoring of votes, and the voting results shall be announced on the spot. The voting result of the resolution shall be recorded in the minutes. When voting through Internet or by other ways, shareholders of the Company or their proxies shall have the rights to check their voting results through the corresponding voting system.
60	Article 65 A general meeting shall not be closed earlier at the spot than those online or by other ways. The presider shall announce the voting results of each proposal, and announce whether the proposal is passed or not according to the voting results.	Article 63 A general meeting shall not be closed earlier at the spot than those online or by other ways. The presider shall announce the voting results of each proposal, and announce whether the proposal is passed or not according to the voting results.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
61	Article 66 Prior to the formal announcement of a voting results, the parties involved in the voting at the spot and online, including the Company, counting agents, scrutinizers, **major** shareholders, and network service providers, shall have a duty of confidentiality for the voting results.	Article 64 Prior to the formal announcement of a voting results, the parties involved in the voting at the spot and online, including the Company, counting agents, scrutinizers, shareholders, and network service providers, shall have a duty of confidentiality for the voting results.
62	Article 67 Shareholders attending a general meeting shall vote in favor of, against the proposals or abstain from voting, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders. Votes that are unfilled, filled incorrectly, illegible, and not voted are considered as abstaining from voting by the voters. The voting results of the shares held by them shall be counted as "abstention".	Article 65 Shareholders attending a general meeting shall vote in favor of, against the proposals or abstain from voting, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders. Votes that are unfilled, filled incorrectly, illegible, and not voted are considered as abstaining from voting by the voters. The voting results of the shares held by them shall be counted as "abstention".

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
63	Article 70 If there are two or more candidates for directors **or supervisors**, the number of votes attached to each share held by shareholders (including their proxies) shall be the same as the number of such candidates, and they may cast all of their votes for one candidate, or vote for two or more candidates. Where sole shareholder and its concert party are interested in 30% or more of the shares of the Company, the cumulative voting method shall be adopted. Details of the operation of the cumulative voting method are as follows: (i) The total number of valid vote casted by every shareholder attending the meeting in election of directors **or supervisors** shall equal to the number of voting shares held by him multiply by the number of directors **or supervisors** to be elected; (ii) Every shareholder may cast all his votes on a single candidate for director **or supervisor** or spread his votes on different candidates for director **or supervisor**; (iii) Votes for one candidate of director **(or supervisor)** could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors **(or supervisors)** shall not exceed the entitled total number of the valid voting rights; After completion of voting, all the candidates for directors **(or supervisors)** shall be elected in descending order according to the number of votes they received, upon the capped number of directors **(or supervisors)** to be elected.	Article 68 If there are two or more candidates for directors, the number of votes attached to each share held by shareholders (including their proxies) shall be the same as the number of such candidates, and they may cast all of their votes for one candidate, or vote for two or more candidates. Where sole shareholder and its concert party are interested in 30% or more of the shares of the Company, the cumulative voting method shall be adopted. Details of the operation of the cumulative voting method are as follows: (i) The total number of valid vote casted by every shareholder attending the meeting in election of directors shall equal to the number of voting shares held by him multiply by the number of directors to be elected; (ii) Every shareholder may cast all his votes on a single candidate for director or spread his votes on different candidates for director; (iii) Votes for one candidate of director could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors shall not exceed the entitled total number of the valid voting rights; After completion of voting, all the candidates for directors shall be elected in descending order according to the number of votes they received, upon the capped number of directors to be elected.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
64	Article 73 The presider shall be responsible for deciding whether a resolution shall be passed. The decision shall be the final decision and shall be announced and recorded in the minutes. The Company shall announce the resolutions of general meetings according to the applicable laws and the relevant provisions of the stock exchange in which the Company's shares are listed and traded. The announcement shall indicate the numbers of shareholders and their proxies attending the meeting, the total number of voting shares held by such attending shareholders and their proxies, and the numbers as a percent of total voting rights of the Company, as well as the respective voting method, result of voting on each proposal and details of every resolution passed. Statistics on the attendance and voting of domestic and overseas shareholders shall be taken separately, and shall be announced.	Article 71 The presider shall be responsible for deciding whether a resolution shall be passed. The decision shall be the final decision and shall be announced and recorded in the minutes. The Company shall announce the resolutions of general meetings according to the applicable laws and the relevant provisions of the stock exchange in which the Company's shares are listed and traded. The announcement shall indicate the numbers of shareholders and their proxies attending the meeting, the total number of voting shares held by such attending shareholders and their proxies, and the numbers as a percent of total voting rights of the Company, as well as the respective voting method, result of voting on each proposal and details of every resolution passed. Statistics on the attendance and voting of domestic and overseas shareholders shall be taken separately, and shall be announced.
65	Article 74 If a proposal has not been passed, or a previous resolution has been revised at a general meeting, special instructions shall be given when announcing the resolutions of general meeting.	Article 72 If a proposal has not been passed, or a previous resolution has been revised at a general meeting, special instructions shall be given when announcing the resolutions of general meeting.
66	Article 75 If a general meeting approves proposals of electing directors **or supervisors**, the directors **or supervisors** elected shall take office at the end of the general meeting.	Article 73 If a general meeting approves proposals of electing directors, the directors elected shall take office at the end of the general meeting.
67	Article 76 If a general meeting approves proposals of distribution of cash or stock dividends, or conversion of capital reserves into share capital, the Company shall implement a specific plan within two months after the conclusion of the general meeting.	Article 74 If a general meeting approves proposals of distribution of cash or stock dividends, or conversion of capital reserves into share capital, the Company shall implement a specific plan within two months after the conclusion of the general meeting.
68	Article 77 The contents of the resolutions of general meetings shall comply with the provisions of the laws and the Articles of Association. Directors attending the meetings should faithfully perform their duties to ensure the truthfulness, accuracy, and completeness of the contents of the resolutions, and must not use statements that are likely to cause ambiguity.	Article 75 The contents of the resolutions of general meetings shall comply with the provisions of the laws and the Articles of Association. Directors attending the meetings should faithfully perform their duties to ensure the truthfulness, accuracy, and completeness of the contents of the resolutions, and must not use statements that are likely to cause ambiguity.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
69	Article 78 Any content of a resolution approved at general meetings of the Company will be invalid if it violates the laws and administrative regulations. The procedures for convening general meetings, the voting methods or the contents of resolutions shall comply with the laws, administrative regulations and Articles of Association; otherwise the shareholders may request the people's court to withdraw it within 60 days from the date of such resolution.	Article 76 Any content of a resolution approved at general meetings of the Company will be invalid if it violates the laws and administrative regulations. **Controlling shareholders and actual controllers of the Company shall neither restrict nor impede small and medium investors from exercising their voting rights in accordance with the law, nor harm the legitimate interests of the Company and its small and medium investors.** The procedures for convening general meetings, the voting methods or the contents of resolutions shall comply with the laws, administrative regulations and Articles of Association; otherwise the shareholders may request the people's court to withdraw it within 60 days from the date of such resolution**, except that there are only minor defects in convening procedures or voting methods of general meetings, and such defects have no substantial impact on the resolutions**.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
		If relevant parties such as the Board and shareholders dispute the qualifications of the convener, the convening procedures, the legitimacy of proposals and the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, such as to revoke a resolution, the relevant parties shall execute the resolution of the general meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company. **If the people's court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, the regulations of the CSRC and stock exchanges, fully explain the impact of the judgement or ruling, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfil its obligations to disclose the information accordingly.**

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
70	**Chapter VII Announcements on Resolutions of General Meetings** Article 79 Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and Articles of Association, the notice of a shareholders' general meeting shall be served on H shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of H Shares, in accordance with relevant process under the Hong Kong Listing Rules and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders **and relevant files** may also be given by making announcement in the Company's website and the website of Hong Kong Stock Exchange. For holders of Domestic Shares, the notice of a shareholders' general meeting may be given by publishing an announcement.	**Chapter VII Announcements on General Meetings** Article 77 Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and Articles of Association, the notice of a shareholders' general meeting shall be served on H shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of H Shares, in accordance with relevant process under the Hong Kong Listing Rules and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders **and other related corporate communications and/or actionable corporate communications (each defined under the Hong Kong Listing Rules)** may also be **issued,** given **or provided** by **electronic means (including but not limited to email or** the Company's website and the website of Hong Kong Stock Exchange**)**. For holders of Domestic Shares, the notice of a shareholders' general meeting may be given by publishing an announcement.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
	The announcement referred to in the preceding paragraph shall be published in the website of the stock exchange where the Domestic Shares of the Company are listed and the media meeting the conditions stipulated by CSRC. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. **For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Hong Kong Listing Rules and under the permission expressly given by the shareholders.**	The announcement referred to in the preceding paragraph shall be published in the website of the stock exchange where the Domestic Shares of the Company are listed and the media meeting the conditions stipulated by CSRC. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. **By giving a written notice to the Company, holders of H Shares may select receiving corporate communications and/or actionable corporate communications from the Company either in electronic way or by post. The shareholder may also select to only receive them in either Chinese or English or both Chinese and English. The shareholder may also give a written notice to the Company in advance within reasonable time to amend his or her choice of the means to receive the aforesaid communications and language version(s) according to appropriate procedures.**
71	Article 80 All of terms "above", "within" **and "below"** in this Rules of Procedures contain the number itself, while **"less than", "excluding",** "below", "more than" and "exceeded" do not include this number; "includes" includes but is not limited to related matters and matters.	Article 78 All of terms "above", "within" in this Rules of Procedures contain the number itself, while "below", "more than" and "exceeded" do not include this number; "includes" includes but is not limited to related matters and items.
72	Article 82 The Rules of Procedures shall be formulated and interpreted by the Board which is authorized by the general meeting.	Article 80 The Rules of Procedures shall be formulated and interpreted by the Board which is authorized by the general meeting.

No.	Articles of the Existing Rules of Procedures for the General Meetings	Articles of the Amended Rules of Procedures for the General Meetings
73	Article 83 When the Rules of procedures need to be revised in light of actual changes in circumstances, the revised drafts shall be proposed by the Board and submitted to the general meeting for approval.	Article 81 When the Rules of procedures need to be revised in light of actual changes in circumstances, the revised drafts shall be proposed by the Board and submitted to the general meeting for approval.
74	Article 84 The Rules of Procedures come into effect on the date of approval by the general meeting.	Article 82 The Rules of Procedures come into effect on the date of approval by the general meeting.

Save for the above amendments to the provisions, due to the deletion or the addition of certain articles, the numbers of articles and any cross-reference of the numbering of the articles in the Rules of Procedure for the General Meetings shall be revised accordingly. Relevant provisions only involve adjustments to the above-mentioned contents are not presented on an article-by-article basis.

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
1	Article 2 The Board **is the executive arm of the Company's general meeting of shareholders. It** performs its duties and **implements the resolutions passed at the general meetings** according to the Company Law, the Administrative Measures for Independent Directors of Listed Companies, Governance Standards, Articles of Association and the Rules of Procedure. **The Board shall be accountable and report to the shareholders' general meeting**.	Article 2 The Board performs its duties according to the Company Law, the Administrative Measures for Independent Directors of Listed Companies, Governance Standards, Articles of Association and the Rules of Procedure.
2	Article 5 Directors may hold a concurrent post as **President or other** senior management personnel of the Company, provided that the total number of directors who are serving concurrently as **President or other** senior management personnel together with the staff representative director shall not be more than half of all the directors.	Article 5 Directors may hold a concurrent post as senior management personnel of the Company, provided that the total number of directors who are serving concurrently as senior management personnel together with the staff representative director shall not be more than half of all the directors.
3	Article 6 **Directors shall be natural persons and shall not be required to hold any shares in the Company.**	Deletion
4	Article 7 Directors shall be elected or replaced by the general meeting. The term of office of directors is three years, renewable upon re-election at its expiry. A director may not be removed from office by the shareholders' general meeting without any reason before his/her term of office expires. The general meeting may by ordinary resolution remove any director before the expiry of his/her term of office (but without prejudice to such director's right to claim damages under any contract), subject to full compliance with the relevant laws and administrative regulations.	Article 6 Directors shall be elected or replaced by the general meeting. The term of office of directors is three years, renewable upon re-election at its expiry. A director may not be removed from office by the shareholders' general meeting without any reason before his/her term of office expires. The general meeting may by ordinary resolution remove any director before the expiry of his/her term of office (but without prejudice to such director's right to claim damages under any contract), subject to full compliance with the relevant laws and administrative regulations. **The general meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made. Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.**

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
5	Article 9 The Chairman and Vice Chairman shall be the directors of the Company and shall be elected and removed by a simple majority of votes (more than five directors) of all directors. The executive directors are also the senior management of the Company. The Chairman and Vice Chairman shall exercise his/her duties and powers and undertake corresponding obligations in accordance with the laws, administrative regulations, the provisions of the Articles of Association, and resolutions of the general meeting and Board meetings.	Article 8 The Chairman and Vice Chairman shall be the directors of the Company and shall be elected and removed by a simple majority of votes (more than five directors) of all directors. The executive directors are also the senior management of the Company. The Chairman and Vice Chairman shall exercise his/her duties and powers and undertake corresponding obligations in accordance with the laws, administrative regulations, the provisions of the Articles of Association, and resolutions of the general meeting and Board meetings.
6	Article 10 The Board of Directors of the Company may set up several special committees, including the Strategy Committee, the Remuneration and Appraisal Committee, the Audit Committee, the Nomination Committee, the Risk Management Committee, etc., so as to assist the Board in the execution of its duty, or give recommendations or advices on the decisions of the Board under the leadership of the Board. All such committees shall consist of directors, of which the members of the Audit Committee shall be directors who are not senior management officers of the Company. More than half of the members of the Remuneration and Appraisal Committee, the Audit Committee and the Nomination Committee shall be independent directors, who shall convene the meetings of such committees, and al l members of the Audit Committee shall be nonexecutive directors. The Audit Committee shall consist of at least three members, while the convenor thereof shall have expertise in accounting. **Each of the specialized committees shall formulate their respective implementation rules to ensure lawful and effective performance of their duties.**	Article 9 The Board of Directors of the Company may set up several special committees, including the Strategy **and Sustainable Development** Committee, the Remuneration and Appraisal Committee, the Audit Committee, the Nomination Committee, the Risk Management Committee, etc., so as to assist the Board in the execution of its duty, or give recommendations or advices on the decisions of the Board under the leadership of the Board. All such committees shall consist of directors, of which the members of the Audit Committee shall be directors who are not senior management officers of the Company. More than half of the members of the Remuneration and Appraisal Committee, the Audit Committee and the Nomination Committee shall be independent directors, who shall convene the meetings of such committees, and all members of the Audit Committee shall be nonexecutive directors. The Audit Committee shall consist of at least three members, while the convenor thereof shall have expertise in accounting. **The special committees perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for review and decision.** **The Board of Directors shall be responsible for formulating the respective implementation rules of the special committees and governing the operation of the special committees.**

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
7	**Article 11 The main function of the Strategy Committee is to do research and make proposals on the long-term development strategy and major investment decisions of the Company.**	Deletion
8	**Article 12 The main functions of the Remuneration and Appraisal Committee are:** **(1) to study and formulate the appraisal standards for directors and senior management personnel, conduct such appraisal and make recommendations;** **(2) to make recommendations to the Board on the remuneration policy and structure for all directors and senior management personnel and on the establishment of formal and transparent procedures for developing such remuneration policy;** **(3) to make recommendations to the Board on the remuneration packages of directors and senior management personnel taking into account remuneration paid by comparable companies, time commitment and responsibilities of directors and employment conditions elsewhere in the Group;** **(4) to review the remuneration proposals for directors and senior management personnel of the Company with reference to the corporate objectives, business policies and goals established by the Board;**	Deletion

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	(5) to review the compensation payable to executive directors and senior management personnel for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive; **(6) to review the compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; the compensation arrangements relating to dismissal or removal of any non-executive directors who are members of the Remuneration and Appraisal Committee shall be reviewed by other members of the Remuneration and Appraisal Committee;** **(7) to ensure that no directors or any of their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) are involved in determining his/her own remuneration; the remuneration of any non-executive directors who are members of the Remuneration and Appraisal Committee shall be determined by other members of the Remuneration and Appraisal Committee who shall also make recommendations to the Board on such matter;**	

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	(8) to formulate the equity incentive plans in accordance with the requirements of relevant laws, regulations or regulatory documents; to be responsible for considering and/or approving the administration of equity plans and matters relating to share schemes as described under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and to be responsible for the administration of equity plans, including but not limited to reviewing the eligibility of participants, conditions of grant and conditions of exercise of the equity incentive plans; the equity incentive plans shall be submitted to the general meeting for approval according to the laws; **(9) other matters authorized by the Board of Directors as well as other powers conferred by the laws, regulations, relevant regulatory rules in the jurisdictions where the shares of the Company are listed, this rules of procedures, terms of reference of the Remuneration and Appraisal Committee and the Board; should there be any inconsistency in the relevant regulatory rules in the jurisdictions where the shares of the Company are listed, the Remuneration and Appraisal Committee shall report its decisions or proposals to the Board.**	

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
9	**Article 13 The main functions of the Audit Committee are:** **(1) to monitor and assess the performance of the external auditing job and to make proposals regarding the appointment or replacement of the external auditor;** **(2) to monitor and assess the performance of the internal auditing job, to supervise the internal audit system of the Company and its implementation;** **(3) to be responsible for the coordinations between the external auditing and the internal auditing;** **(4) to examine the financial information of the Company and the disclosure thereof;** **(5) to monitor and assess the internal control of the Company;** **(6) matters relating to laws and regulations, regulations of the place where the Company's shares are listed, these Articles of Association, implementing regulations of the Audit Committee of the Board of Directors of the Company and other matters authorized by the Board of Directors.**	Deletion

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
10	**Article 14 The main functions of the Nomination Committee are:** **(1) to develop criteria and procedures for the selection of Directors and senior management, and to offer advice in this regard;** **(2) to select qualified Director candidates and senior management candidates;** **(3) to review the selection of Director candidates and senior management candidates and offer advice in this regard;** **(4) to deal with matters relating to laws and regulations, regulations of the place where the Company's shares are listed, these Articles of Association, implementing regulations of the Nomination Committee of the Board of Directors of the Company and other matters authorized by the Board of Directors.**	Deletion
11	**Article 15 The Risk Management Committee is mainly responsible for the risk management, compliance management, establishment of internal control system and other related responsibilities of the Company, the specific responsibilities of which shall be stipulated in the relevant terms of reference.**	Deletion
12	Article 18 The Board shall **be accountable to the general meeting and** report to the general meeting its work over the past year on the annual general meeting.	Article 12 The Board shall report to the general meeting its work over the past year on the annual general meeting.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
13	Article 19 The Board shall exercise the following duties and powers: (1) to convene general meetings and report to the meetings; (2) to implement the resolutions passed at general meetings; (3) to determine the Company's business plans and investment schemes; **(4) to prepare the Company's annual financial budget and final accounts;** (5) to formulate the Company's profit distribution plan and loss recovery plan; (6) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of bonds or other securities; (7) to draft plans for material acquisition, purchase of shares of the Company, or merger, division, dissolution and change in corporate form; (8) to resolve on matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction and donations within the authorisation of the general meeting; (9) to determine the composition of the Company's internal management structure;	Article 13 The Board shall exercise the following duties and powers: (1) to convene general meetings and report to the meetings; (2) to implement the resolutions passed at general meetings; (3) to determine the Company's business plans and investment schemes; (4) to formulate the Company's profit distribution plan and loss recovery plan; (5) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of bonds or other securities; (6) to draft plans for material acquisition, purchase of shares of the Company, or merger, division, dissolution and change in corporate form; (7) to resolve on matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, external guarantee, asset management mandate, connected transaction and donations within the authorisation of the general meeting; (8) to determine the composition of the Company's internal management structure; (9) to determine the employment and the dismissal of the Company's secretary to the Board and to decide on their appraisal, remuneration, rewards and penalties; and pursuant to the Chairman's nominations, to determine the employment and the dismissal of **other senior management personnel other than the secretary to the Board** and to decide on the appraisal, remuneration, rewards and penalties of **these** senior management personnel;

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	(10) to determine the employment and the dismissal of the Company's secretary to the Board and to decide on their appraisal, remuneration, rewards and penalties; and pursuant to the Chairman's nominations, to determine the employment and the dismissal of the **president, vice presidents, chief financial officer, chief compliance officer and chief legal counsel** and to decide on the appraisal, remuneration, rewards and penalties of the senior management personnel; (11) to **formulate** the Company's basic management system; (12) to formulate the proposed amendments to the Articles of Association; (13) to deal with information disclosures of the Company; (14) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company; (15) to receive work report submitted by the Chairman and President of the Company and to review their performance of the Chairman and President; (16) to evaluate and determine the nature and extent of risks the Company is willing to take in achieving its strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems;	(10) to **establish** the Company's basic management system; (11) to formulate the proposed amendments to the Articles of Association; (12) to deal with information disclosures of the Company; (13) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company; (14) to receive work report submitted by the Chairman and President of the Company and to review their performance of the Chairman and President; (15) to evaluate and determine the nature and extent of risks the Company is willing to take in achieving its strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems; (16) to supervise the management on the design, implementation and monitoring of the risk management and internal control systems;

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	(17) to supervise the management on the design, implementation and monitoring of the risk management and internal control systems; (18) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association. Unless otherwise stipulated in the Articles of Association and this Article, the Board's resolutions on the matters set out in the preceding paragraphs, save for items **(6), (7), (12)** which shall require the consent of more than two-thirds of the directors, shall be passed by a simple majority of all directors. Any matters beyond the authority of the general meeting shall be submitted to the general meeting for consideration.	(17) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association. Unless otherwise stipulated in the Articles of Association and this Article, the Board's resolutions on the matters set out in the preceding paragraphs, save for items **(5), (6), (11)** which shall require the consent of more than two-thirds of the directors, shall be passed by a simple majority of all directors. Any matters beyond the authority of the general meeting shall be submitted to the general meeting for consideration.
14	Article 20 The external guarantees of the Company shall be passed by more than two-thirds of the directors present at the meeting of the Board and shall require the consent and approval of a simple majority of all directors, while the external guarantees specified in **Article 57** of the Articles of Association shall also be considered and approved by the general meeting of the Company.	Article 14 The external guarantees of the Company shall be passed by more than two-thirds of the directors present at the meeting of the Board and shall require the consent and approval of a simple majority of all directors, while the external guarantees specified in **Article 58** of the Articles of Association shall also be considered and approved by the general meeting of the Company.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
15	Article 21 The Board shall conduct strict examinations on external investments, acquisition, disposal and mortgage of assets, external guarantees, asset management mandate, related-party transactions and external donations. The Board shall organise relevant experts and professionals to make assessments on material projects and then tender a submission to the general meeting for approval. Each of the external investments, acquisition, disposal and mortgage of assets decided by the Board in 12 consecutive months shall not exceed 30% of the audited net assets of the Company for the previous year respectively, unless it is considered and approved at the general meeting or expressly authorized.	Article 15 The Board shall conduct strict examinations on external investments, acquisition, disposal and mortgage of assets, external guarantees, asset management mandate, related-party transactions and external donations. The Board shall organise relevant experts and professionals to make assessments on material projects and then tender a submission to the general meeting for approval. Each of the external investments, acquisition, disposal and mortgage of assets decided by the Board in 12 consecutive months shall not exceed 30% of the audited net assets of the Company for the previous year respectively, unless it is considered and approved at the general meeting or expressly authorized.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
16	Article 22 Unless otherwise stipulated in the Articles of Association and this rules of procedures, the following transactions are subject to the approval of the Board: (1) the total amount of assets involved in the transaction exceeds 10% of the latest audited total assets of the Company; where the total amount of assets involved in the transaction exceeds 50% of the latest audited total assets of the Company, such transaction shall also be submitted to the general meeting for consideration; and if such total amount of assets involved in the transaction has both book value and assessed value, the higher shall be used for calculation; (2) the net assets involved in the subject matter (such as equity interest) of the transaction exceeds 10% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB10 million; where the net assets involved in the subject matter (such as equity interest) of the transaction exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration; and if such net assets involved in the transaction has both book value and assessed value, the higher shall be used for calculation;	Article 16 Unless otherwise stipulated in the Articles of Association and this rules of procedures, the following transactions are subject to the approval of the Board: (1) the total amount of assets involved in the transaction exceeds 10% of the latest audited total assets of the Company; where the total amount of assets involved in the transaction exceeds 50% of the latest audited total assets of the Company, such transaction shall also be submitted to the general meeting for consideration; and if such total amount of assets involved in the transaction has both book value and assessed value, the higher shall be used for calculation; (2) the net assets involved in the subject matter (such as equity interest) of the transaction exceeds 10% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB10 million; where the net assets involved in the subject matter (such as equity interest) of the transaction exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration; and if such net assets involved in the transaction has both book value and assessed value, the higher shall be used for calculation;

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	(3) the operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited operating revenue of the Company in the most recent financial year, and the absolute amount of which exceeds RMB10 million; where the operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited operating revenue of the principal business of the Company in the most recent financial year, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration; (4) the net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB1 million; where the net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million, such transaction shall also be submitted to the general meeting for consideration; (5) the transaction consideration (including debts and expenses assumed) exceeds 10% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB10 million; where the transaction consideration (including debts and expenses assumed) exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration;	(3) the operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited operating revenue of the Company in the most recent financial year, and the absolute amount of which exceeds RMB10 million; where the operating revenue generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited operating revenue of the principal business of the Company in the most recent financial year, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration; (4) the net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 10% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB1 million; where the net profit generated by the subject matter (such as equity interest) of the transaction in the most recent financial year exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million, such transaction shall also be submitted to the general meeting for consideration; (5) the transaction consideration (including debts and expenses assumed) exceeds 10% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB10 million; where the transaction consideration (including debts and expenses assumed) exceeds 50% of the latest audited net assets of the Company, and the absolute amount of which exceeds RMB50 million, such transaction shall also be submitted to the general meeting for consideration;

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	(6) profit arising from the transaction exceeds 10% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB1 million; where profit arising from the transaction exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million, such transaction shall also be submitted to the general meeting for consideration; (7) all guarantees of the Company; where those are subject to the consideration of the general meeting shall also be submitted to the general meeting for consideration; (8) other matters which shall be decided by the Board as required by the laws and regulations, rules of the stock exchanges and other regulatory documents; (9) any transaction that, in the opinion of the Chairman, need to be submitted to the Board for consideration. The above transactions involving the purchase or sale of assets do not include the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets related to daily operations, except for asset replacements involving the purchase or sale of such assets.	(6) profit arising from the transaction exceeds 10% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB1 million; where profit arising from the transaction exceeds 50% of the audited net profit of the Company in the most recent financial year, and the absolute amount of which exceeds RMB5 million, such transaction shall also be submitted to the general meeting for consideration; (7) all guarantees of the Company; where those are subject to the consideration of the general meeting shall also be submitted to the general meeting for consideration; (8) other matters which shall be decided by the Board as required by the laws and regulations, rules of the stock exchanges and other regulatory documents; (9) any transaction that, in the opinion of the Chairman, need to be submitted to the Board for consideration. The above transactions involving the purchase or sale of assets do not include the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets related to daily operations, except for asset replacements involving the purchase or sale of such assets.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
17	Article 23 The following related transactions are subject to the consideration and approval of the Board: (1) any related transaction between the Company and the related natural person involving an amount exceeding RMB300,000; (2) any related transaction between the Company and the related legal person involving an amount exceeding RMB3 million and accounting for over 0.5% of the absolute value of the latest audited net assets of the Company; (3) any related transaction between the Company and the related person involving an amount exceeding RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company, which should also be submitted to the general meeting for consideration; (4) other related transactions which shall be decided by the Board as required by the laws and regulations, rules of the stock exchanges and other regulatory documents or the Articles of Association; (5) any related transactions that, in the opinion of the Chairman, need to tender a submission to the Board for consideration.	Article 17 The following related transactions are subject to the consideration and approval of the Board: (1) any related transaction between the Company and the related natural person involving an amount exceeding RMB300,000; (2) any related transaction between the Company and the related legal person involving an amount exceeding RMB3 million and accounting for over 0.5% of the absolute value of the latest audited net assets of the Company; (3) any related transaction between the Company and the related person involving an amount exceeding RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company, which should also be submitted to the general meeting for consideration; (4) other related transactions which shall be decided by the Board as required by the laws and regulations, rules of the stock exchanges and other regulatory documents or the Articles of Association; (5) any related transactions that, in the opinion of the Chairman, need to tender a submission to the Board for consideration.
18	Article 24 Board meetings shall be held on a regular basis. The Board shall at least hold four regular meetings each year. Board meetings shall be convened by the Chairman and written notice of the meeting shall be served on all directors **and supervisors** fourteen days before the date of the meeting.	Article 18 Board meetings shall be held on a regular basis. The Board shall at least hold four regular meetings each year. Board meetings shall be convened by the Chairman and written notice of the meeting shall be served on all directors fourteen days before the date of the meeting.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
19	Article 25 An ad hoc meeting of the Board shall be convened and presided over by the Chairman within ten (10) days upon his receipt of a request for meeting under any of the following circumstances: (1) if deemed necessary by the Chairman; (2) if proposed by shareholders representing more than 10% of the voting rights; (3) if jointly proposed by more than three directors; (4) if proposed by the **Supervisory Committee**; (5) if jointly proposed by more than half of the independent directors. The form of notice of convening an extraordinary meeting of the Board shall be as follows: written notice of the meeting shall be served on all directors **and supervisors** five days before the date of the extraordinary meeting of the Board.	Article 19 An ad hoc meeting of the Board shall be convened and presided over by the Chairman within ten (10) days upon his receipt of a request for meeting under any of the following circumstances: (1) if deemed necessary by the Chairman; (2) if proposed by shareholders representing more than 10% of the voting rights; (3) if jointly proposed by more than three directors; (4) if proposed by the **Audit Committee**; (5) if jointly proposed by more than half of the independent directors. The form of notice of convening an extraordinary meeting of the Board shall be as follows: written notice of the meeting shall be served on all directors five days before the date of the extraordinary meeting of the Board.
20	Article 28 Meetings of the Board shall be chaired over by the Chairman. In the event that the Chairman is unable to or does not perform such duties, one vice Chairman jointly elected by more than half of all the directors should chair the meeting; in the event that two Vice Chairmen are unable to or fail to perform such duties, one director jointly elected by more than half of all the directors shall chair the meeting.	Article 22 Meetings of the Board shall be chaired over by the Chairman. In the event that the Chairman is unable to or does not perform such duties, one vice Chairman jointly elected by more than half of all the directors should chair the meeting; in the event that two Vice Chairmen are unable to or fail to perform such duties, one director jointly elected by more than half of all the directors shall chair the meeting.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
21	Article 29 Meetings of the Board shall be held only if more than five directors are present. Each director shall have one vote in respect of each resolution of the Board. Unless otherwise stipulated in the Articles of Association **and this rules of procedures**, resolutions of the Board must be passed by more than half of all directors (more than five directors).	Article 23 Meetings of the Board shall be held only if more than five directors are present. Each director shall have one vote in respect of each resolution of the Board. Unless otherwise stipulated in the Articles of Association, resolutions of the Board must be passed by more than half of all directors (more than five directors).
22	**Article 34 The total amount of the external guarantee to be considered at a meeting of the Board under the authority given by the shareholders' general meeting shall not exceed 50% of the Company's latest audited net assets.**	Deletion

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
23	Article 35 When a director is considered a connected person of the enterprise involved in a resolution of the Board meeting, such director shall refrain from voting on such resolution nor can he/she exercise any voting rights on behalf of other directors. Such director shall declare the nature and extent of his interests to the Board at the earliest opportunity. The Board meeting may be held if it is quorated by more than one half of the unconnected directors. Resolutions of the Board meeting shall be passed by more than one half of the unconnected directors. If the number of unconnected directors present at the Board meeting is less than three, such matter shall be put forward to a shareholders' general meeting for discussion and consideration. Unless **an interested** director has disclosed his interests to the Board in accordance with the previous paragraphs of this Article and the contract, transaction or arrangement was approved by the Board at a meeting at which such interested director was not counted in the quorum and abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company, except as against a bona fide third party thereto.	Article 28 When a director is considered a connected person of the enterprise **or individual** involved in a resolution of the Board meeting, such director shall **report to the Board in writing in a timely manner. The connected director shall** refrain from voting on such resolution nor can he/she exercise any voting rights on behalf of other directors. Such director shall declare the nature and extent of his interests to the Board at the earliest opportunity. The Board meeting may be held if it is quorated by more than one half of the unconnected directors. Resolutions of the Board meeting shall be passed by more than one half of the unconnected directors. If the number of unconnected directors present at the Board meeting is less than three, such matter shall be put forward to a shareholders' general meeting for discussion and consideration. Unless **a connected** director has disclosed his interests to the Board in accordance with the previous paragraphs of this Article and the contract, transaction or arrangement was approved by the Board at a meeting at which such interested director was not counted in the quorum and abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company, except as against a bona fide third party thereto.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
	Directors with connected relationship referred to in this Article include those set out as follows or those who are under one of the following circumstances: (1) the counterparty of a transaction; (2) direct or indirect controller of the counterparty of a transaction; (3) person who holds a position in the counterparty, or in any legal person or other organization that can directly or indirectly control the counterparty, or any legal person or other organization that can be directly or indirectly controlled by the counterparty; (4) close family member(s) of the counterparty of a transaction or its direct or indirect controller; (5) close family member(s) of the counterparty of a transaction or directors, supervisors and senior management of its direct or indirect controller; (6) directors authenticated by the CSRC, stock exchange(s) where the Company's shares are listed or the Company that may affect his/her independent commercial judgment for other reasons.	Directors with connected relationship referred to in this Article include those set out as follows or those who are under one of the following circumstances: (1) the counterparty of a transaction; (2) direct or indirect controller of the counterparty of a transaction; (3) person who holds a position in the counterparty, or in any legal person or other organization that can directly or indirectly control the counterparty, or any legal person or other organization that can be directly or indirectly controlled by the counterparty; (4) close family member(s) of the counterparty of a transaction or its direct or indirect controller; (5) close family member(s) of the counterparty of a transaction or directors, supervisors and senior management of its direct or indirect controller; (6) directors authenticated by the CSRC, stock exchange(s) where the Company's shares are listed or the Company that may affect his/her independent commercial judgment for other reasons.
24	Article 38 As long as all directors can fully express their opinions, an extraordinary Board meeting may be held by way of communication (such as **videophone**, telephone conference and **facsimile**), and resolutions passed shall be signed by all participating directors and kept by the secretary of the Board.	Article 31 As long as all directors can fully express their opinions, an extraordinary Board meeting may be held by way of communication (such as **email**, telephone conference and **video conference**), and resolutions passed shall be signed by all participating directors and kept by the secretary of the Board.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
25	Article 41 The minutes of Board meetings shall include the following: (1) date and venue of the meeting and the name of the convenor; (2) names of the attending directors and names of those appointed by others to attend the Board meeting; (3) agenda of the meeting; (4) main points of the statements of directors; (5) the method and results of voting for each resolution (the voting results shall clearly state the number of votes for or against the resolution or abstention). Any matter to be submitted to the general meeting of the Company for consideration shall be separately stated.	Article 34 The minutes of Board meetings shall include the following: (1) date and venue of the meeting and the name of the convenor; (2) names of the attending directors and names of those appointed by others to attend the Board meeting; (3) agenda of the meeting; (4) main points of the statements of directors; (5) the method and results of voting for each resolution (the voting results shall clearly state the number of votes for or against the resolution or abstention). Any matter to be submitted to the general meeting of the Company for consideration shall be separately stated.
26	Article 42 Directors shall sign on Board resolutions and shall be accountable for the Board resolutions. If a Board resolution violates the laws, administrative regulations or Articles of Association, resolutions of the shareholders' general meeting thus causing severe losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, if it is verified that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.	Article 35 Directors shall sign on Board resolutions and shall be accountable for the Board resolutions. If a Board resolution violates the laws, administrative regulations or Articles of Association, resolutions of the shareholders' general meeting thus causing severe losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, if it is verified that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.

No.	Articles of the Existing Rules of Procedures for the Board of Directors	Articles of the Amended Rules of Procedures for the Board of Directors
27	Article 44 All references to "over" and "expiry" in the Rules of Procedure shall be inclusive of the stated figure; all references to **"not more than", "other than", "lower than", "more than"** and "exceed" shall be exclusive of the stated figure; while a reference to "include" means including but not limited to relevant matters or issues stated.	Article 37 All references to "over" and "expiry" in the Rules of Procedure shall be inclusive of the stated figure; all references to **"over"** and "exceed" shall be exclusive of the stated figure; while a reference to "include" means including but not limited to relevant matters or issues stated.
28	Article 47 When the Rules of Procedure need to be revised in light of actual changes in circumstances, the revised drafts shall be proposed by the Board and submitted to the Board for approval and to the general meeting for approval before implementation.	Article 40 When the Rules of Procedure need to be revised in light of actual changes in circumstances, the revised drafts shall be proposed by the Board and submitted to the Board for approval and to the general meeting for approval before implementation.

Save for the above amendments to the provisions, due to the deletion or the addition of certain articles, the numbers of articles and any cross-reference of the numbering of the articles in the Rules of Procedure for the Board of Directors shall be revised accordingly. Relevant provisions only involve adjustments to the above-mentioned contents are not presented on an article-by-article basis.