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金融街證券股份有限公司
Financial Street Securities Co., Limited

(A joint stock company incorporated in the People's Republic of China with limited liability (formerly known as "恒泰证券股份有限公司") and carrying on business in Hong Kong as "恒投證券" (in Chinese) and "HENGTOU SECURITIES" (in English) as formerly known)

(Stock Code: 01476)

(1)PROPOSED ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2)PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS
(3)PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD MEETINGS
(4)PROPOSED ABOLISHMENT OF THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE
(5)PROPOSED AMENDMENTS TO THE INFORMATION DISCLOSURE MANAGEMENT SYSTEM
(6)PROPOSED AMENDMENTS TO THE RELATED PARTY (CONNECTED) TRANSACTIONS MANAGEMENT POLICY
(7)PROPOSED AMENDMENTS TO THE INVESTOR RELATIONS MANAGEMENT SYSTEM
AND
(8)THE EGM AND CLOSURE OF REGISTER OF MEMBERS

The Board is pleased to announce that a Board meeting was held on 24 October 2025 to resolve the following matters:

1. PROPOSED ABOLISHMENT OF THE SUPERVISORY COMMITTEE AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the Company Law of the People's Republic of China (effective from 1 July 2024) and in light of the Company's actual circumstances, the Company will no longer have the Supervisory Committee and Supervisors. In order to further enhancing corporate governance, the duties and responsibilities of the Supervisory Committee shall be assumed by the Audit Committee under the Board. Meanwhile, in accordance with the Regional Enterprises Include the General Requirements on Party Building Works in Their Articles of Association (《區屬企業將黨建工作總體要求納入公司章程內容》) issued by the State-owned Assets Supervision and Administration Commission of Xicheng District People's Government of Beijing Municipality (北京市西城區人民政府國有資產監督管理委員會) and the relevant requirements of the "Assessment of Culture Building Practices of Securities Companies" (證券公司文化建設實踐評估) issued by the Securities Association of China, the Board proposes to make following amendments to the relevant provisions of the Articles of Association:

Original Articles	Proposed to be amended as
"general meeting(s) (股東大會)" in the Articles of Association	**"general meeting(s) (股東會)"**
Article 1 In order to safeguard the legal rights and interests of Financial Street Securities Co., Limited (hereinafter referred to as the "Company"), its shareholders and creditors thereof, to regulate the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Enterprise State-owned Asset Law of the People's Republic of China (《中華人民共和國企業國有資產法》), the Constitution	**Article 1** In order to safeguard the legal rights and interests of Financial Street Securities Co., Limited (hereinafter referred to as the "Company"), its shareholders and creditors thereof, to regulate the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Enterprise State-owned Asset Law of the People's Republic of China (《中華人民共和國企業國有資產法》), the Constitution

Original Articles	Proposed to be amended as
of the Communist Party of China, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council of the Overseas Share Offering and Listing by Joint stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the "Special Regulations"), the Mandatory Provisions of Articles of Association of Companies Listing Overseas (《到境外上市公司章程必備條款》) (hereinafter referred to as the "Mandatory Provisions"), the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited(《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as the "Hong Kong Listing Rules"), the Rules for Governance of Securities Companies (《證券公司治理準則》), the Provisions on Administration of Equity of Securities Companies (《證券公司股權管理規定》) and other relevant provisions.	of the Communist Party of China, **Regulations on the Work of Grassroots Organizations of State-owned Enterprises of the Chinese Communist Party (for Trial Implementation**), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Special Regulations of the State Council of the Overseas Share Offering and Listing by Joint stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the "Special Regulations"), the Mandatory Provisions of Articles of Association of Companies Listing Overseas (《到境外上市公司章程必備條款》) (hereinafter referred to as the "Mandatory Provisions"), the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited(《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as the "Hong Kong Listing Rules"), the Rules for Governance of Securities Companies (《證券公司治理準則》), the Provisions on Administration of Equity of Securities Companies (《證券公司股權管理規定》) and other relevant provisions.

Original Articles	Proposed to be amended as
Article 9 The Company shall establish an organization of Communist Party of China (the "**Party Organization**") in accordance with the provisions of the Constitution of the Communist Party of China. **The Party Organization, as the core of leadership and politics, shall maintain strategic directions, manage the overall situation and ensure effective implementation.** The Company shall establish the Party's working organizations to deal with Party affairs. The Company shall provide necessary conditions for the Party Organization to implement its normal activities. The establishment of the Party Organization and the staffing of Party members shall be included in the Company's management organization and staffing systems and the working funds of the Party Organization shall be included in the Company's budget as management expenses.	**Article 9** The Company shall establish an organization of Communist Party of China (the "**Party Organization**") **and carry out Party activities** in accordance with the provisions of the Constitution of the Communist Party of China. The Company shall establish the Party' s working organizations to deal with Party affairs. The Company shall provide necessary conditions for the Party Organization to implement its normal activities. The establishment of the Party Organization and the staffing of Party members shall be included in the Company's management organization and staffing systems and the working funds of the Party Organization shall be included in the Company's budget as management expenses.
Article 10 The Company shall **exercise democratic management** in accordance with **the provisions of the Constitution of the People's Republic of China (《中華人民共和國憲法》) and relevant laws.** The Company shall **organize a labour union in accordance with laws**, which shall carry out union activities and safeguard the lawful rights and interests of the employees. The Company shall provide necessary conditions for **its labour union** to carry out activities.	**Article 10 Employees of the** Company shall **organize a labor union** in accordance with **the Trade Union Law of the People's Republic of China to** carry out union activities and safeguard the lawful rights and interests of the employees. The Company shall provide the necessary conditions for **the Company's labor union** to carry out activities.

Original Articles	Proposed to be amended as
Article 11 Upon approval through a resolution at the general meeting and by the securities regulatory authority of the PRC, these Articles of Association take effect on the date when the overseas listed foreign shares (H Shares) issued by the Company are listed on the Hong Kong Stock Exchange. As of the date of these Articles of Association, the previous Articles of Association of the Company shall become void automatically. As of the effective date of these Articles of Association, these Articles of Association shall be a legally binding document regulates the Company's organization and acts, governs the rights and obligations between the Company and the shareholders, and amongst the shareholder themselves, and shall constitute a legally binding document governing on the Company, its shareholders, members of the Party Committee (Discipline Inspection Commission), directors, **supervisors**, senior management officers, with such personnel being entitled to claim for right on matters relating to the Company in accordance with these Articles of Association. Pursuant to these Articles of Association, a shareholder may take action against the other shareholders, and the shareholders may take action against the Company's directors, **supervisors**, chief executive officer president and other senior management officers. The shareholders may take action against the Company. The Company may take action against its shareholders, directors, **supervisors**, president and other senior management officers. For the purpose of the preceding paragraph, the term "take action" shall include the initiation of proceedings in a court or application to an arbitration institution for arbitration.	**Article 11** As of the effective date of these Articles of Association, these Articles of Association shall be a legally binding document regulates the Company's organization and acts, governs the rights and obligations between the Company and the shareholders, and amongst the shareholder themselves, and shall constitute a legally binding document governing on the Company, its shareholders, members of the Party Committee (Discipline Inspection Commission), directors, senior management officers, with such personnel being entitled to claim for right on matters relating to the Company in accordance with these Articles of Association. Pursuant to these Articles of Association, a shareholder may take action against the other shareholders, and the shareholders may take action against the Company's directors, president and other senior management officers. The shareholders may take action against the Company. The Company may take action against its shareholders, directors, president and other senior management officers. For the purpose of the preceding paragraph, the term "take action" shall include the initiation of proceedings in a court or application to an arbitration institution for arbitration.

Original Articles	Proposed to be amended as
Newly added article, and the subsequent serial numbers of the articles are adjusted accordingly	**Article 14 The goal of building the Company's corporate culture is to implement the core cultural values of the securities industry, namely "compliance, integrity, professionalism and stability", actively fulfill social responsibilities, safeguard the legitimate rights and interests of investors, properly balance the interests of parties such as the government, shareholders, clients and employees, and promote sustainable and high-quality development of the Company.**
Article 14 The integrity management goal of the Company is, through the establishment of the integrity risk prevention and control system and integrity culture construction ecosystem, to promote the construction of the Company's integrity culture; to strengthen the integrity risk prevention and control of the Company; to insist on compliance and stable operation, professional and honest service, to adhere to the bottom line of professional ethics, and to resolutely prevent major integrity risks; to integrate the integrity culture into the corporate culture **of "honesty, innovation, pragmatism, and cooperation"**, and to create a favorable environment for the Company's sustainable, healthy and high-quality development. ……	**Article 15** The integrity management goal of the Company is, through the establishment of the integrity risk prevention and control system and integrity culture construction ecosystem, to promote the construction of the Company's integrity culture; to strengthen the integrity risk prevention and control of the Company; to insist on compliance and stable operation, professional and honest service, to adhere to the bottom line of professional ethics, and to resolutely prevent major integrity risks; to integrate the integrity culture into the corporate culture, and to create a favorable environment for the Company's sustainable, healthy and high-quality development. ……

Original Articles	Proposed to be amended as
The Board of the Company is responsible for formulating the objectives and overall requirements of integrity management and its effectiveness. **The Supervisory Committee of the Company is** responsible for supervising the fulfillment of the duties and responsibilities of the directors and senior management in respect of integrity management. The senior management of the Company is responsible for the implementation of the objectives of integrity management and assuming responsibility for integrity operation. The principal person in charge of the Company is the first person responsible for the fulfillment of the duties of integrity management.	The Board is responsible for formulating the objectives and overall requirements of integrity management and its effectiveness. **The Audit Committee, the Company's Party Committee and the Discipline Inspection Commission are** responsible for supervising the fulfillment of the duties and responsibilities of the directors and senior management in respect of integrity management. The senior management of the Company is responsible for the implementation of the objectives of integrity management and assuming responsibility for integrity operation. The principal person in charge of the Company is the first person responsible for the fulfillment of the duties of integrity management.
Article 40 The shares of the Company held by the promoters shall not be transferred within one year after incorporation of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange. The directors, **supervisors** and senior management of the Company shall report to the Company their shareholding and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company. In the event that the securities regulatory authorities at the location where the shares of the Company are listed make other provisions concerning the restrictions upon the transfer of overseas listed shares, such provisions shall prevail.	**Article 41** The shares of the Company held by the promoters shall not be transferred within one year after incorporation of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange. The directors and senior management of the Company shall report to the Company their shareholding and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company. In the event that the securities regulatory authorities at the location where the shares of the Company are listed make other provisions concerning the restrictions upon the transfer of overseas listed shares, such provisions shall prevail.

Original Articles	Proposed to be amended as
Article 41 In the event that the Company's directors, **supervisors**, senior management, and shareholders holding 5% or more shares of the Company sell shares within six months after purchasing the same or purchase shares within six months after selling the same, the earnings arising therefrom shall belong to the Company and the Board shall forfeit the said earnings. However, the six-month restriction shall not be applicable to any sale of shares by a securities company holding 5% or more shares of the Company as a result of its underwriting of the untaken shares. ……	**Article 42** In the event that the Company's directors, senior management, and shareholders holding 5% or more shares of the Company sell shares within six months after purchasing the same or purchase shares within six months after selling the same, the earnings arising therefrom shall belong to the Company and the Board shall forfeit the said earnings. However, the six-month restriction shall not be applicable to any sale of shares by a securities company holding 5% or more shares of the Company as a result of its underwriting of the untaken shares. ……

Original Articles	Proposed to be amended as
Article 47 The share certificates of the Company shall be in registered form. The following shall be specified in the share certificate of the Company: …… (7) where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting". The Company may take the form of overseas depositary receipt or other derivative form of share certificate to issue overseas listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue. During the listing of the H Shares on the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in the H Share documents and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:	**Article 48** The share certificates of the Company shall be in registered form. The following shall be specified in the share certificate of the Company: …… (7) where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting". The Company may take the form of overseas depositary receipt or other derivative form of share certificate to issue overseas listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue. During the listing of the H Shares on the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in the H Share documents and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:

Original Articles	Proposed to be amended as
(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Regulations and other relevant laws, regulations, and these Articles of Association.	(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Regulations and other relevant laws, regulations, and these Articles of Association.
(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, **supervisors,** president and other senior management officers of the Company, and the Company, acting on behalf of itself and each of directors, **supervisors,** president and other senior management officers of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and regulations in accordance with the provisions of these Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct an open hearing and to publish its arbitration award. Such arbitration shall be final and conclusive.	(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, president and other senior management officers of the Company, and the Company, acting on behalf of itself and each of directors, president and other senior management officers of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and regulations in accordance with the provisions of these Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct an open hearing and to publish its arbitration award. Such arbitration shall be final and conclusive.
……	……

Original Articles	Proposed to be amended as
Article 60 The ordinary shareholders of the Company shall be entitled to the following rights: …… (5) to receive relevant information in accordance with these Articles of Association, including: (i) receiving a copy of these Articles of Association after payment of cost; (ii) being entitled to inspect and copy, after payment of reasonable charges, of: (a) all parts of shareholders' register; (b) personal data of directors, **supervisors**, president and other senior management officers of the Company, including: ① current and previous names and alias; ② principal addresses (domicile); ③ nationalities; ④ professions and all other part time occupations and duties; and ⑤ identification documents and their numbers; (c) share capital of the Company;	**Article 61** The ordinary shareholders of the Company shall be entitled to the following rights: …… (5) to receive relevant information in accordance with these Articles of Association, including: (i) receiving a copy of these Articles of Association after payment of cost; (ii) being entitled to inspect and copy, after payment of reasonable charges, of: (a) all parts of shareholders' register; (b) personal data of directors, president and other senior management officers of the Company, including: ① current and previous names and alias; ② principal addresses (domicile); ③ nationalities; ④ professions and all other part time occupations and duties; and ⑤ identification documents and their numbers; (c) share capital of the Company;

Original Articles	Proposed to be amended as
(d) report of the total par value, quantity, the highest and lowest price of each class of shares repurchased by the Company from the last financial year, and the total amount paid by the Company for this purpose;	(d) report of the total par value, quantity, the highest and lowest price of each class of shares repurchased by the Company from the last financial year, and the total amount paid by the Company for this purpose;
(e) minutes of general meetings (solely for the purpose of being reviewed by the shareholders);	(e) minutes of general meetings (solely for the purpose of being reviewed by the shareholders);
(f) the latest audited financial statements, and reports from the Board, auditor **and the Supervisory Committee**;	(f) the latest audited financial statements, and reports from the Board **and** auditor;
(g) the special resolutions;	(g) the special resolutions;
(h) the copy of the latest annual report submitted to the State Administration for Industry & Commerce or other competent authorities for filing;	(h) the copy of the latest annual report submitted to the State Administration for Industry & Commerce or other competent authorities for filing;

Original Articles	Proposed to be amended as
(i) counterfoils of corporate bonds, resolutions of the Board meetings**, resolutions of the Supervisory Committee** and financial and accounting reports. Documents of Item (a) to item (h) (excluding Item (b)) mentioned above shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the shareholders of the overseas listed foreign shares to review free of charge. ……	(i) counterfoils of corporate bonds, resolutions of the Board meetings and financial and accounting reports. Documents of Item (a)to item (h) (excluding Item (b)) mentioned above shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the shareholders of the overseas listed foreign shares to review free of charge. ……

Original Articles	Proposed to be amended as
Article 61 In the event of one of the following circumstances, the Board shall immediately undergo the information disclosure procedure, notify all of the shareholders, and report to the securities regulatory authorities where the Company is registered and the securities regulatory authorities where the main administrative office of the Company is located:	**Article 62** In the event of one of the following circumstances, the Board shall immediately undergo the information disclosure procedure, notify all of the shareholders, and report to the securities regulatory authorities where the Company is registered and the securities regulatory authorities where the main administrative office of the Company is located:
(1) the act of the Company or its senior management officers are alleged to be in serious violation of laws and regulations;	(1) the act of the Company or its senior management officers are alleged to be in serious violation of laws and regulations;
(2) the financial position of the Company continues to deteriorate, causing the failure to conform with the standards as set forth by the CSRC;	(2) the financial position of the Company continues to deteriorate, causing the failure to conform with the standards as set forth by the CSRC;
(3) the Company records substantial losses, which reach 10% of the audited net assets of the Company for the latest full fiscal year;	(3) the Company records substantial losses, which reach 10% of the audited net assets of the Company for the latest full fiscal year;
(4) proposed change of the chairman of the Board, **chairman of Supervisory Committee or** president;	(4) proposed change of the chairman of the Board **and** president;
(5) sudden occurrence of emergencies that will give rise to material adverse effect on the interests of the Company and its customers;	(5) sudden occurrence of emergencies that will give rise to material adverse effect on the interests of the Company and its customers;
(6) other matters that may affect the continuous operation of the Company.	(6) other matters that may affect the continuous operation of the Company.

Original Articles	Proposed to be amended as
Article 64 In the event that any director or senior management violates laws, regulations or these Articles of Association in fulfilling their duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or more shares of the Company for 180 consecutive days or longer shall be entitled to request the **Supervisory Committee** in writing to institute legal proceedings to the people's court; if **the Supervisory Committee** violates laws, regulations or these Articles of Association in fulfilling its duties, thereby incurring any loss of the Company, the shareholders shall be entitled to request the Board in writing to institute legal proceedings to the people's court. In the event that the **Supervisory Committee** or the Board refuses to institute legal proceedings after receipt of the aforesaid written request or does not institute legal proceedings within 30 days after receipt of the said request, or if the circumstance is urgent or any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings to the people's court in their own names for the interests of the Company. In the event that any other person infringes upon the legitimate rights and interests of the Company, thereby incurring any loss of the Company, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.	**Article 65** In the event that any director or senior management **other than a member of the Audit Committee** violates laws, regulations or these Articles of Association in fulfilling their duties, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or more shares of the Company for 180 consecutive days or longer shall be entitled to request the **Audit Committee** in writing to institute legal proceedings to the people's court; if **any members of the Audit Committee** violates laws, regulations or these Articles of Association in fulfilling its duties, thereby incurring any loss of the Company, the **abovementioned** shareholders shall be entitled to request the Board in writing to institute legal proceedings to the people's court. In the event that the **Audit Committee** or the Board refuses to institute legal proceedings after receipt of the aforesaid written request or does not institute legal proceedings within 30 days after receipt of the said request, or if the circumstance is urgent or any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings to the people's court in their own names for the interests of the Company. In the event that any other person infringes upon the legitimate rights and interests of the Company, thereby incurring any loss of the Company, the shareholder(s) as mentioned in the first paragraph of this Article may institute legal proceedings to the people's court according to the provisions of the two preceding paragraphs.

Original Articles	Proposed to be amended as
Article 71 The controlling shareholder or the de facto controller shall not use its affiliated relationship to impair the legal interests of the Company. In the event of such provisions are violated and losses are caused to the Company, the controlling shareholder or the de facto controller shall be liable to compensate the Company for the losses thereof. The controlling shareholder and the de facto controller of the Company have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholder of the Company shall strictly exercise its rights as capital contributors, such controlling shareholder shall not make use of methods such as the distribution of profits, restructuring of assets, external investment, appropriation of assets, borrowing or providing loan guarantee to damage the lawful rights and interests of the Company and other shareholders, and such controlling shareholder shall not make use of its controlling position to damage the interests of the Company and other shareholders. Save for the obligations imposed by laws and regulations or required by the listing rules of the stock exchange where the shares of the Company are listed, the controlling shareholder of the Company shall not make decision to exercise its voting rights in respect of the following matters in a manner prejudicial to the interests of all shareholders or some of the shareholders of the Company: (1) relieving a director **or supervisor** of his duty to act honestly in the best interests of the Company;	**Article 72** The controlling shareholder or the de facto controller shall not use its affiliated relationship to impair the legal interests of the Company. In the event of such provisions are violated and losses are caused to the Company, the controlling shareholder or the de facto controller shall be liable to compensate the Company for the losses thereof. The controlling shareholder and the de facto controller of the Company have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholder of the Company shall strictly exercise its rights as capital contributors, such controlling shareholder shall not make use of methods such as the distribution of profits, restructuring of assets, external investment, appropriation of assets, borrowing or providing loan guarantee to damage the lawful rights and interests of the Company and other shareholders, and such controlling shareholder shall not make use of its controlling position to damage the interests of the Company and other shareholders. Save for the obligations imposed by laws and regulations or required by the listing rules of the stock exchange where the shares of the Company are listed, the controlling shareholder of the Company shall not make decision to exercise its voting rights in respect of the following matters in a manner prejudicial to the interests of all shareholders or some of the shareholders of the Company: (1) relieving a director of his**/her** duty to act honestly in the best interests of the Company;

Original Articles	Proposed to be amended as
(2) approving the expropriation, in any form, by a director **or supervisor** of the property of the Company, including (but not limited to) opportunities beneficial to the Company, for the benefit of his own or any other person;	(2) approving the expropriation, in any form, by a director of the property of the Company, including (but not limited to) opportunities beneficial to the Company, for the benefit of his**/her** own or any other person;
(3) approving the expropriation by a director **or supervisor**, for the benefit of his own or any other person, of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights save pursuant to a restructuring approved by the general meeting in accordance with these Articles of Association.	(3) approving the expropriation by a director for the benefit of his**/her** own or any other person, of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights save pursuant to a restructuring approved by the general meeting in accordance with these Articles of Association.

Original Articles	Proposed to be amended as
Article 72 The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law:	**Article 73** The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to law:
(1) to decide the business operation guideline and investment plan for the Company;	(1) to elect and change directors who are not employees' representatives, and resolve on the amount and payment method of remunerations of directors;
(2) to elect and change directors **and supervisors** who are not employees' representatives, and resolve on the amount and payment method of remunerations of directors **and supervisors;**	(2) to examine and approve reports of the Board;
(3) to examine and approve reports of the Board;	(3) to examine and approve the annual performance reports of independent directors;
(4) to examine and approve reports of the Supervisory Committee;	(4) to examine and approve the Company's profit distribution plan and loss make-up plan;
(5) to examine and approve the annual performance reports of independent directors;	(5) to resolve on increase or decrease of the registered capital of the Company;
(6) to examine and approve the annual financial budgets and final accounting plans of the Company;	(6) to resolve on issuance of bonds of the Company;
(7) to examine and approve the Company's profit distribution plan and loss make-up plan;	(7) to resolve on the merger, division, dissolution, liquidation or transformation of the Company;
(8) to resolve on increase or decrease of the registered capital of the Company;	(8) to amend these Articles of Association;
(9) to resolve on issuance of bonds of the Company;	(9) to resolve on the appointment, dismissal or stop reappointment of the accounting firms for the Company;
(10) to resolve on the merger, division, dissolution, liquidation or transformation of the Company;	(10) to examine and approve the external guarantees specified in Article **74;**

Original Articles	Proposed to be amended as
(11) to amend these Articles of Association; (12) to resolve on the appointment, dismissal or stop reappointment of the accounting firms for the Company; (13) to examine and approve the external guarantees specified in Article **73**; (14) to consider the Company's purchase or disposal of major assets within one year with the aggregate transaction amount exceeding 15% of the latest audited total assets (deducting the customer margin) of the Company; (15) to examine and approve matters relating to the changes in the use of proceeds; (16) to consider share option incentive scheme; (17) to consider and approve proposals submitted by shareholders individually or jointly holding **3% or more voting** shares of the Company; (18) to consider other matters which are required by laws, regulations, departmental rules or these Articles of Association to be approved at a general meeting. The functions and powers of the general meeting mentioned above shall not be delegated to the Board or any other body or individual.	(11) to consider the Company's purchase or disposal of major assets within one year with the aggregate transaction amount exceeding 15% of the latest audited total assets (deducting the customer margin) of the Company; (12) to examine and approve matters relating to the changes in the use of proceeds; (13) to consider share option incentive scheme; (14) to consider and approve proposals submitted by shareholders individually or jointly holding **1% or above** shares of the Company; (15) to consider other matters which are required by laws, regulations, departmental rules or these Articles of Association to be approved at a general meeting. The functions and powers of the general meeting mentioned above shall not be delegated to the Board or any other body or individual.

Original Articles	Proposed to be amended as
Article 75 Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:	**Article 76** Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date upon which the circumstance occurs:
(1) the number of directors falls short of the quorum stipulated in the Company Law or is less than two-thirds of the number specified in these Articles of Association;	(1) the number of directors falls short of the quorum stipulated in the Company Law or is less than two-thirds of the number specified in these Articles of Association;
(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;	(2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
(3) if shareholder(s) severally or jointly holding 10% or more shares of the Company request(s) the convening of an extraordinary general meeting, the number of shares held by shareholder(s) shall be calculated as at the date on which the relevant shareholders submit the written request(s);	(3) if shareholder(s) severally or jointly holding 10% or more shares of the Company request(s) the convening of an extraordinary general meeting, the number of shares held by shareholder(s) shall be calculated as at the date on which the relevant shareholders submit the written request(s);
(4) the Board considers it necessary;	(4) the Board considers it necessary;
(5) the **Supervisory Committee** proposes to convene such meeting; and	(5) the **Audit Committee** proposes to convene such meeting; and
(6) other circumstances stipulated by laws, regulations, departmental rules, Hong Kong Listing Rules or these Articles of Association.	(6) other circumstances stipulated by laws, regulations, departmental rules, Hong Kong Listing Rules or these Articles of Association.

Original Articles	Proposed to be amended as
Article 78 The **Supervisory Committee** shall be entitled to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to laws, regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal. In the event that the Board agrees to convene the extraordinary general meeting, it will serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the **Supervisory Committee** shall be obtained. In the event that the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the **Supervisory Committee** may convene and preside over the meeting by itself.	**Article 79** The **Audit Committee** shall be entitled to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to laws, regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal. In the event that the Board agrees to convene the extraordinary general meeting, it will serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the **Audit Committee** shall be obtained. In the event that the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the **Audit Committee** may convene and preside over the meeting by itself.

Original Articles	Proposed to be amended as
Article 79 Shareholder(s) severally or jointly holding 10% or more shares of the Company shall be entitled to request the Board to convene an extraordinary general meeting, and shall put forward such request to the Board in writing. The Board shall, pursuant to laws, regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.	**Article 80** Shareholder(s) severally or jointly holding 10% or more shares of the Company shall be entitled to request the Board to convene an extraordinary general meeting, and shall put forward such request to the Board in writing. The Board shall, pursuant to laws, regulations and these Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.
In the event that the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.	In the event that the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.
In the event that the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, shareholder(s) severally or jointly holding 10% or above shares of the Company shall be entitled to propose to the **Supervisory Committee** to convene an extraordinary general meeting, and shall put forward such request to the **Supervisory Committee** in writing.	In the event that the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, shareholder(s) severally or jointly holding 10% or above shares of the Company shall be entitled to propose to the **Audit Committee** to convene an extraordinary general meeting, and shall put forward such request to the **Audit Committee** in writing.
In the event that the **Supervisory Committee** agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.	In the event that the **Audit Committee** agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

Original Articles	Proposed to be amended as
In the event that the **Supervisory Committee** does not issue the notice for the general meeting within the term stipulated, the **Supervisory Committee** shall be deemed as failing to convene and preside over the general meeting. As a result, the shareholder(s) severally or jointly holding 10% or more shares of the Company for 90 consecutive days or longer may convene and preside over such meeting by itself/themselves.	In the event that the **Audit Committee** does not issue the notice for the general meeting within the term stipulated, the **Audit Committee** shall be deemed as failing to convene and preside over the general meeting. As a result, the shareholder(s) severally or jointly holding 10% or more shares of the Company for 90 consecutive days or longer may convene and preside over such meeting by itself/themselves.
Article 80 Where the **Supervisory Committee** or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the securities regulatory authorities in the place where the Company is located and the stock exchange. The shareholding of shareholders who convene the general meeting shall be no less than 10% before a resolution is passed at the general meeting. The **Supervisory Committee** and the convening shareholders shall, when the notice of general meeting is issued and a resolution made at the general meeting is announced, submit relevant evidential documents to the securities regulatory authorities in the place where the Company is located and the stock exchange.	**Article 81** Where the **Audit Committee** or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the securities regulatory authorities in the place where the Company is located and the stock exchange. The shareholding of shareholders who convene the general meeting shall be no less than 10% before a resolution is passed at the general meeting. The **Audit Committee** and the convening shareholders shall, when the notice of general meeting is issued and a resolution made at the general meeting is announced, submit relevant evidential documents to the securities regulatory authorities in the place where the Company is located and the stock exchange.
Article 81 For the general meeting convened by the **Supervisory Committee** or shareholders on its/their own, the Board and the secretary to the Board shall cooperate. The Board shall provide the register of shareholders on the record date of the equity interests.	**Article 82** For the general meeting convened by the **Audit Committee** or shareholders on its/their own, the Board and the secretary to the Board shall cooperate. The Board shall provide the register of shareholders on the record date of the equity interests.

Original Articles	Proposed to be amended as
Article 82 Such expenses as incurred by the general meeting convened by the **Supervisory Committee** or Shareholders on its/their own shall be borne by the Company, and shall be deducted from the amount payable by the Company to the directors who fail to perform their own duties.	**Article 83** Such expenses as incurred by the general meeting convened by the **Audit Committee** or Shareholders on its/their own shall be borne by the Company, and shall be deducted from the amount payable by the Company to the directors who fail to perform their own duties.
Article 84 Where the Company convenes a general meeting, the Board and the **Supervisory Committee** shall be entitled to propose motions to the Company; the shareholder(s) severally or jointly holding **3% or above shares of the Company shall be entitled to propose motions concerning such matters other than nominating candidates for directors (including independent directors) or supervisors to the Company.** The shareholder(s) severally or jointly holding **3%** or above shares of the Company may submit written provisional motion to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of such motion, and notify the shareholders of the contents of the provisional motion. Save as specified in the preceding paragraph, the convener shall not change the motion set out in the notice of general meeting or add any new motion after the said notice announcement is served. Such motions which are not specified in the notice of the general meeting or which do not comply with Article **83** of these Articles of Association shall not be voted or resolved at the general meeting.	**Article 85** Where the Company convenes a general meeting, the Board and the **Audit Committee** shall be entitled to propose motions to the Company; the shareholder(s) severally or jointly holding **1% or above shares of the Company shall be entitled to propose motions.** The shareholder(s) severally or jointly holding **1%** or above shares of the Company may submit written provisional motion to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of such motion, and notify the shareholders of the contents of the provisional motion. Save as specified in the preceding paragraph, the convener shall not change the motion set out in the notice of general meeting or add any new motion after the said notice announcement is served. Such motions which are not specified in the notice of the general meeting or which do not comply with Article **84** of these Articles of Association shall not be voted or resolved at the general meeting.

Original Articles	Proposed to be amended as
Article 86 A notice of general meeting shall be made in writing and include the following contents:	**Article 87** A notice of general meeting shall be made in writing and include the following contents:
(1) specify the time, date, venue and duration of the meeting;	(1) specify the time, date, venue and duration of the meeting;
(2) the matters and proposed motions submitted to the meeting for consideration and examination;	(2) the matters and proposed motions submitted to the meeting for consideration and examination;
(3) provide such information and explanation as is necessary for the shareholders to make an informed decision on the matters to be discussed. Without limiting the generality of the foregoing, where a proposal is made to consolidate and repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the specific terms and the contract, if any, of the proposed transaction must be provided and the reason and effect of such proposal must be properly explained;	(3) provide such information and explanation as is necessary for the shareholders to make an informed decision on the matters to be discussed. Without limiting the generality of the foregoing, where a proposal is made to consolidate and repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the specific terms and the contract, if any, of the proposed transaction must be provided and the reason and effect of such proposal must be properly explained;
(4) contain a disclosure of the nature and extent of the material interests, if any, of any director, **supervisor,** president and other senior management officers in the matters to be discussed; and in the event that the matters to be discussed will have different effect on the director, **supervisor**, president and other senior management officers in their capacity as shareholders from that on the shareholders of the same class, explain such difference;	(4) contain a disclosure of the nature and extent of the material interests, if any, of any director, president and other senior management officers in the matters to be discussed; and in the event that the matters to be discussed will have different effect on the director, president and other senior management officers in their capacity as shareholders from that on the shareholders of the same class, explain such difference;
……	……

Original Articles	Proposed to be amended as
Article 89 Where the election of directors and **supervisors** are scheduled to be discussed at a general meeting, the notice of the general meeting shall sufficiently disclose the detailed information about the director **and supervisor** candidate(s), including at least the following contents: (1) personal information including education background, work experience and part-time job; (2) whether he has connected relations with the Company or its controlling shareholders and de facto controller; (3) his shareholding in the Company; (4) whether he has received any punishment from the CSRC and other relevant authorities and any penalty and warning from the stock exchange; (5) disclosable information in relation to the new appointment or re-designation of directors **or supervisors** as required by the Hong Kong Listing Rules. Except the election of directors **and supervisors** by means of cumulative voting, election of every director **and supervisor** candidate shall be conducted by separate resolution.	**Article 90** Where the election of directors are scheduled to be discussed at a general meeting, the notice of the general meeting shall sufficiently disclose the detailed information about the director candidate(s), including at least the following contents: (1) personal information including education background, work experience and part-time job; (2) whether he has connected relations with the Company or its controlling shareholders and de facto controller; (3) his**/her** shareholding in the Company; (4) whether he has received any punishment from the CSRC and other relevant authorities and any penalty and warning from the stock exchange; (5) disclosable information in relation to the new appointment or re-designation of directors as required by the Hong Kong Listing Rules. Except the election of directors by means of cumulative voting, election of every director candidate shall be conducted by separate resolution.
Article 100 All directors, **supervisors** and the secretary of the Board shall attend general meetings of the Company, while the president and other senior management officers may be present at the meetings without voting rights according to the requirements of the general meeting.	**Article 101** All directors and the secretary of the Board shall attend general meetings of the Company, while the president and other senior management officers may be present at the meetings without voting rights according to the requirements of the general meeting.

Original Articles	Proposed to be amended as
Article 101 Where the general meeting is convened by the Board, the chairman of the Board shall preside over the meeting. In the event that the chairman of the Board is unable to or fails to fulfill the duty thereof, the vice chairman shall preside over the meeting. In the event that even the vice chairman is unable to or fails to fulfill the duty thereof, the majority of the directors shall jointly elect a director to preside over the meeting. Where the Board is unable to or fails to fulfill the duties of convening a general meeting, the **Supervisory Committee** shall timely convene and preside over the meeting. In the event that the **Supervisory Committee** fails to convene and preside over a general meeting, shareholders severally or jointly holding 10% or above of the Company's shares for 90 consecutive days or above shall have the right to convene and preside over the meeting. Where the shareholders fail to elect a presider of the general meeting for any reasons, the shareholder (including his/her proxy) present in person or by proxy who holds the largest number of voting shares shall be the presider of the general meeting and preside over the meeting. A general meeting convened by the **Supervisory Committee** itself shall be presided over by the chairman of the **Supervisory Committee**. In the event that the chairman of the **Supervisory Committee** is unable to or fails to fulfill the duty thereof, more than half of the **supervisors** may elect a **supervisor** to preside over the meeting.	**Article 102** Where the general meeting is convened by the Board, the chairman of the Board shall preside over the meeting. In the event that the chairman of the Board is unable to or fails to fulfill the duty thereof, the vice chairman shall preside over the meeting. In the event that even the vice chairman is unable to or fails to fulfill the duty thereof, the majority of the directors shall jointly elect a director to preside over the meeting. Where the Board is unable to or fails to fulfill the duties of convening a general meeting, the **Audit Committee** shall timely convene and preside over the meeting. In the event that the **Audit Committee** fails to convene and preside over a general meeting, shareholders severally or jointly holding 10% or above of the Company's shares for 90 consecutive days or above shall have the right to convene and preside over the meeting. Where the shareholders fail to elect a presider of the general meeting for any reasons, the shareholder (including his/her proxy) present in person or by proxy who holds the largest number of voting shares shall be the presider of the general meeting and preside over the meeting. A general meeting convened by the **Audit Committee** itself shall be presided over by the chairman of the **Audit Committee**. In the event that the chairman of the **Audit Committee** is unable to or fails to fulfill the duty thereof, more than half of the **members of the Audit Committee** may elect a **member of the Audit Committee** to preside over the meeting.

Original Articles	Proposed to be amended as
Where a general meeting is convened by shareholders themselves, the general meeting shall be presided over by a representative elected by the conveners. Where the presider of the meeting violates the rules of procedure during the general meeting so that the meeting is unable to proceed, the shareholders present at the meeting may by majority vote elect a person as presider to proceed with the meeting.	Where a general meeting is convened by shareholders themselves, the general meeting shall be presided over by a representative elected by the conveners. Where the presider of the meeting violates the rules of procedure during the general meeting so that the meeting is unable to proceed, the shareholders present at the meeting may by majority vote elect a person as presider to proceed with the meeting.
Article 103 The Board and the **Supervisory Committee** shall report on their work during the preceding year at the annual general meeting. Every independent director shall also prepare his work report.	**Article 104** The Board shall report on its work during the preceding year at the annual general meeting. Every independent director shall also prepare his**/her** work report.
Article 104 Save for such matters in relation to the business secrets of the Company as cannot be disclosed at the general meeting, directors, **supervisors** and senior management officers shall provide explanations in relation to the inquiries and suggestions made by shareholders on general meetings.	**Article 105** Save for such matters in relation to the business secrets of the Company as cannot be disclosed at the general meeting, directors and senior management officers shall provide explanations in relation to the inquiries and suggestions made by shareholders on general meetings.

Original Articles	Proposed to be amended as
Article 106 The minutes of general meetings shall be produced for the general meeting, which shall be responsible by the secretary to the Board. The minutes of general meetings shall record the following contents: (1) the date, place and agenda of the meeting, and the name of the convener; (2) the names of the person presiding, and the directors, **supervisors**, president and other senior management officers attending or present at the meeting; (3) the number of such shareholders and the proxies thereof as attending the general meeting, the number of voting shares held by the said shareholders and proxies thereof, and the percentage of the said shares in the total shares of the Company; (4) the process of discussion in respect of each proposal, highlights of speeches and the voting results; (5) details of the inquiries or suggestions of the shareholders, and the corresponding response or explanations; (6) the names of the counting officer and monitoring officer; and (7) other contents that shall be recorded in the minutes in accordance with these Articles of Association.	**Article 107** The minutes of general meetings shall be produced for the general meeting, which shall be responsible by the secretary to the Board. The minutes of general meetings shall record the following contents: (1) the date, place and agenda of the meeting, and the name of the convener; (2) the names of the person presiding, and the directors, president and other senior management officers attending or present at the meeting; (3) the number of such shareholders and the proxies thereof as attending the general meeting, the number of voting shares held by the said shareholders and proxies thereof, and the percentage of the said shares in the total shares of the Company; (4) the process of discussion in respect of each proposal, highlights of speeches and the voting results; (5) details of the inquiries or suggestions of the shareholders, and the corresponding response or explanations; (6) the names of the counting officer and monitoring officer; and (7) other contents that shall be recorded in the minutes in accordance with these Articles of Association.

Original Articles	Proposed to be amended as
Article 107 The convener shall ensure the meeting minutes are true, accurate and complete. The attending directors, **supervisors**, secretary of the Board, convener or representative thereof, and the person presiding shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the scene and the powers of attorney of those attending by proxy, as well as valid information relating to the voting by other means shall be kept together for 15 years.	**Article 108** The convener shall ensure the meeting minutes are true, accurate and complete. The attending directors, secretary of the Board, convener or representative thereof, and the person presiding shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the scene and the powers of attorney of those attending by proxy, as well as valid information relating to the voting by other means shall be kept together for 15 years.
Article 110 The following matters shall be resolved by way of ordinary resolutions at a general meeting: (1) work reports of the Board **and the Supervisory Committee** and the annual performance reports of the independent directors; (2) profit distribution plan and loss make-up plan formulated by the Board; (3) appointment or dismissal of the members of the Board **and Supervisory Committee**, and remuneration and payment methods thereof; **(4) annual preliminary and final budgets, balance sheet, income statement and other financial statements of the Company;** **(5) the annual report of the Company;** (6) such matters other than those requiring approval by special resolutions in accordance with the laws, regulations or these Articles of Association.	**Article 111** The following matters shall be resolved by way of ordinary resolutions at a general meeting: (1) work reports of the Board and the annual performance reports of the independent directors; (2) profit distribution plan and loss make-up plan formulated by the Board; (3) appointment or dismissal of the members of the Board **(other than the employee representative directors)**, and remuneration and payment methods thereof; (4) such matters other than those requiring approval by special resolutions in accordance with the laws, regulations or these Articles of Association.

Original Articles	Proposed to be amended as
Article 118 Save that the Company is under exceptional circumstances such as crisis, unless approved by way of special resolution at a general meeting, the Company shall not enter into any contracts with any person other than the directors, **supervisors**, president and other senior management officers pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.	**Article 119** Save that the Company is under exceptional circumstances such as crisis, unless approved by way of special resolution at a general meeting, the Company shall not enter into any contracts with any person other than the directors, president and other senior management officers pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.
Article 119 A proposal listing candidates for **directors and supervisors** shall be submitted to the general meeting for a vote. The Board **and the Supervisory Committee** shall provide, in advance, such resume and basic information as are in relation to the candidates for directors **and supervisors** to the shareholders; the Board, **the Supervisory Committee**, and the shareholders severally or jointly holding **5% (including 5%)** or above shares of the Company, shall be entitled to present proposals concerning the nomination of candidates for directors (including independent directors) **and supervisors**; in the event that the number of elected directors as nominated by any shareholder of the Company accounts for more than a half of the members of the Board, **the number of elected supervisors as nominated by such shareholder shall not exceed one-third of the members of the Supervisory Committee.**	**Article 120** A proposal listing candidates for **non-employee representative directors** shall be submitted to the general meeting for a vote. The Board shall provide, in advance, such resume and basic information as are in relation to the candidates for directors to the shareholders; the Board and the shareholders severally or jointly holding **1% (including 1%)** or above shares of the Company, shall be entitled to present proposals concerning the nomination of candidates for directors (including independent directors); in the event that the number of elected directors as nominated by any shareholder of the Company accounts for more than a half of the members of the Board, **the number of such nominated directors serving on the Audit Committee shall not exceed half of the members of the Audit Committee.**

Original Articles	Proposed to be amended as
Article 124 Two representatives of shareholders shall be appointed for the purpose of counting and monitoring the votes before voting on proposals. In the event that the shareholders have **interests** in the proposals to be deliberated, such relevant shareholders or their agents shall not be appointed for counting and monitoring the votes. The representatives of **both** shareholders and **supervisors** shall be jointly responsible for counting and monitoring the votes when the general meeting is voting on proposals. The voting results are to be announced immediately. The voting results on resolutions shall be recorded in the minutes of the general meeting. The shareholders of the listed company or their proxies casting votes by online voting or other means, shall be entitled to check the respective voting results through corresponding voting systems.	**Article 125** Two representatives of shareholders shall be appointed for the purpose of counting and monitoring the votes before voting on proposals. In the event that the shareholders have **related relationships** in the proposals to be deliberated, such relevant shareholders or their agents shall not be appointed for counting and monitoring the votes. The representatives of shareholders and **employee representative director** shall be jointly responsible for counting and monitoring the votes when the general meeting is voting on proposals. The voting results are to be announced immediately. The voting results on resolutions shall be recorded in the minutes of the general meeting. The shareholders of the listed company or their proxies casting votes by online voting or other means, shall be entitled to check the respective voting results through corresponding voting systems.
Article 131 The terms of office of newly appointed directors **or supervisors** shall commence upon the passing of the election proposal at the general meeting.	**Article 132** The terms of office of newly appointed directors shall commence upon the passing of the election proposal at the general meeting.

Original Articles	Proposed to be amended as
Article 141 The Company shall establish the Communist Party of China Committee of Financial Street Securities Co., Limited (hereinafter referred to as the "Party Committee") and the Discipline Inspection Commission of the Communist Party of China of Financial Street Securities Co., Limited (hereinafter referred to as the "Discipline Inspection Commission"). **In principle, the chairman of the Board and the secretary to the Party Committee shall be the same person, together with a full-time deputy secretary in charge of Party building works.** Eligible members of the Party Committee can join the Board, **the Supervisory Committee** and management through legal procedures. Eligible members in the Board, **the Supervisory Committee** and management can join the Party Committee in accordance with relevant provisions and procedures. The positions of secretary, deputy secretary and members of the Party Committee and the Discipline Inspection Committee shall be established in accordance with the approval of the Party Committee at the **higher** level and shall be elected. **During the period when the Party General Meeting (or Party Congress) is not in session,** the Party Committee at the higher level may appoint the **secretary, deputy secretary and secretary of the Discipline Inspection Committee** when it deems necessary.	**Article 142** The Company shall establish the Communist Party of China Committee of Financial Street Securities Co., Limited (hereinafter referred to as the "Party Committee") and the Discipline Inspection Commission of the Communist Party of China of Financial Street Securities Co., Limited (hereinafter referred to as the "Discipline Inspection Commission"). **Adhere to and improve the leadership system of "mutual entry and cross appointment"(「雙向進入、交叉任職」), under which the** eligible members of the Party Committee can join the Board and management through legal procedures. Eligible members on the Board and management can join the Party Committee in accordance with relevant provisions and procedures. **The secretary to the Party Committee and the chairman of the Board shall generally be the same person.** The positions of secretary, deputy secretary and members of the Party Committee and the Discipline Inspection Committee shall be established in accordance with the approval of the Party Committee at the **superior** level and shall be elected. The Party Committee at the superior level may appoint the **secretary and the deputy secretary of the Party Committee and the Discipline Inspection Committee** when it deems necessary.

Original Articles	Proposed to be amended as
Article 142 The Party Committee shall perform its duties in accordance with the Constitution of the Communist Party of China and other internal requirements of the Communist Party of China. **(1) to ensure and supervise the Company's implementation of the policies and guidelines of the Communist Party of China and the State as well as the deployments of the decisions of the Communist Party of China and the governments at the higher level in the Company.** **(2) to uphold the integration of the principle of management of cadres by the Communist Party of China with the function of the Board in the lawful selection of the operation management and with the lawful exercise of the authority of employing personnel by the operation management, the Party Committee shall recommend candidates to the Board or the president, or consider and provide opinions on the candidates nominated by the Board or the president, the Party Committee, together with the Board, shall evaluate the proposed candidates and put forth comments and suggestions collectively and fulfill the Party's responsibility to manage talents and implement the strategy of strengthening enterprises with talents.**	**Article 143 The Party Committee of the Company shall exert leadership role by setting the direction, overseeing the overall situation and ensuring implementation. It discusses and decides on material matters of the Company in accordance with regulations. Its primary responsibilities are:** **(1) to strengthen the political construction of the Company under the Party, adhere to and implement the fundamental, basic and important socialist institutions as well as educate and guide all the Party members to maintain high consistency with the Party Central Committee in political stance, direction, principles and path;** **(2) to learn and promote the Party's theories, thoroughly implement the Party's guidelines and policies as well as supervise and ensure the execution of major decisions by the Party Central Committee as well as the resolutions of the superiors of Party organization within the Company;** **(3) to deliberate and discuss the significant operation and management matters of the Company and support the shareholders, the Board and the executive management in exercising statutory authority;**

Original Articles	Proposed to be amended as
(3) to consider and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employee interests, and provide comments and suggestions thereon.	**(4) to strengthen the leadership and oversight the process of talent selection and appointment of personnel of the Company, and the building of the leadership teams and talent pipelines of the Company;**
(4) to undertake the main responsibility of the overall and strict administration of the members of the Communist Party of China, lead the Company's ideological and political work, united front work, spiritual civilisation construction, enterprise cultural construction and the work of public organisations such as the labor union and the communist youth league. To take the lead on improving the honesty of conduct of the Party Committee and to support the fulfillment of the supervision responsibility of the Discipline Inspection Committee.	**(5) to undertake the primary responsibility in improving the Company's conduct and upholding integrity, lead and support disciplinary inspection institutions in supervision, disciplinary enforcement, and accountability as well as enforcing political discipline and rules, and, advancing full and rigorous governance over the Party to the grass roots level;**
	(6) to strengthen the building of grass root Party organizations and Party membership by uniting and mobilizing employees to devote themselves into the reform and development of the Company;
(5) Other major matters shall be resolved by the Party Committee.	**(7) to lead the Company's ideological and political work, the spirit and civilization progress, the united front work and lead mass organizations such as the Labor Union, Communist Youth League and Women's Organization of the Company.**

Original Articles	Proposed to be amended as
Article 144 Directors shall be elected or replaced at the general meeting. A director shall serve a term of three years, and may seek re-election upon expiry of the said term. The general meeting shall not remove a director without any reason prior to the expiry of his/her term of office. The appointment of directors by the Company shall be filed with the local branch of the CSRC in the place where the Company is located. The Company shall not engage the personnel without the said qualifications as directors, and shall not violate the provisions to authorize the personnel without the said qualifications to actually exercise duties. The shortest period for submitting a written notice to the Company concerning the intention to nominate a candidate of director, as well as the shortest period for submitting a written notice to the Company concerning such candidate's presentation of being willing to accept the nomination, shall be at least seven days. The period for submitting the notice mentioned in the preceding paragraph shall commence from the date when the notice of convening a general meeting for such election is given by the Company and end not later than 7 days before the date of the general meeting (or earlier).	**Article 145 Non-employee representative directors shall be elected or replaced at the general meeting, while employee representative director shall be elected by employees of the Company through the workers' congress, staff meeting, or other legally prescribed democratic procedures.** A director shall serve a term of three years, and may seek re-election upon expiry of the said term. The general meeting shall not remove a director without any reason prior to the expiry of his/her term of office. The appointment of directors by the Company shall be filed with the local branch of the CSRC in the place where the Company is located. The Company shall not engage the personnel without the said qualifications as directors, and shall not violate the provisions to authorize the personnel without the said qualifications to actually exercise duties. The shortest period for submitting a written notice to the Company concerning the intention to nominate a candidate of director, as well as the shortest period for submitting a written notice to the Company concerning such candidate's presentation of being willing to accept the nomination, shall be at least seven days. The period for submitting the notice mentioned in the preceding paragraph shall commence from the date when the notice of convening a general meeting for such election is given by the Company and end not later than 7 days before the date of the general meeting (or earlier).

Original Articles	Proposed to be amended as
The term of office of a director shall commence from the date of taking the position until the expiry of the term of office of the current session of the Board. Where a re-election fails to be carried out in a timely manner upon the expiry of the term of office of a director, such director shall continue to perform his/her duties as a director in accordance with the laws, regulations, department rules and these Articles of Association until the newly elected director assumes the office. Subject to relevant laws and regulations, a director can be removed by an ordinary resolution passed at a general meeting before the expiry of his/her term of office (such removal does not prejudice the claim of such director for damages pursuant to any contract). The president and other senior management officers may serve concurrently as directors, provided that the total number of such directors who concurrently serve as the president or other senior management officers shall not exceed half of the total number of the directors of the Company.	The term of office of a director shall commence from the date of taking the position until the expiry of the term of office of the current session of the Board. Where a re-election fails to be carried out in a timely manner upon the expiry of the term of office of a director, such director shall continue to perform his/her duties as a director in accordance with the laws, regulations, department rules and these Articles of Association until the newly elected director assumes the office. Subject to relevant laws and regulations, a director can be removed by an ordinary resolution passed at a general meeting before the expiry of his/her term of office (such removal does not prejudice the claim of such director for damages pursuant to any contract). The president and other senior management officers may serve concurrently as directors, provided that the total number of such directors who concurrently serve as the president or other senior management officers shall not exceed half of the total number of the directors of the Company.

Original Articles	Proposed to be amended as
Article 146 Directors shall observe laws, regulations and these Articles of Association and fulfill the following obligations of diligence to the Company:	**Article 147** Directors shall observe laws, regulations and these Articles of Association and fulfill the following obligations of diligence to the Company:
(1) to exercise the powers conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with laws, regulations and economic policies of the state, and to ensure the business activities of the Company shall not go beyond the business scope as specified in the business license of the Company;	(1) to exercise the powers conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with laws, regulations and economic policies of the state, and to ensure the business activities of the Company shall not go beyond the business scope as specified in the business license of the Company;
(2) to comply with the obligation of confidentiality, and to treat all shareholders impartially;	(2) to comply with the obligation of confidentiality, and to treat all shareholders impartially;
(3) to keep informed of the operation and management conditions of the Company;	(3) to keep informed of the operation and management conditions of the Company;
(4) to sign the written confirmation in respect of the regular reports of the Company, assuring that the information disclosed by the Company is true, accurate and complete;	(4) to sign the written confirmation in respect of the regular reports of the Company, assuring that the information disclosed by the Company is true, accurate and complete;
(5) to honestly provide the **Supervisory Committee** with relevant information and materials, and not to prevent the **Supervisory Committee or supervisors** from performing their duties and powers;	(5) to honestly provide the **Audit Committee** with relevant information and materials, and not to prevent the **Audit Committee** from performing their duties and powers;
(6) to fulfill other obligations of diligence stipulated by laws, regulations, department rules and these Articles of Association.	(6) to fulfill other obligations of diligence stipulated by laws, regulations, department rules and these Articles of Association.

Original Articles	Proposed to be amended as
The directors breaching the abovementioned provisions shall take corresponding responsibilities.	The directors breaching the abovementioned provisions shall take corresponding responsibilities.
Article 153 The Board, **Supervisory Committee** or shareholders individually or jointly holding 1% or above of the issued shares of the Company may nominate independent director candidate for election by the general meeting. The written notice concerning the intention of the nominated independent director candidate as well as the will of such candidate to accept the said nomination, shall be sent to the Company seven days before the general meeting is held.	**Article 154** The Board or shareholders individually or jointly holding 1% or above of the issued shares of the Company may nominate independent director candidate for election by the general meeting. The written notice concerning the intention of the nominated independent director candidate as well as the will of such candidate to accept the said nomination, shall be sent to the Company seven days before the general meeting is held.
Article 162 The Board shall comprise **9** directors. The Company shall have one chairman and may have one vice chairman. Both the chairman and vice chairman shall be elected at the Board by majority vote of all directors. The number of internal directors shall not exceed a half of the number of directors.	**Article 163** The Board shall comprise **11** directors. The Company shall have one chairman and may have one vice chairman. Both the chairman and vice chairman shall be elected at the Board by majority vote of all directors. The number of internal directors shall not exceed a half of the number of directors. **The Board shall have one employee representative director, who shall be elected by employees of the Company at the employee representative meeting, the employee assembly or other forms of a democratic election.**

Original Articles	Proposed to be amended as
Article 163 The Board shall exercise the following functions and powers:	**Article 164** The Board shall exercise the following functions and powers:
(1) to convene general meetings and report to general meetings;	(1) to convene general meetings and report to general meetings;
(2) to implement resolutions of general meetings;	(2) to implement resolutions of general meetings;
(3) to determine the business plans and investment plans of the Company;	(3) to determine the **medium- and long-term development plans**, business plans and investment plans of the Company;
(4) to **formulate** the annual financial budgets and final accounting plans of the Company;	(4) to **determine** the annual financial budgets and final accounting plans of the Company;
(5) to formulate the profit distribution plan and loss makeup plan of the Company;	(5) to formulate the profit distribution plan and loss makeup plan of the Company;
(6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;	(6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;
(7) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;	(7) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;
……	……
(19) to deliberate and approve the **semi-annual report** of the Company;	(19) to deliberate and approve the **annual report and interim report** of the Company;
……	……
(21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or these Articles of Association.	(21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or these Articles of Association.

Original Articles	Proposed to be amended as
Article 164 The Board shall consider the opinions of the Party Committee before deciding on major issues of the Company.	**Article 165 Major business and management matters of the Company shall be studied and discussed by the Party Committee, before the Board or the management shall make a decision.**
Article 170 A meeting of the Board shall be held each quarter, and the meetings of the Board shall be held at least four times a year. Such meetings shall be convened by the chairman. Written notice of the meeting shall be given to all directors and **supervisors** at least 14 days before convening the meeting unless all the directors attending the meeting consent in writing.	**Article 171** A meeting of the Board shall be held each quarter, and the meetings of the Board shall be held at least four times a year. Such meetings shall be convened by the chairman. Written notice of the meeting shall be given to all directors at least 14 days before convening the meeting unless all the directors attending the meeting consent in writing.
Article 171 Any shareholder(s) holding more than one-tenth voting rights, the Party Committee, more than one-third of the directors, more than half of the independent directors, the **Supervisory Committee**, **the president or the chairman** may propose the holding of an extraordinary meeting of the Board. The chairman shall convene and preside over a Board meeting within ten days after receipt of such proposal.	**Article 172** Any shareholder(s) holding more than one-tenth voting rights, the Party Committee, more than one-third of the directors, more than half of the independent directors, the **Audit Committee**, **the chairman or the president** may propose the holding of an extraordinary meeting of the Board. The chairman shall convene and preside over a Board meeting within ten days after receipt of such proposal.

Original Articles	Proposed to be amended as
Article 183 The risk control and supervision committee shall mainly be in charge of supervising the management of overall risks of the Company, ensuring the compliance of such matters including internal management systems, businesses rules, major decisions and major business activities, and ensuring that the Company is able to conduct effective supervision upon various risks associated with the operation activities of the Company. The risk control and supervision committee is accountable to the Board and shall report to the Board. The main duties of the risk control and supervision committee are as follows: …… (9) reviewing the observance of Appendix **14** "Code of Corporate Governance" of Hong Kong Listing Rules as well as the information disclosure according to "Corporate Governance Report" by the Company; and ……	**Article 184** The risk control and supervision committee shall mainly be in charge of supervising the management of overall risks of the Company, ensuring the compliance of such matters including internal management systems, businesses rules, major decisions and major business activities, and ensuring that the Company is able to conduct effective supervision upon various risks associated with the operation activities of the Company. The risk control and supervision committee is accountable to the Board and shall report to the Board. The main duties of the risk control and supervision committee are as follows: …… (9) reviewing the observance of Appendix **C1** "Code of Corporate Governance" of Hong Kong Listing Rules as well as the information disclosure according to "Corporate Governance Report" by the Company; and ……

Original Articles	Proposed to be amended as
Article 184 The Board establishes **audit committee, and** the main duties of **audit committee** are as follows: **(1) reviewing the financial monitoring, internal control, risk management systems of the Company and the effectiveness of the implementation of these systems. Discussing the internal control with the management and reporting to the Board of directors. Conducting study on important findings of internal control and management's responses on such findings actively or commissioned by the Board;** (2) guiding the work of the internal audit department of the Company, and supervising the internal audit system and its implementation; (3) monitoring the annual audits, examining the Company's financial statements, annual reports and accounts, semi-annual reports and (if intend to publish) quarterly reports, reviewing the significant or unusual matters on financial reporting set out in financial statements and reports as well as other information relating to the Company's operation and management and relevant disclosures. Making judgments on the truthfulness, accuracy and completeness of audited financial reports and information and submitting to the Board of directors for consideration;	**Article 185** The Board establishes **Audit Committee and abolished Supervisory Committee, with the powers and duties of the Supervisory Committee as prescribed in the Company Law to be exercised altogether with the Audit Committee.** The main duties of **the Audit Committee** are as follows: **(1) reviewing the effectiveness of the Company's financial monitoring, risk management and internal control systems and the implementation of these systems. Discussing the risk management and internal control systems with the management, and reporting to the Board to ensure that management has performed its responsibilities in establishing effective systems. This discussion shall include the adequacy of resources in the Company's accounting and financial reporting functions, staff qualifications and experience, training programmes and budgets. Conducting research, either on its own initiative or as directed by the Board, on important findings of risk management and internal control and management's responses on such findings;** (2) guiding the work of the internal audit department of the Company, and supervising the internal audit system and its implementation;

Original Articles	Proposed to be amended as
(4) acting as the major representative of both the Company and external auditors, and being responsible for overseeing the relationship between them;	(3) monitoring the annual audits, examining the Company's financial statements, annual reports and accounts, interim reports and (if intend to publish) quarterly reports, reviewing the significant or unusual matters on financial reporting set out in financial statements and reports as well as other information relating to the Company's operation and management and relevant disclosures. Making judgments on the truthfulness, accuracy and completeness of audited financial reports and information and submitting to the Board of directors for consideration;
(5) inspecting and ensuring the timely response of the Board of directors to the management letter (or equivalent documents) submitted by external auditors to the senior management, and also inspecting any significant queries raised by external auditors on accounting records, financial accounts or monitoring system to the senior management and the responses from the senior management;	(4) acting as the major representative of both the Company and external auditors, and being responsible for overseeing the relationship between them;
(6) examining and supervising affiliated party transactions and assessing the appropriateness of affiliated party transactions;	(5) inspecting and ensuring the timely response of the Board of directors to the management letter (or equivalent documents) submitted by external auditors to the senior management, and also inspecting any significant queries raised by external auditors on accounting records, financial accounts or monitoring system to the senior management and the responses from the senior management;
(7) making suggestions to the Board of directors on the appointment, reappointment or replacement of external auditors, approving the compensation and terms of engagement for external auditors, as well as handling any matters regarding the resignation or dismissal of external auditors;	(6) examining and supervising affiliated party transactions and assessing the appropriateness of affiliated party transactions;

Original Articles	Proposed to be amended as
(8) monitoring and assessing the independence and objectivity of work done by external auditors of the Company and the effectiveness of the auditing procedures, the Audit Committee shall discuss the nature, scope of the audit and relevant reporting obligations with external auditors before the auditing work commences as well as formulating policies on non-auditing services provided by external auditors and implementing such policies;	(7) making suggestions to the Board of directors on the appointment, reappointment or replacement of external auditors, approving the compensation and terms of engagement for external auditors, as well as handling any matters regarding the resignation or dismissal of external auditors;
(9) reviewing the Company's financial and accounting policies and practices;	(8) monitoring and assessing the independence and objectivity of work done by external auditors of the Company and the effectiveness of the auditing procedures, the Audit Committee shall discuss the nature, scope of the audit and relevant reporting obligations with external auditors before the auditing work commences as well as formulating policies on non-auditing services provided by external auditors and implementing such policies;
(10) being responsible for the communication between internal auditors and external auditors, and making sure adequate resources of the Company are available for internal auditors for operation and the proper positions for internal auditors, and reviewing and monitoring internal auditors' effectiveness;	(9) reviewing the Company's financial and accounting policies and practices;
(11) assessing the mechanism for the Company's staff to whistle-blow, carry out internal control or report on other misconducts, and the mechanism of the Company for making independent and fair investigations on reported matters and taking appropriate actions;	(10) being responsible for the communication between internal auditors and external auditors, and making sure adequate resources of the Company are available for internal auditors for operation and the proper positions for internal auditors, and reviewing and monitoring internal auditors' effectiveness;

Original Articles	Proposed to be amended as
(12) paying attention to, and dealing with the challenges and claims raised by the employees, clients, suppliers, investors and media against the truthfulness, accuracy and completeness of information contained in the audited financial statement; and	(11) assessing the mechanism for the Company's staff to whistle-blow, carry out internal control or report on other misconducts, and the mechanism of the Company for making independent and fair investigations on reported matters and taking appropriate actions;
(13) other duties as authorized by the Board of the Company and as required by the laws, regulations and rules including the Hong Kong Listing Rules.	(12) paying attention to, and dealing with the challenges and claims raised by the employees, clients, suppliers, investors and media against the truthfulness, accuracy and completeness of information contained in the audited financial statement;
	(13) supervising the behaviour of directors and senior management in performing their duties and fulfilling their compliance management responsibilities, and questioning or proposing removal of directors and senior management for any violations of laws, administrative regulations, these Articles of Association, or shareholders' resolutions, or who bear primary responsibility or leadership responsibility for major compliance risks;
	(14) assuming the supervisory responsibility for comprehensive risk management, being responsible for supervising and inspecting the performance of the Board and management in risk management, and urging rectification;
	(15) organizing exit audits of senior management members;

Original Articles	Proposed to be amended as
	(16) assuming oversight responsibility for money laundering risk management, primarily performing the following duties: **1. to oversee the performance of the Board and senior management in fulfilling their responsibilities in anti-money laundering risk management and urge rectification where necessary;** **2. to provide suggestions and opinions on the Company's anti-money laundering efforts;** **3. other related responsibilities.** (17) other duties as authorized by the Board and as required by the laws, regulations and rules including the Hong Kong Listing Rules.

Original Articles	Proposed to be amended as
Article 190 The secretary to the Board shall possess such professional knowledge and experience as required, and shall be appointed by the Board. The secretary to the Board shall satisfy following conditions:	**Article 191** The secretary to the Board shall possess such professional knowledge and experience as required, and shall be appointed by the Board. The secretary to the Board shall satisfy following conditions:
(1) the secretary to the Board shall be of good character, faithful and honest;	(1) the secretary to the Board shall be of good character, faithful and honest;
(2) the secretary to the Board shall be familiar with such laws, regulations, rules and other normative documents as in relation to securities, and possess such operation and management capacity as required to his/her duties;	(2) the secretary to the Board shall be familiar with such laws, regulations, rules and other normative documents as in relation to securities, and possess such operation and management capacity as required to his/her duties;
(3) the secretary to the Board shall satisfy the requirements for working experience in engaging in securities, financial, economic, legal, accounting industries;	(3) the secretary to the Board shall satisfy the requirements for working experience in engaging in securities, financial, economic, legal, accounting industries;
(4) the secretary to the Board shall possess the license to practice in the securities business;	(4) the secretary to the Board shall possess the license to practice in the securities business;
(5) the secretary to the Board shall satisfy the education requirements as stipulated by the CSRC;	(5) the secretary to the Board shall satisfy the education requirements as stipulated by the CSRC;
(6) the secretary to the Board shall possess the work experience in management as stipulated by the CSRC;	(6) the secretary to the Board shall possess the work experience in management as stipulated by the CSRC;
(7) the secretary to the Board shall pass the qualification test as recognized by the CSRC;	(7) the secretary to the Board shall pass the qualification test as recognized by the CSRC;

Original Articles	Proposed to be amended as
(8) other conditions as required by the laws, regulations, department rules and these Articles of Association. The director (other than independent director) of the Company may **serve as the secretary to the Board at the same time; however, the supervisor shall not** serve as the secretary to the Board at the same time. ……	(8) other conditions as required by the laws, regulations, department rules and these Articles of Association. The director (other than independent director) of the Company may serve as the secretary to the Board at the same time. ……

Original Articles	Proposed to be amended as
Article 191 The main duties of the secretary to the Board are as follows:	**Article 192** The main duties of the secretary to the Board are as follows:
(1) being responsible for matters concerning information disclosure of the Company, coordinating the information disclosure work of the Company, organizing to formulate the management systems concerning the information disclosure matters of the Company, urging the Company and relevant obligors of information disclosure to observe relevant provisions concerning information disclosure;	(1) being responsible for matters concerning information disclosure of the Company, coordinating the information disclosure work of the Company, organizing to formulate the management systems concerning the information disclosure matters of the Company, urging the Company and relevant obligors of information disclosure to observe relevant provisions concerning information disclosure;
(2) being responsible for the work concerning the management of investor relations of the Company and the work concerning the management of materials of shareholders, coordinating the information communication among Company and securities regulatory authorities, shareholders, de facto controller, securities service institution, the media and other parties;	(2) being responsible for the work concerning the management of investor relations of the Company and the work concerning the management of materials of shareholders, coordinating the information communication among Company and securities regulatory authorities, shareholders, de facto controller, securities service institution, the media and other parties;
(3) organizing the preparation of Board meetings and general meetings, attending the general meetings, Board meetings**, meetings of Supervisory Committee** and relevant meetings of senior management officers, being responsible for recording the Board meetings and signing the minutes of Board meetings;	(3) organizing the preparation of Board meetings and general meetings, attending the general meetings, Board meetings and relevant meetings of senior management officers, being responsible for recording the Board meetings and signing the minutes of Board meetings;
(4) organizing the confidentiality work of information disclosure of the Company;	(4) organizing the confidentiality work of information disclosure of the Company;

Original Articles	Proposed to be amended as
(5) organizing the directors, **supervisors** and senior management officers to undergo training in relation to such laws, regulations and relevant provisions as concerning securities, assisting the abovementioned personnel to understand their respective rights and obligations in information disclosure;	(5) organizing the directors and senior management officers to undergo training in relation to such laws, regulations and relevant provisions as concerning securities, assisting the abovementioned personnel to understand their respective rights and obligations in information disclosure;
(6) urging the directors**, supervisors** and senior management members to observe the laws, regulations, rules, normative documents and these Articles of Association, and to fulfill the commitments as made by them earnestly;	(6) urging the director and senior management members to observe the laws, regulations, rules, normative documents and these Articles of Association, and to fulfill the commitments as made by them earnestly;
(7) other duties as required by the Company Law, the Securities Law, the CSRC or the listing rules at the place where the shares of the Company are listed;	(7) other duties as required by the Company Law, the Securities Law, the CSRC or the listing rules at the place where the shares of the Company are listed;
The Board and president shall provide active support to the work of the secretary to the Board. No institutions or individuals can interfere with the work of the secretary to the Board.	The Board and president shall provide active support to the work of the secretary to the Board. No institutions or individuals can interfere with the work of the secretary to the Board.

Original Articles	Proposed to be amended as
Article 203 The president shall formulate the detailed working rules of the president, and such rules shall be implemented upon approval by the Board. The detailed working rules of the president shall include the following: (1) the conditions for convening the meeting of president, the procedures of the meeting of president, and the personnel to attend the meeting; (2) specific duties and division of work of the president and other senior management officers; (3) the authority to utilize such funds and assets as belonging to the Company, the authority to enter into material contracts, and the reporting systems to report to the Board **and the Supervisory Committee**; (4) other matters as deemed to be necessary by the Board.	**Article 204** The president shall formulate the detailed working rules of the president, and such rules shall be implemented upon approval by the Board. The detailed working rules of the president shall include the following: (1) the conditions for convening the meeting of president, the procedures of the meeting of president, and the personnel to attend the meeting; (2) specific duties and division of work of the president and other senior management officers; (3) the authority to utilize such funds and assets as belonging to the Company, the authority to enter into material contracts, and the reporting systems to report to the Board; (4) other matters as deemed to be necessary by the Board.

Original Articles	Proposed to be amended as
Article 205 The senior management officers of the Company shall be responsible for implementing the compliance management target, assuming responsibilities for the compliance operations and performing the following compliance management duties: …… (3) To assume implementation responsibility over money laundering risk management, and to implement the resolutions of the Board. The main duties as performed are as follows: 1. to promote the building of risk management culture of money laundering; 2. to establish and timely adjust the money laundering risk management organizational structure, clarify the division of responsibilities and coordination mechanisms of anti-money laundering management departments, business units and other departments in money laundering risk management; 3. to formulate and adjust money laundering risk management strategies and implementation mechanism; 4. to review money laundering risk management policies and procedures;	**Article 206** The senior management officers of the Company shall be responsible for implementing the compliance management target, assuming responsibilities for the compliance operations and performing the following compliance management duties: …… (3) To assume implementation responsibility over money laundering risk management, and to implement the resolutions of the Board. The main duties as performed are as follows: 1. to promote the building of risk management culture of money laundering; 2. to establish and timely adjust the money laundering risk management organizational structure, clarify the division of responsibilities and coordination mechanisms of anti-money laundering management departments, business units and other departments in money laundering risk management; 3. to formulate and adjust money laundering risk management strategies and implementation mechanism; 4. to review money laundering risk management policies and procedures;

Original Articles	Proposed to be amended as
5. to regularly reporting anti-money laundering work to the Board, and report major money laundering risk events to the Board and the **Supervisory Committee** in a timely manner; 6. to organize the implementation of the anti-money laundering information system and data governance; 7. to organize the implementation of the anti-money laundering performance evaluation and reward and punishment mechanism; 8. to handle violations of anti-money laundering risk management policies and procedures as authorized by the Board; 9. other related responsibilities. (4) Other compliance management duties required by the Articles of Association or determined by the Board.	5. to regularly reporting anti-money laundering work to the Board, and report major money laundering risk events to the Board and the **Audit Committee** in a timely manner; 6. to organize the implementation of the anti-money laundering information system and data governance; 7. to organize the implementation of the anti-money laundering performance evaluation and reward and punishment mechanism; 8. to handle violations of anti-money laundering risk management policies and procedures as authorized by the Board; 9. other related responsibilities. (4) Other compliance management duties required by the Articles of Association or determined by the Board.
Chapter 8 Supervisory Committee	**Delete all contents of the original Chapter 8 Supervisory Committee** The subsequent serial numbers of the chapters and articles are adjusted accordingly

Original Articles	Proposed to be amended as
Article 235 The Company shall ensure the independence of the chief compliance officer and compliance management personnel, and ensure the chief compliance officer and compliance management personnel can fully exercise such right of information and right of investigation as required for implementing his/her duties. The Company shall give prior notice to the chief compliance officer where a Board meeting, operating decision meeting or other important meetings of the Company as well as those meetings which the chief compliance officer requests to attend or observe, are to be convened. The chief compliance officer has the right to attend or observe the relevant meetings and inspect and reproduce relevant documents and information as necessary in performing his/her duties. In performing his/her duties, the chief compliance officer has the right to request relevant personnel of the Company to provide explanations on relevant matters where necessary and consult the intermediaries which provide audit and legal services to the Company. The Company's shareholders, directors and senior management officers shall not violate the stipulated duties and procedures to give direct instructions to the chief compliance officer or to interfere with the work of chief compliance officer. The Company's directors, **supervisors,** senior management officers, and all departments and branches, shall provide support for and cooperate with the chief compliance officer, and shall not, by any reason, restrict or prevent the chief compliance officer, compliance department and compliance management personnel from performing his/her duties.	**Article 216** The Company shall ensure the independence of the chief compliance officer and compliance management personnel, and ensure the chief compliance officer and compliance management personnel can fully exercise such right of information and right of investigation as required for implementing his/her duties. The Company shall give prior notice to the chief compliance officer where a Board meeting, operating decision meeting or other important meetings of the Company as well as those meetings which the chief compliance officer requests to attend or observe, are to be convened. The chief compliance officer has the right to attend or observe the relevant meetings and inspect and reproduce relevant documents and information as necessary in performing his/her duties. In performing his/her duties, the chief compliance officer has the right to request relevant personnel of the Company to provide explanations on relevant matters where necessary and consult the intermediaries which provide audit and legal services to the Company. The Company's shareholders, directors and senior management officers shall not violate the stipulated duties and procedures to give direct instructions to the chief compliance officer or to interfere with the work of chief compliance officer. The Company's directors, senior management officers, and all departments and branches, shall provide support for and cooperate with the chief compliance officer, and shall not, by any reason, restrict or prevent the chief compliance officer, compliance department and compliance management personnel from performing his/her duties.

Original Articles	Proposed to be amended as
The Company provides guarantee for the performance of duties by the chief risk officer to ensure that the chief risk officer can exercise the right to know as required for performance of his/her duties. The chief risk officer is entitled to attend or observe the meetings in relation to performance of his/her duties and access relevant documents to get necessary information. The shareholders and directors of the Company shall not violate the stipulated procedures or directly give orders to the chief risk officer or interfere with his/her work.	The Company provides guarantee for the performance of duties by the chief risk officer to ensure that the chief risk officer can exercise the right to know as required for performance of his/her duties. The chief risk officer is entitled to attend or observe the meetings in relation to performance of his/her duties and access relevant documents to get necessary information. The shareholders and directors of the Company shall not violate the stipulated procedures or directly give orders to the chief risk officer or interfere with his/her work.
Chapter 10 Qualifications and Obligations of Directors, supervisors, President and Other Senior Management Officers of the Company	**Chapter 9 Qualifications and Obligations of Directors, President and Other Senior Management Officers of the Company**

Original Articles	Proposed to be amended as
Article 237 The following person shall not serve as director, **supervisor,** president or other senior management officers of the Company: (1) persons without capacity or with limited capacity of civil conduct; (2) persons who have committed offences relating to corruption, bribery, encroachment of properties, misappropriation of properties or disruption of social economic order and have been sentenced to criminal punishment, **where less than five years has elapsed since the date of completion of the sentence, or who have been deprived of their political rights due to a criminal offense, where less than five years has elapsed since the date of restoring their political rights;** (3) persons who were former directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the winding-up of such company or enterprise, where less than three years has elapsed since the date of completion of the winding-up and liquidation of the company or enterprise; (4) persons who were legal representatives of a company or enterprise which had its business license revoked and was ordered to close down due to violation of laws and who were personally liable**, where less than three years has elapsed since the date of the revocation of the business license;**	**Article 218** The following person shall not serve as director, president or other senior management officers of the Company: (1) persons without capacity or with limited capacity of civil conduct; (2) persons who have committed offences relating to corruption, bribery, encroachment of properties, misappropriation of properties or disruption of social economic order and have been sentenced to criminal punishment, **or who have been deprived of their political rights due to a criminal offense and the term of execution has not exceeded five years; or who have been granted a suspended sentence which the period of probation has not exceeded for two years;** (3) persons who were former directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the winding-up of such company or enterprise, where less than three years has elapsed since the date of completion of the winding-up and liquidation of the company or enterprise;

Original Articles	Proposed to be amended as
(5) persons who have a substantial amount of debts due and outstanding;	(4) persons who were legal representatives of a company or enterprise which had its business license revoked and was ordered to close down due to violation of laws and who were personally liable **for the same, within three years from the date on which the company or enterprise had its business license revoked or was ordered to close;**
(6) persons who are subject to the punishment of the CSRC, prohibiting them from entering into the securities market for a period which has not yet expired;	**(5) persons who have a substantial amount of debts due and outstanding, resulting in being listed and enforced by the People's Court as dishonest debtors;**
(7) persons in charge of stock exchange, securities registration and clearing institutions or directors**, supervisors** or senior management officers of securities companies, who were dismissed for any act against law or relevant discipline where less than five years has elapsed since the date of the removal;	(6) persons who are subject to the punishment of the CSRC, prohibiting them from entering into the securities market for a period which has not yet expired;
(8) persons who has been convicted by the competent authority for violation of securities regulations by acting fraudulently or dishonestly, where less than five years has elapsed since the date of the conviction;	(7) persons in charge of stock exchange, securities registration and clearing institutions or directors or senior management officers of securities companies, who were dismissed for any act against law or relevant discipline where less than five years has elapsed since the date of the removal;
(9) persons who were lawyers, certified public accountants or professionals of investment consulting institutions, financial advising institutions, credit rating institutions, assets valuation institutions or certification institutions, whose qualification was revoked for any act against law or relevant discipline, where less than five years has elapsed since the date of the revocation;	(8) persons who has been convicted by the competent authority for violation of securities regulations by acting fraudulently or dishonestly, where less than five years has elapsed since the date of the conviction;

Original Articles	Proposed to be amended as
(10) government officers and other persons who are prohibited by law and regulations from concurrently holding position in a company;	(9) persons who were lawyers, certified public accountants or professionals of investment consulting institutions, financial advising institutions, credit rating institutions, assets valuation institutions or certification institutions, whose qualification was revoked for any act against law or relevant discipline, where less than five years has elapsed since the date of the revocation;
(11) persons who were subject to administrative penalties by the financial regulatory authorities due to material illegal or improper behavior where less than three years has elapsed since the date of completion of the penalties;	(10) government officers and other persons who are prohibited by law and regulations from concurrently holding position in a company;
(12) persons who were disqualified by the CSRC where less than three years has elapsed since the date of disqualification;	(11) persons who were subject to administrative penalties by the financial regulatory authorities due to material illegal or improper behavior where less than three years has elapsed since the date of completion of the penalties;
(13) persons who were determined to be unfit by the CSRC where less than two years has elapsed since the date of the determination;	(12) persons who were disqualified by the CSRC where less than three years has elapsed since the date of disqualification;
(14) persons who are prohibited from acting as a leader of an enterprise by virtue of laws or regulations;	(13) persons who were determined to be unfit by the CSRC where less than two years has elapsed since the date of the determination;
(15) persons other than a natural person;	(14) persons who are prohibited from acting as a leader of an enterprise by virtue of laws or regulations;
(16) persons who are under the investigation of the judicial authority due to their breach of the criminal laws and the trials have not yet finished;	(15) persons other than a natural person;
(17) other circumstances identified by the CSRC;	
(18) other contents required by the laws, regulations or departmental rules.	

Original Articles	Proposed to be amended as
Any election, designation or appointment of directors, **supervisors,** president or other senior management officers in violation of this Article shall be null and void. The Company shall dismiss the director, **supervisor,** president or other senior management officers if they are involved in the said circumstances during their respective term of office.	(16) persons who are under the investigation of the judicial authority due to their breach of the criminal laws and the trials have not yet finished; (17) other circumstances identified by the CSRC; (18) other contents required by the laws, regulations or departmental rules. Any election, designation or appointment of directors, president or other senior management officers in violation of this Article shall be null and void. The Company shall dismiss the director, president or other senior management officers if they are involved in the said circumstances during their respective term of office.

Original Articles	Proposed to be amended as
Article 239 In addition to the obligations imposed by laws, regulations or listing rules of the stock exchange at the place where the shares of the Company are listed, each of the Company's directors, **supervisors,** president and other senior management officers owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him/her: 1. not to cause the Company to exceed 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 form, the property of the Company, including (but not limited to) usurpation of opportunities advantageous to the Company; 4. not to deprive of the individual rights and interests of the shareholders, including (but not limited to) the rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the general meeting for approval in accordance with these Articles of Association.	**Article 220** In addition to the obligations imposed by laws, regulations or listing rules of the stock exchange at the place where the shares of the Company are listed, each of the Company's directors, president and other senior management officers owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him/her: 1. not to cause the Company to exceed 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 form, the property of the Company, including (but not limited to) usurpation of opportunities advantageous to the Company; 4. not to deprive of the individual rights and interests of the shareholders, including (but not limited to) the rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to the general meeting for approval in accordance with these Articles of Association.
Article 240 Each of the Company's directors, **supervisors,** president and other senior management officers owes a duty, in the exercise of his/her rights and discharge of his/her obligations, to exercise the prudence, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	**Article 221** Each of the Company's directors, president and other senior management officers owes a duty, in the exercise of his/her rights and discharge of his/her obligations, to exercise the prudence, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Original Articles	Proposed to be amended as
Article 241 In fulfilling their duties, the directors, **supervisors,** the president and other senior management officers must observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but not limited to) the following obligations:	**Article 222** In fulfilling their duties, the directors, the president and other senior management officers must observe the principle of honesty and shall not set themselves in a position where their own interests conflict with their obligations. The said principle includes (but not limited to) the following obligations:
(1) to sincerely act in the best interest of the Company;	(1) to sincerely act in the best interest of the Company;
(2) to exercise their rights within the scope of their functions and powers, not to act beyond their authorities;	(2) to exercise their rights within the scope of their functions and powers, not to act beyond their authorities;
(3) to exercise the discretion in person vested in them and not to allow themselves to be controlled by others and; save as permitted by laws or regulations or with the informed consent of general meeting, not to transfer the exercise of their discretion to others;	(3) to exercise the discretion in person vested in them and not to allow themselves to be controlled by others and; save as permitted by laws or regulations or with the informed consent of general meeting, not to transfer the exercise of their discretion to others;
(4) to be equal towards shareholders of the same class and fair towards shareholders of different classes;	(4) to be equal towards shareholders of the same class and fair towards shareholders of different classes;
(5) not to conclude any contract, conduct any transaction or make any arrangement with the Company saved as otherwise specified in these Articles of Association or with the informed consent of general meeting;	(5) not to conclude any contract, conduct any transaction or make any arrangement with the Company saved as otherwise specified in these Articles of Association or with the informed consent of general meeting;
(6) not to seek personal gains by using the properties of the Company in any form without the informed consent of general meeting;	(6) not to seek personal gains by using the properties of the Company in any form without the informed consent of general meeting;

Original Articles	Proposed to be amended as
(7) not to abuse official powers to accept bribes or other unlawful income, and not to make encroachment of the Company's properties in any form, including (but not limited to) opportunity favorable to the Company;	(7) not to abuse official powers to accept bribes or other unlawful income, and not to make encroachment of the Company's properties in any form, including (but not limited to) opportunity favorable to the Company;
(8) not to accept commissions in connection with the Company's transactions without the informed consent of general meeting;	(8) not to accept commissions in connection with the Company's transactions without the informed consent of general meeting;
(9) to observe these Articles of Association, fulfill duties honestly, protect the interests of the Company, and not to seek personal gains by using their positions and powers in the Company;	(9) to observe these Articles of Association, fulfill duties honestly, protect the interests of the Company, and not to seek personal gains by using their positions and powers in the Company;
(10) not to compete with the Company in any form without the informed consent of general meeting;	(10) not to compete with the Company in any form without the informed consent of general meeting;
(11) not to appropriate the funds of the Company or lend the same to others, not to deposit the assets of the Company in the accounts of their own or others, and not to use the assets of the Company as security for the personal debts of the shareholders of the Company or others;	(11) not to appropriate the funds of the Company or lend the same to others, not to deposit the assets of the Company in the accounts of their own or others, and not to use the assets of the Company as security for the personal debts of the shareholders of the Company or others;

Original Articles	Proposed to be amended as
(12) not to disclose any confidential information related to the Company acquired by them during the term of their office without the informed consent of general meeting; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other competent governmental authorities in the following circumstances: 1. as required by laws; 2. as required for the interests of the public; and 3. as required for the interests of the said directors, **supervisors,** the president and other senior management officers.	(12) not to disclose any confidential information related to the Company acquired by them during the term of their office without the informed consent of general meeting; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other competent governmental authorities in the following circumstances: 1. as required by laws; 2. as required for the interests of the public; and 3. as required for the interests of the said directors, the president and other senior management officers.

Original Articles	Proposed to be amended as
Article 242 Each director, **supervisor,** president and any other senior management officers of the Company shall not cause the following persons or institutions (hereinafter referred to as the "associates") to do what he/she is prohibited from doing:	**Article 223** Each director, president and any other senior management officers of the Company shall not cause the following persons or institutions (hereinafter referred to as the "associates") to do what he/she is prohibited from doing:
(1) the spouse or minor child of that director, **supervisor,** president and other senior management officers;	(1) the spouse or minor child of that director, president and other senior management officers;
(2) a person acting in the capacity of trustee of that director, **supervisor,** president or other senior management officer or any person referred to in clause (1) of this Article;	(2) a person acting in the capacity of trustee of that director, president or other senior management officer or any person referred to in clause (1) of this Article;
(3) a person acting in the capacity of partner of that director, **supervisor,** president or other senior management officer or any person referred to in clauses (1) and (2) of this Article;	(3) a person acting in the capacity of partner of that director, president or other senior management officer or any person referred to in clauses (1) and (2) of this Article;
(4) a company in which that director, **supervisor,** president or other senior management officer, alone or jointly with one or more persons referred to in clause (1), (2), (3) of this Article have a de facto controlling interest;	(4) a company in which that director, president or other senior management officer, alone or jointly with one or more persons referred to in clause (1), (2), (3) of this Article have a de facto controlling interest;
(5) the directors, **supervisors,** president and other senior management officers of the controlled company referred to in clauses (4) of this Article.	(5) the directors, president and other senior management officers of the controlled company referred to in clauses (4) of this Article.

Original Articles	Proposed to be amended as
Article 243 The fiduciary duties of directors, **supervisors,** president and other senior management officers shall not end with the expiry of their terms of office, and their confidentiality obligation in respect of any business secrets of the Company shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned, the specific circumstances and the conditions under which the relationship between them and the Company was terminated.	**Article 224** The fiduciary duties of directors, president and other senior management officers shall not end with the expiry of their terms of office, and their confidentiality obligation in respect of any business secrets of the Company shall continue after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned, the specific circumstances and the conditions under which the relationship between them and the Company was terminated.
Article 244 Except as provided in the Article **71** of these Articles of Association, a director, **supervisor,** president and any other senior management officer of the Company may be relieved of liability for specific breaches of his/her duty by the informed consent of general meeting.	**Article 225** Except as provided in the Article **72** of these Articles of Association, a director, president and any other senior management officer of the Company may be relieved of liability for specific breaches of his/her duty by the informed consent of general meeting.

Original Articles	Proposed to be amended as
Article 245 In the event that the directors, **supervisors,** the president and other senior management officers of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or proposed contract, transaction and arrangement with the Company (exclusive of appointment contracts signed by the Company with Directors, **supervisors,** the general manager and other senior management officers), they shall responsively disclose the nature and extent of the said interests to the Board regardless whether the relevant matters are subject to approval by the Board in normal circumstances. Except as provided in the Hong Kong Listing Rules or exceptions permitted by the Hong Kong Stock Exchange, a director shall not be entitled to vote on nor shall be counted in the quorum in relation to any resolution of the Board in respect of any contract or arrangement or any other relevant proposals in which he/she or any of his/her close associates as defined in the Hong Kong Listing Rules has any material interest.	**Article 226** In the event that the directors, the president and other senior management officers of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or proposed contract, transaction and arrangement with the Company (exclusive of appointment contracts signed by the Company with Directors, the general manager and other senior management officers), they shall responsively disclose the nature and extent of the said interests to the Board regardless whether the relevant matters are subject to approval by the Board in normal circumstances. Except as provided in the Hong Kong Listing Rules or exceptions permitted by the Hong Kong Stock Exchange, a director shall not be entitled to vote on nor shall be counted in the quorum in relation to any resolution of the Board in respect of any contract or arrangement or any other relevant proposals in which he/she or any of his/her close associates as defined in the Hong Kong Listing Rules has any material interest.

Original Articles	Proposed to be amended as
Unless the interested director, **supervisor,** president and other senior management officer of the Company discloses his/her interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested director, **supervisor,** president or other senior management officer is not counted in the quorum and has abstained from voting, a contract, transaction or arrangement in which that director, **supervisor,** president and other senior management officer is materially interested is avoidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, **supervisor,** president or other senior management officer. A director, **supervisor,** president and other senior management officer of the Company is deemed to be interested in a contract, transaction or agreement in which an associate of him/her is interested.	Unless the interested director, president and other senior management officer of the Company discloses his/her interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested director, president or other senior management officer is not counted in the quorum and has abstained from voting, a contract, transaction or arrangement in which that director, president and other senior management officer is materially interested is avoidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, president or other senior management officer. A director, president and other senior management officer of the Company is deemed to be interested in a contract, transaction or agreement in which an associate of him/her is interested.
Article 246 Where a director, **supervisor,** president and other senior management officer of the Company gives to the Board a written notice stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his/her interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.	**Article 227** Where a director, president and other senior management officer of the Company gives to the Board a written notice stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his/her interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.

Original Articles	Proposed to be amended as
Article 247 The Company shall not by any means pay taxes for or on behalf of its director, **supervisor,** president and any other senior management officer.	**Article 228** The Company shall not by any means pay taxes for or on behalf of its director, president and any other senior management officer.
Article 248 The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, **supervisor,** president and other senior management officer of the Company or of the Company's holding company or any of their respective associates. However, the following transactions are not subject to such prohibition: (1) the provision by the Company of a loan or loan guarantee to a company which is a subsidiary of the Company; (2) the provision by the Company of a loan or loan guarantee, or any other funds to any of its directors, **supervisors,** president and other senior management officers to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the general meeting; (3) the provision by the Company of a loan or loan guarantee to a relevant director, **supervisor** or senior management officers of the Company or to an associate thereof based on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan guarantee.	**Article 229** The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, president and other senior management officer of the Company or of the Company's holding company or any of their respective associates. However, the following transactions are not subject to such prohibition: (1) the provision by the Company of a loan or loan guarantee to a company which is a subsidiary of the Company; (2) the provision by the Company of a loan or loan guarantee, or any other funds to any of its directors, president and other senior management officers to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the general meeting; (3) the provision by the Company of a loan or loan guarantee to a relevant director, **president** or senior management officers of the Company or to an associate thereof based on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan guarantee.

Original Articles	Proposed to be amended as
Article 250 Loan guarantee provided by the Company in breach of Clause (1) of Article **248** under these Articles of Association shall not be enforceable against the Company, unless:	**Article 231** Loan guarantee provided by the Company in breach of Clause (1) of Article **229** under these Articles of Association shall not be enforceable against the Company, unless:
(1) loan guarantee was provided to an associate of any of the directors, **supervisors,** president and other senior management officer of the Company or of the Company's holding company and at the time the loan was advanced the lender did not know the relevant circumstances; or	(1) loan guarantee was provided to an associate of any of the directors, president and other senior management officer of the Company or of the Company's holding company and at the time the loan was advanced the lender did not know the relevant circumstances; or
(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.

Original Articles	Proposed to be amended as
Article 252 In the event that the directors, **supervisors,** president or other senior management officers violate the obligations to the Company, the Company shall be entitled to take the following actions in addition to the rights and remedial measures under the relevant laws and regulations: (1) require the directors, **supervisors,** president or other senior management officers to compensate the Company for the losses arising from their dereliction of duties; (2) rescind the contracts or transactions concluded between the Company and the directors, **supervisors,** president or other senior management officers of the Company, or between the Company and a third person (if the third person knows or should have known that the directors, **supervisors,** president or other senior management officers representing the Company have breached their obligations to the Company); (3) require relevant directors, **supervisors,** president or other senior management officers to surrender their gains arising from breach of obligations; (4) recover funds, including (but not limited to) commissions, received by relevant directors, **supervisors,** president or other senior management officers but receivable by the Company; (5) require relevant directors, **supervisors,** president or other senior management officers to surrender interests earned or likely to be earned from funds payable to the Company.	**Article 233** In the event that the directors, president or other senior management officers violate the obligations to the Company, the Company shall be entitled to take the following actions in addition to the rights and remedial measures under the relevant laws and regulations: (1) require the directors, president or other senior management officers to compensate the Company for the losses arising from their dereliction of duties; (2) rescind the contracts or transactions concluded between the Company and the directors, president or other senior management officers of the Company, or between the Company and a third person (if the third person knows or should have known that the directors, president or other senior management officers representing the Company have breached their obligations to the Company); (3) require relevant directors, president or other senior management officers to surrender their gains arising from breach of obligations; (4) recover funds, including (but not limited to) commissions, received by relevant directors, president or other senior management officers but receivable by the Company; (5) require relevant directors, president or other senior management officers to surrender interests earned or likely to be earned from funds payable to the Company.

Original Articles	Proposed to be amended as
Article 253 The Company shall conclude written contracts with directors **and supervisors** in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations shall include: (1) the remunerations in respect of his/her service as director**, supervisor** or senior management officer of the Company; (2) the remunerations in respect of his/her service as director**, supervisor** or senior management officer of any subsidiary of the Company; (3) the remunerations in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; (4) the payment by way of compensation for loss of office, or as consideration for or in connection with retirement from office. Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director **or supervisor** against the Company for the benefits due to him/her in respect of the matters mentioned in this Article.	**Article 234** The Company shall conclude written contracts with directors in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations shall include: (1) the remunerations in respect of his/her service as director or senior management officer of the Company; (2) the remunerations in respect of his/her service as director or senior management officer of any subsidiary of the Company; (3) the remunerations in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; (4) the payment by way of compensation for loss of office, or as consideration for or in connection with retirement from office. Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director against the Company for the benefits due to him/her in respect of the matters mentioned in this Article.

Original Articles	Proposed to be amended as
Article 254 The contract concerning the remunerations between the Company and its directors **or supervisors** should provide that in the event of a takeover of the Company, the Company's directors **and supervisors** shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect of his/her loss of office or retirement. A takeover of the Company referred to in this paragraph means any of the following: (1) an offer made by any person to all the shareholders; (2) an offer made by any person with the purpose of the offeror becoming a controlling shareholder. In the event that relevant director **or supervisor** does not comply with this Article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the acceptance of said offer. The expense incurred in distributing that sum pro rata amongst those persons shall be borne by relevant director **or supervisor** and not paid out of that sum.	**Article 235** The contract concerning the remunerations between the Company and its directors should provide that in the event of a takeover of the Company, the Company's directors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect of his/her loss of office or retirement. A takeover of the Company referred to in this paragraph means any of the following: (1) an offer made by any person to all the shareholders; (2) an offer made by any person with the purpose of the offeror becoming a controlling shareholder. In the event that relevant director does not comply with this Article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the acceptance of said offer. The expense incurred in distributing that sum pro rata amongst those persons shall be borne by relevant director and not paid out of that sum.

Original Articles	Proposed to be amended as
Article 279 Notices of the Company shall be served by one or a combination of the following methods: …… (7) by other means approved by the relevant regulatory authorities at the place where the shares of the Company are listed or specified in these Articles of Association. The meeting notice for holding meetings of the Board **or of the Supervisory Committee,** shall be served by personal delivery, facsimile, mail or e-mail. ……	**Article 260** Notices of the Company shall be served by one or a combination of the following methods: …… (7) by other means approved by the relevant regulatory authorities at the place where the shares of the Company are listed or specified in these Articles of Association. The meeting notice for holding meetings of the Board shall be served by personal delivery, facsimile, mail or e-mail. ……
Article 281 The meeting notice for holding meetings of the Board **or of the Supervisory Committee,** shall be given by way of direct delivery, e-mail, facsimile or other means.	**Article 262** The meeting notice for holding meetings of the Board shall be given by way of direct delivery, e-mail, facsimile or other means.

Original Articles	Proposed to be amended as
Article 312 The Company shall follow the following rules for settlement of disputes: (1) All disputes and claims between shareholders of overseas listed foreign shares and the Company, between shareholders of overseas listed foreign shares and the Company's directors, **supervisors,** president or other senior management officers, or between shareholders of overseas listed foreign shares and shareholders of domestic shares, arising from these Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other relevant laws and regulations concerning the affairs of the Company, shall be referred by the relevant parties to arbitration. The dispute or claim shall be referred to arbitration as a whole. All parties which have the same subject matter, or are required to participate for the settlement of the dispute or claim, such parties shall be subject to the arbitration if such parties are the Company or the shareholders, directors, **supervisors,** president or other senior management officers of the Company. Disputes in relation to the identification of shareholders and register of shareholders need not be resolved by arbitration. ……	**Article 293** The Company shall follow the following rules for settlement of disputes: (1) All disputes and claims between shareholders of overseas listed foreign shares and the Company, between shareholders of overseas listed foreign shares and the Company's directors, president or other senior management officers, or between shareholders of overseas listed foreign shares and shareholders of domestic shares, arising from these Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other relevant laws and regulations concerning the affairs of the Company, shall be referred by the relevant parties to arbitration. The dispute or claim shall be referred to arbitration as a whole. All parties which have the same subject matter, or are required to participate for the settlement of the dispute or claim, such parties shall be subject to the arbitration if such parties are the Company or the shareholders, directors, president or other senior management officers of the Company. Disputes in relation to the identification of shareholders and register of shareholders need not be resolved by arbitration. ……

Original Articles	Proposed to be amended as
Article 313 Definitions …… (4) The "affiliated relationship" refers to the relationship between the controlling shareholder of the Company, de facto controller, directors, **supervisors,** senior management officer and the enterprise that they control directly or indirectly, and other relationship that may cause the transfer of interest of the Company. However, the relation between fellow state-controlled enterprises shall not be deemed as affiliated relationship merely because they are both controlled by the State. ……	**Article 294** Definitions …… (4) The "affiliated relationship" refers to the relationship between the controlling shareholder of the Company, de facto controller, directors, senior management officer and the enterprise that they control directly or indirectly, and other relationship that may cause the transfer of interest of the Company. However, the relation between fellow state-controlled enterprises shall not be deemed as affiliated relationship merely because they are both controlled by the State. ……

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed abolishment of the Supervisory Committee and amendments to the Articles of Association shall become effective upon the approval of Shareholders by a special resolution at the EGM. In addition, the Board shall be authorised at the EGM to in turn authorise operating management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved relating to such matter.

2. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

According to the Articles of Association, the Board proposes to make following amendments to relevant articles of the Rules of Procedure for General Meetings:

Original articles	Proposed to be amended as
"general meeting(s) (股東大會)" in the Rules	**"general meeting(s) (股東會)"**
Article 5 Extraordinary general meetings shall be convened on an ad hoc basis. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months after the occurrence of the relevant circumstances in accordance with the procedures specified in the Articles of Association and the Rules:	**Article 5** Extraordinary general meetings shall be convened on an ad hoc basis. In any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months after the occurrence of the relevant circumstances in accordance with the procedures specified in the Articles of Association and the Rules:
(1) the number of directors is less than the minimum number specified in the Company Law, or less than two-thirds of the number specified in the Articles of Association;	(1) the number of directors is less than the minimum number specified in the Company Law, or less than two-thirds of the number specified in the Articles of Association;
(2) the uncovered losses reach one-third of the Company' s total paid-up share capital;	(2) the uncovered losses reach one-third of the Company' s total paid-up share capital;
(3) shareholders that hold, individually or collectively, more than 10% of the shares in the Company request to hold such a meeting;	(3) shareholders that hold, individually or collectively, more than 10% of the shares in the Company request to hold such a meeting;
(4) the Board considers it necessary;	(4) the Board considers it necessary;
	(5) the **Audit Committee** proposes to hold such a meeting; or

Original articles	Proposed to be amended as
(5) the **supervisory committee** proposes to hold such a meeting; or (6) other circumstances under relevant laws, regulations, rules, or the Articles of Association.	(6) other circumstances under relevant laws, regulations, rules, or the Articles of Association.
Article 8 The **supervisory committee** shall be entitled to make a proposal to the Board on holding an extraordinary general meeting and shall make such a proposal in written form. The Board shall give a written reply on whether to agree or not to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Company's Articles of Association. Where the Board agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board is made. Any change to the original proposal in the notice shall be subject to the approval from the **supervisory committee**. Where the Board does not agree to hold such meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be deemed that the Board is unable or fails to perform its duty of convening a general meeting. In such a case, the **supervisory committee** may convene and preside over the meeting on its own.	**Article 8** The **Audit Committee** shall be entitled to make a proposal to the Board on holding an extraordinary general meeting and shall make such a proposal in written form. The Board shall give a written reply on whether to agree or not to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the laws, administrative regulations and the Company's Articles of Association. Where the Board agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within 5 days after the resolution of the Board is made. Any change to the original proposal in the notice shall be subject to the approval from the **Audit Committee**. Where the Board does not agree to hold such meeting or fails to give a written reply within 10 days upon receipt of the proposal, it shall be deemed that the Board is unable or fails to perform its duty of convening a general meeting. In such a case, the **Audit Committee** may convene and preside over the meeting on its own.

Original articles	Proposed to be amended as
Article 9 Shareholder(s) who individually or jointly hold more than 10% of the shares of the Company shall have the right to propose to the Board to convene an extraordinary general meeting and a written request shall be made to the Board The Board shall give a written reply as to whether it agrees or disagrees to the convening of an extraordinary general meeting within 10 days after receiving the request(s) according to the laws, administrative regulations and the Company's Article of Association. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after passing the board resolution. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. If the Board does not agree to convene an extraordinary general meeting or it does not reply within 10 days after receiving the request(s), shareholder(s) who individually and jointly hold more than 10% of the shares of the Company shall have the right to propose to the **supervisory committee** to convene an extraordinary general meeting and a written request shall be made to the **supervisory committee**. If the **supervisory committee** agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.	**Article 9** Shareholder(s) who individually or jointly hold more than 10% of the shares of the Company shall have the right to propose to the Board to convene an extraordinary general meeting and a written request shall be made to the Board The Board shall give a written reply as to whether it agrees or disagrees to the convening of an extraordinary general meeting within 10 days after receiving the request(s) according to the laws, administrative regulations and the Company's Article of Association. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after passing the board resolution. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. If the Board does not agree to convene an extraordinary general meeting or it does not reply within 10 days after receiving the request(s), shareholder(s) who individually and jointly hold more than 10% of the shares of the Company shall have the right to propose to the **Audit Committee** to convene an extraordinary general meeting and a written request shall be made to the **Audit Committee**. If the **Audit Committee** agrees to convene an extraordinary general meeting, it shall issue a notice of general meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.

Original articles	Proposed to be amended as
If the **supervisory committee** fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the **supervisory committee** is not convening or presiding over the meeting, in which case, the shareholders who individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.	If the **Audit Committee** fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the **Audit Committee** is not convening or presiding over the meeting, in which case, the shareholders who individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.
Article 10 Where the **supervisory committee** or shareholders decide(s) to convene the general meeting by itself/themselves, it/they shall send out a written notice to the Board, and shall file with the securities regulatory authority and the stock exchange where the company is located in accordance with the relevant provisions. The shareholding of the shareholders convening the meeting shall not be lower than 10% prior to considering the resolutions of the general meeting. The **supervisory committee** or the shareholder convening the meeting shall submit relevant evidence to the securities regulatory authority and the stock exchange where the company is located upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.	**Article 10** Where the **Audit Committee** or shareholders decide(s) to convene the general meeting by itself/themselves, it/they shall send out a written notice to the Board, and shall file with the securities regulatory authority and the stock exchange where the company is located in accordance with the relevant provisions. The shareholding of the shareholders convening the meeting shall not be lower than 10% prior to considering the resolutions of the general meeting. The **Audit Committee** or the shareholder convening the meeting shall submit relevant evidence to the securities regulatory authority and the stock exchange where the company is located upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.
Article 11 With respect to a general meeting convened by the **supervisory committee** or shareholders, the Board and the secretary of the Board shall give cooperation. The Board shall provide the register of members on the shareholding record date. The register of members offered to the convener(s) shall not be used for other purposes, except for the general meeting.	**Article 11** With respect to a general meeting convened by the **Audit Committee** or shareholders, the Board and the secretary of the Board shall give cooperation. The Board shall provide the register of members on the shareholding record date. The register of members offered to the convener(s) shall not be used for other purposes, except for the general meeting.

Original articles	Proposed to be amended as
Article 12 The expenses required for a general meeting convened by the **supervisory committee** or shareholders shall be borne out by the Company, and deducted from the amount payable by the Company to the defaulting directors.	**Article 12** The expenses required for a general meeting convened by the **Audit Committee** or shareholders shall be borne out by the Company, and deducted from the amount payable by the Company to the defaulting directors.
Article 13 The Board, the **supervisory committee**, and shareholder(s) severally or jointly holding **3% or above** shares of the Company shall be entitled to submit proposals to the Company in accordance with the provisions of relevant laws, administrative regulations, departmental rules, and the Articles of Association.	**Article 13** The Board, the **Audit Committee**, and shareholder(s) severally or jointly holding 1**% or above** shares of the Company shall be entitled to submit proposals to the Company in accordance with the provisions of relevant laws, administrative regulations, departmental rules, and the Articles of Association.
Article 15 Shareholders that individually or jointly hold **3%** or more in the Company may make a temporary proposal and submit it to the convener(s) in written form 10 days prior to a general meeting. The convener(s) shall give a supplementary notice of general meeting to the shareholders about the content of the temporary proposal within 2 days upon receipt of the proposal. Except as provided in the preceding paragraph, after sending out a notice of general meeting, the convener(s) shall not make any amendments to the proposals included in the notice or add any new proposals. The general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice of general meeting or are inconsistent with Article 14 of these Rules.	**Article 15** Shareholders that individually or jointly hold **1%** or more in the Company may make a temporary proposal and submit it to the convener(s) in written form 10 days prior to a general meeting. The convener(s) shall give a supplementary notice of general meeting to the shareholders about the content of the temporary proposal within 2 days upon receipt of the proposal. Except as provided in the preceding paragraph, after sending out a notice of general meeting, the convener(s) shall not make any amendments to the proposals included in the notice or add any new proposals. The general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice of general meeting or are inconsistent with Article 14 of these Rules.

Original articles	Proposed to be amended as
Article 17 The notice of the general meeting shall be made in writing, and contain the following details: …… (4) the nature and extent of the material interests of any director, **supervisor, general manager** or senior management members in the matters to be discussed and the difference in case of the effect of the matters to be discussed on such director**, supervisor, general manager** or senior management member as shareholders insofar as it differs from the effect on the shareholders of the same class; ……	**Article 17** The notice of the general meeting shall be made in writing, and contain the following details: …… (4) the nature and extent of the material interests of any director, **president** or senior management members in the matters to be discussed and the difference in case of the effect of the matters to be discussed on such director**, president** or senior management member as shareholders insofar as it differs from the effect on the shareholders of the same class; ……

Original articles	Proposed to be amended as
Article 20 In the event that the election of directors **and supervisors** is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors **and supervisors**, and shall at least include the following particulars: (1) their educational backgrounds, work experiences, part-time jobs and other personal details; (2) whether or not they have any related relations with the Company or the Company's controlling shareholders and actual controllers; (3) disclosure of their shareholdings in the Company; (4) whether or not they have been penalised by China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange; (5) the information required to be disclosed under the Hong Kong Listing Rules regarding the directors **or supervisors** to be newly appointed or re-designated. Unless a director **or supervisor** is elected via the cumulative voting system, each candidate for director **or supervisor** shall be proposed via a single proposal.	**Article 20** In the event that the election of directors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors, and shall at least include the following particulars: (1) their educational backgrounds, work experiences, part-time jobs and other personal details; (2) whether or not they have any related relations with the Company or the Company's controlling shareholders and actual controllers; (3) disclosure of their shareholdings in the Company; (4) whether or not they have been penalised by China Securities Regulatory Commission and other relevant departments, and disciplined by the stock exchange; (5) the information required to be disclosed under the Hong Kong Listing Rules regarding the directors to be newly appointed or re-designated. Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

Original articles	Proposed to be amended as
Article 23 The chairman of the Board shall preside over and act as chairman of the general meeting convened by the Board. If the chairman of the Board is unable or fails to perform his/her duties, the vice chairman of the Board shall preside over and act as chairman of the meeting. Where the vice chairman of the Board is unable or fails to perform his/her duties, a director selected by half or above of all directors shall preside over and act as chairman of the meeting. If the Board is unable or fails to perform the duties of convening a general meeting, the **supervisory committee** shall timely convene and preside over the meeting. If the **supervisory committee** fails to convene and preside over a general meeting, shareholders severally or jointly holding 10% or above of the Company's shares for 90 consecutive days or above shall have the right to convene and preside over the meeting. Where the shareholders fail to elect a chairman of the general meeting for any reasons, the shareholder (including his/her proxy) present in person or by proxy who holds the largest number of voting shares shall be the chairman of the general meeting. The chairman of the **supervisory committee** shall preside over the general meeting convened by the **supervisory committee**. If the chairman of the **supervisory committee** cannot or does not fulfill his/her duties, a **supervisor** jointly elected by more than half of the **supervisors** shall preside over the meeting.	**Article 23** The chairman of the Board shall preside over and act as chairman of the general meeting convened by the Board. If the chairman of the Board is unable or fails to perform his/her duties, the vice chairman of the Board shall preside over and act as chairman of the meeting. Where the vice chairman of the Board is unable or fails to perform his/her duties, a director selected by half or above of all directors shall preside over and act as chairman of the meeting. If the Board is unable or fails to perform the duties of convening a general meeting, the **Audit Committee** shall timely convene and preside over the meeting. If the **Audit Committee** fails to convene and preside over a general meeting, shareholders severally or jointly holding 10% or above of the Company's shares for 90 consecutive days or above shall have the right to convene and preside over the meeting. Where the shareholders fail to elect a chairman of the general meeting for any reasons, the shareholder (including his/her proxy) present in person or by proxy who holds the largest number of voting shares shall be the chairman of the general meeting. The chairman of the **Audit Committee** shall preside over the general meeting convened by the **Audit Committee**. If the chairman of the **Audit Committee** cannot or does not fulfill his/her duties, a **member of the Audit Committee** jointly elected by more than half of the **members of the Audit Committee** shall preside over the meeting.

Original articles	Proposed to be amended as
A representative elected by the convener shall preside over the general meeting convened by the shareholders. Where a general meeting is held and the chairman of the meeting violates the Rules which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.	A representative elected by the convener shall preside over the general meeting convened by the shareholders. Where a general meeting is held and the chairman of the meeting violates the Rules which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.
Article 24 The Board and any other convener shall take necessary steps to ensure the proper order of the general meeting. The Company shall take steps to stop any act disturbing the general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment. Except for the shareholders (or their proxies) attending the meeting, directors, **supervisors,** the secretary of the Board, senior management and persons invited by the Board, the Company has the right to refuse the admission of other persons according to law. The chairman of the meeting may require the following persons to leave the meeting venue: (1) Those ineligible to attend the meeting; (2) Those who violate laws, regulations and the Articles of Association, disturb the normal order of the meeting venue and still do so even after dissuasion. If the above-mentioned persons refuse to obey the order, the chairman of the meeting may ask the staff member to compel them to leave the meeting venue, and if necessary, he may ask the public security organ for help.	**Article 24** The Board and any other convener shall take necessary steps to ensure the proper order of the general meeting. The Company shall take steps to stop any act disturbing the general meeting, seeking trouble or infringing upon the legitimate rights of shareholders, and shall report such act to relevant departments for investigation and treatment. Except for the shareholders (or their proxies) attending the meeting, directors, the secretary of the Board, senior management and persons invited by the Board, the Company has the right to refuse the admission of other persons according to law. The chairman of the meeting may require the following persons to leave the meeting venue: (1) Those ineligible to attend the meeting; (2) Those who violate laws, regulations and the Articles of Association, disturb the normal order of the meeting venue and still do so even after dissuasion. If the above-mentioned persons refuse to obey the order, the chairman of the meeting may ask the staff member to compel them to leave the meeting venue, and if necessary, he may ask the public security organ for help.

Original articles	Proposed to be amended as
Article 33 All directors**, supervisors** and secretary of the Board shall attend general meetings of the Company, and the president and other senior management may be present at the meetings as required.	**Article 33** All directors and secretary of the Board shall attend general meetings of the Company, and the president and other senior management may be present at the meetings as required.
Article 34 The chairman shall announce the commencement of the meeting at the scheduled time. However, the meeting may be announced to commence after the scheduled time under any of the following circumstances: (1) when directors, **supervisors,** or other relevant persons required to attend pursuant to laws, regulations or the Articles of Association have not yet arrived; (2) when the venue conditions or facilities are not fully prepared or are deemed unsuitable for holding the meeting; (3) any other material reason as determined by the chairman of the meeting.	**Article 34** The chairman shall announce the commencement of the meeting at the scheduled time. However, the meeting may be announced to commence after the scheduled time under any of the following circumstances: (1) when directors, or other relevant persons required to attend pursuant to laws, regulations or the Articles of Association have not yet arrived; (2) when the venue conditions or facilities are not fully prepared or are deemed unsuitable for holding the meeting; (3) any other material reason as determined by the chairman of the meeting.
Article 36 At the annual general meeting, the Board **and the supervisory committee** shall report to the annual meeting their works done in the past year. The independent director shall also present a work report.	**Article 36** At the annual general meeting, the Board shall report to the annual general meeting their works done in the past year. The independent director shall also present a work report.

Original articles	Proposed to be amended as
Article 37 When deliberating any matters at the meeting, a shareholder or his/her proxy shall make a concise statement of his or her point of view, and raise inquiries concerning the problem which is not clearly described by the reporter and which therefore affects his/her judgment and voting. In that case, the shareholder may require the reporter make corresponding explanations and instructions. The directors**, supervisors** and senior management of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting except that the business secrets of the Company are involved and cannot be disclosed at the general meeting.	**Article 37** When deliberating any matters at the meeting, a shareholder or his/her proxy shall make a concise statement of his or her point of view, and raise inquiries concerning the problem which is not clearly described by the reporter and which therefore affects his/her judgment and voting. In that case, the shareholder may require the reporter make corresponding explanations and instructions. The directors and senior management of the Company shall answer and explain inquiries and proposals made by shareholders at the general meeting except that the business secrets of the Company are involved and cannot be disclosed at the general meeting.

Original articles	Proposed to be amended as
Article 39 Minutes of the general meetings shall be recorded by the secretary of the Board, which shall include the following information:	**Article 39** Minutes of the general meetings shall be recorded by the secretary of the Board, which shall include the following information:
(1) time, venue and agenda of the meeting and name of the convener;	(1) time, venue and agenda of the meeting and name of the convener;
(2) the name of the chairman of the meeting and the names of the directors, **supervisors,** secretary to the Board of Directors, president and other senior management members attending or present at the meeting;	(2) the name of the chairman of the meeting and the names of the directors, secretary to the Board, president and other senior management members attending or present at the meeting;
(3) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and its proportion in the total number of shares of the Company;	(3) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and its proportion in the total number of shares of the Company;
(4) the consideration process, summaries of speeches and voting result for each proposal;	(4) the consideration process, summaries of speeches and voting result for each proposal;
(5) the shareholders' questions, opinions or recommendations and the corresponding answers or explanations;	(5) the shareholders' questions, opinions or recommendations and the corresponding answers or explanations;
(6) names of the vote counters and the scrutinizer;	(6) names of the vote counters and the scrutinizer;
(7) other contents to be recorded in the minutes as specified in the Articles of Association.	(7) other contents to be recorded in the minutes as specified in the Articles of Association.

Original articles	Proposed to be amended as
Directors, **supervisors,** secretary of the Board, conveners or their representatives and the chairman of the meeting shall sign on the minutes, and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the attendance record of the attending shareholders, letters of authorization of proxies, valid information of voting, for a period of fifteen (15) years.	Directors, secretary of the Board, conveners or their representatives and the chairman of the meeting shall sign on the minutes, and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting shall be kept together with the attendance record of the attending shareholders, letters of authorization of proxies, valid information of voting, for a period of fifteen (15) years.
Article 42 The following matters shall be resolved by way of ordinary resolutions at a general meeting: (1) work reports of the Board **and the Supervisory Committee** and the annual performance reports of independent directors; (2) profit distribution plan and loss make-up plan formulated by the Board; (3) appointment or dismissal of the members of the Board **and the supervisory committee**, and remuneration and payment methods thereof; **(4) annual preliminary and final budgets, balance sheet, income statement and other financial statements of the Company;** **(5) the annual report of the Company;** (6) such matters other than those requiring approval by special resolutions in accordance with the laws, regulations or the Articles of Association.	**Article 42** The following matters shall be resolved by way of ordinary resolutions at a general meeting: (1) work reports of the Board and the annual performance reports of independent directors; (2) profit distribution plan and loss make-up plan formulated by the Board; (3) appointment or dismissal of the members of the Board **(other than the employee representative director)**, and remuneration and payment methods thereof; **(4)** such matters other than those requiring approval by special resolutions in accordance with the laws, regulations or the Articles of Association.

Original articles	Proposed to be amended as
Article 49 Unless the Company is in a crisis or under any special circumstances, the Company will not enter into a contract with a person other than a director, **supervisor,** president and other senior management member pursuant to which the management of the Company's entire or important business will be given to that person, unless otherwise approved by a special resolution at the general meeting.	**Article 49** Unless the Company is in a crisis or under any special circumstances, the Company will not enter into a contract with a person other than a director, president and other senior management member pursuant to which the management of the Company's entire or important business will be given to that person, unless otherwise approved by a special resolution at the general meeting.
Article 50 The list of candidates for directors **and supervisors** shall be submitted to the general meeting for voting in the form of a proposal. The Board **and the supervisory committee** shall provide shareholders with the resumes and basic information of the candidates for directors **and supervisors** in advance; the Board **and the supervisory committee,** and shareholders who individually or collectively hold **5% or more** of the shares of the Company shall be entitled to submit proposals to the Company for the nomination of candidates for directors (including independent directors) **and supervisors**. When the director candidates recommended by any shareholder constitute more than half of the members of the Board**, the number of supervisor candidates recommended by such shareholder shall not exceed half of the members of the Supervisory Committee**.	**Article 50** The list of candidates for **non-employee representative director** shall be submitted to the general meeting for voting in the form of a proposal. The Board shall provide shareholders with the resumes and basic information of the candidates for directors in advance; the Board**,** and shareholders who individually or collectively hold **1% or more** of the shares of the Company shall be entitled to submit proposals to the Company for the nomination of candidates for directors (including independent directors). When the director candidates recommended by any shareholder constitute more than half of the members of the Board**, the number of director candidates serving as members of the Audit Committee recommended by such shareholder shall not exceed half of the members of the Audit Committee**.

Original articles	Proposed to be amended as
Article 57 Before voting on a proposal at the general meeting, two shareholder representatives shall be nominated to count and scrutinize the votes. Where the matters to be considered are related to shareholders, the relevant shareholders and their proxies are not allowed to participate in the counting or scrutinizing votes. When voting on a proposal at a general meeting, shareholder representatives and **supervisor representatives** shall be jointly responsible for counting and scrutinizing the votes, and the voting results of the resolutions shall be announced on the spot and recorded in the minutes of the meeting. Shareholders of the Company or their proxies who vote online or through other means have the right to check their voting results through the corresponding voting system.	**Article 57** Before voting on a proposal at the general meeting, two shareholder representatives shall be nominated to count and scrutinize the votes. Where the matters to be considered are related to shareholders, the relevant shareholders and their proxies are not allowed to participate in the counting or scrutinizing votes. When voting on a proposal at a general meeting, shareholder representatives and **employee representative director** shall be jointly responsible for counting and scrutinizing the votes, and the voting results of the resolutions shall be announced on the spot and recorded in the minutes of the meeting. Shareholders of the Company or their proxies who vote online or through other means have the right to check their voting results through the corresponding voting system.
Article 63 If the proposal on election of directors **and supervisors** is passed at the general meeting, the newly appointed directors **and supervisors** shall take office in accordance with the Articles of Association.	**Article 63** If the proposal on election of directors is passed at the general meeting, the newly appointed directors shall take office in accordance with the Articles of Association.
Article 73 Resolutions passed by the general meeting shall be executed by the Board, and their content shall be handed over to the Company's president for organization of relevant personnel to specifically implement and undertake. **Matters that are to be handled by the supervisory committee as required by the general meeting resolution shall be directly organized and implemented by the supervisory committee.**	**Article 73** Resolutions passed by the general meeting shall be executed by the Board, and their content shall be handed over to the Company's president for organization of relevant personnel to specifically implement and undertake.

Original articles	Proposed to be amended as
Article 74 The implementation of the resolutions of the general meeting shall be reported by the president to the Board and subsequently by the Board to the next general meeting. **For matters implemented by the supervisory committee, the supervisory committee shall report directly to the general meeting and may, if deemed necessary, first brief the Board.**	**Article 74** The implementation of the resolutions of the general meeting shall be reported by the president to the Board and subsequently by the Board to the next general meeting.
Article 78 If a director**, supervisor** or the secretary of the Board violates the provisions of laws, administrative regulations, the Rules, and the Articles of Association and fails to perform their duties properly, they shall be required to rectify the situation.	**Article 78** If a director or the secretary of the Board violates the provisions of laws, administrative regulations, the Rules, and the Articles of Association and fails to perform their duties properly, they shall be required to rectify the situation.
Article 82 These Rules shall be formulated by the Board, and come into force after resolved and passed at a general meeting. As of the effective date of these Rules, the previous Rules of Procedure for General Meetings of the Company shall become void automatically.	**Article 82 The Rules shall take effect from the date of approval by the general meeting of the Company.**

The English version of the proposed amendments to the Rules of Procedure for General Meetings is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedure for General Meetings shall become effective upon approval by the shareholders as a special resolution at the EGM.

3. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD MEETINGS

According to the Articles of Association, the Board proposes to make following amendments to relevant articles of the Rules of Procedure for the Board of Directors:

Original articles	Proposed to be amended as
"general meeting(s) (股東大會)" in the Rules	**"general meeting(s) (股東會)"**
Article 12 The Board shall exercise the following functions and powers: (1) to convene general meetings and report to general meetings; (2) to implement resolutions of general meetings; (3) to determine the business plans and investment plans of the Company; (4) to **formulate** the annual financial budgets and final accounting plans of the Company; (5) to formulate the profit distribution plan and loss makeup plan of the Company; (6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;	**Article 12** The Board shall exercise the following functions and powers: (1) to convene general meetings and report to general meetings; (2) to implement resolutions of general meetings; (3) to determine the **medium- and long-term development plans,** business plans and investment plans of the Company; (4) to **determine** the annual financial budgets and final accounting plans of the Company; (5) to formulate the profit distribution plan and loss makeup plan of the Company; (6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;

Original articles	Proposed to be amended as
(7) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;	(7) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;
(8) to determine, within the authority granted by the general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, consigned financial management, affiliated transactions, etc.;	(8) to determine, within the authority granted by the general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, consigned financial management, affiliated transactions, etc.;
(9) to determine the establishment of internal management organizations of the Company;	(9) to determine the establishment of internal management organizations of the Company;
(10) to appoint or dismiss the president, secretary to the Board, Company secretary, chief compliance officer, the chief risk officer; to appoint or dismiss senior management officers including vice president(s), and the chief financial officer and the chief information officer in accordance with the nominations by president, and to determine their remunerations, rewards and penalties; resolutions under this article shall be approved by more than two-thirds of all directors;	(10) to appoint or dismiss the president, secretary to the Board, Company secretary, chief compliance officer, the chief risk officer; to appoint or dismiss senior management officers including vice president(s), and the chief financial officer and the chief information officer in accordance with the nominations by president, and to determine their remunerations, rewards and penalties; resolutions under this article shall be approved by more than two-thirds of all directors;
(11) to formulate the basic management system of the Company;	(11) to formulate the basic management system of the Company;
(12) to formulate the proposals for any amendment to the Articles of Association;	(12) to formulate the proposals for any amendment to the Articles of Association;

Original articles	Proposed to be amended as
(13) to manage information disclosure of the Company;	(13) to manage information disclosure of the Company;
(14) to propose to the general meeting the appointment or replacement of the accounting firms which provide audit services to the Company;	(14) to propose to the general meeting the appointment or replacement of the accounting firms which provide audit services to the Company;
(15) to debrief the president and review his/her work;	(15) to debrief the president and review his/her work;
(16) The Board is ultimately responsible for the overall risk management. The Board is responsible for promoting the construction of risk culture of the Company, consideration and approval of the basic system of overall risk system of the Company, special reports on risk appetite, risk tolerance, significant risk limit, net capital and other risk control indicators of the Company and annual risk assessment reports, appointment, dismissal and assessment of the chief risk officer and determination of his/her remuneration, establishment of a mechanism for direct communication with the chief risk officer, and other risk management responsibilities under the Articles of Association;	(16) The Board is ultimately responsible for the overall risk management. The Board is responsible for promoting the construction of risk culture of the Company, consideration and approval of the basic system of overall risk system of the Company, special reports on risk appetite, risk tolerance, significant risk limit, net capital and other risk control indicators of the Company and annual risk assessment reports, appointment, dismissal and assessment of the chief risk officer and determination of his/her remuneration, establishment of a mechanism for direct communication with the chief risk officer, and other risk management responsibilities under the Articles of Association;
(17) The Board determines the compliance management goals of the Company and is responsible for the effectiveness of compliance management. It shall discharge the following compliance management responsibilities: 1. Consideration and approval of basic system of compliance management;	(17) The Board determines the compliance management goals of the Company and is responsible for the effectiveness of compliance management. It shall discharge the following compliance management responsibilities: 1. Consideration and approval of basic system of compliance management;

Original articles	Proposed to be amended as
2. Consideration and approval of annual compliance reports;	2. Consideration and approval of annual compliance reports;
3. Decision on dismissal of senior management officers with major responsibility or leadership responsibility for major compliance risks;	3. Decision on dismissal of senior management officers with major responsibility or leadership responsibility for major compliance risks;
4. Decision on appointment, dismissal and assessment of chief compliance officer and determination of his/her remuneration;	4. Decision on appointment, dismissal and assessment of chief compliance officer and determination of his/her remuneration;
5. Establishment of a mechanism for direct communication with the chief compliance officer;	5. Establishment of a mechanism for direct communication with the chief compliance officer;
6. Assessment on the effectiveness of compliance management and urging the solution of problems in compliance management;	6. Assessment on the effectiveness of compliance management and urging the solution of problems in compliance management;
7. Other compliance management responsibilities under the Articles of Association.	7. Other compliance management responsibilities under the Articles of Association.
(18) The Board is responsible for considering the information technology management objectives of the Company, assuming responsibility for the effectiveness of information technology management, and performing the following duties:	(18) The Board is responsible for considering the information technology management objectives of the Company, assuming responsibility for the effectiveness of information technology management, and performing the following duties:
1. to review the information technology strategy to ensure its consistency with the Company's development strategy, risk management strategy and capital capacity;	1. to review the information technology strategy to ensure its consistency with the Company's development strategy, risk management strategy and capital capacity;

Original articles	Proposed to be amended as
2. to establish manpower and funding support plans for information technology; 3. to assess the overall effect and efficiency of the annual information technology management; 4. to perform other duties in regard of information technology management as stipulated under the Articles of Association. (19) to deliberate and approve the **semi-annual** report of the Company; (20) to assume the ultimate responsibility for the management of money laundering risks. The main duties as exercised are as follows: 1. to establish objectives for building a money laundering risk management culture; 2. to consider money laundering risk management strategies; 3. to consider and approve policies and procedures for money laundering risk management;	2. to establish manpower and funding support plans for information technology; 3. to assess the overall effect and efficiency of the annual information technology management; 4. to perform other duties in regard of information technology management as stipulated under the Articles of Association. (19) to deliberate and approve the **annual report and interim** report of the Company; (20) to assume the ultimate responsibility for the management of money laundering risks. The main duties as exercised are as follows: 1. to establish objectives for building a money laundering risk management culture; 2. to consider money laundering risk management strategies; 3. to consider and approve policies and procedures for money laundering risk management;

Original articles	Proposed to be amended as
4. to authorize senior management to take the lead for money laundering risk management, and assure he or she can obtain authorization and resources in order to perform his/her duties and avoid conflicts of interest which may have impacted on the effective performance; 5. to review anti-money laundering reports in a regular manner, and keep abreast of significant money laundering risk incident and its handling; 6. other related responsibilities. (21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or the Articles of Association. **The Board shall seek advice from the Party Committee before determining major issues.**	4. to authorize senior management to take the lead for money laundering risk management, and assure he or she can obtain authorization and resources in order to perform his/her duties and avoid conflicts of interest which may have impacted on the effective performance; 5. to review anti-money laundering reports in a regular manner, and keep abreast of significant money laundering risk incident and its handling; 6. other related responsibilities. (21) to exercise other functions and powers as stipulated by laws, regulations, department rules, Hong Kong Listing Rules or the Articles of Association.
Rule 13 Board meetings are in the form of regular meetings and extraordinary meetings. The Board shall hold a meeting at least four (4) times regularly each year, on average approximately once per quarter, to be convened and chaired by the chairman who shall notify all directors **and supervisors** at least fourteen (14) days in advance before the meeting.	**Rule 13** Board meetings are in the form of regular meetings and extraordinary meetings. The Board shall hold a meeting at least four (4) times regularly each year, on average approximately once per quarter, to be convened and chaired by the chairman who shall notify all directors at least fourteen (14) days in advance before the meeting.

Original articles	Proposed to be amended as
Article 14 In any of the following circumstances, the Board shall hold a provisional meeting: (1) Proposed by any shareholder(s) holding more than one-tenth voting rights; (2) Proposed by the Party Committee; (3) Jointly proposed by more than one-third of the directors; (4) Proposed by more than half of the independent directors; (5) Proposed by the **Supervisory Committee**; (6) Considered by the chairman of the Board of Directors to be necessary; (7) Considered by the president to be necessary; (8) If any other circumstance as specified in the Articles of Association.	**Article 14** In any of the following circumstances, the Board shall hold a provisional meeting: (1) Proposed by any shareholder(s) holding more than one-tenth voting rights; (2) Proposed by the Party Committee; (3) Jointly proposed by more than one-third of the directors; (4) Proposed by more than half of the independent directors; (5) Proposed by the **Audit Committee**; (6) Considered by the chairman of the Board of Directors to be necessary; (7) Considered by the president to be necessary; (8) If any other circumstance as specified in the Articles of Association.

Original articles	Proposed to be amended as
Article 17 When convening regular and extraordinary meetings of the Board, the Office of the Board shall notify all directors, **supervisors,** and persons attending the meeting by personal delivery, fax, email, or letter at least 14 days and 3 days (for extraordinary meetings, or at other times agreed upon) prior to the meeting. Where a special Board meeting needs to be convened in an emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. The obligation to notify in advance may be exempted if written consent is given by all directors present at the meeting.	**Article 17** When convening regular and extraordinary meetings of the Board, the Office of the Board shall notify all directors, and persons attending the meeting by personal delivery, fax, email, or letter at least 14 days and 3 days (for extraordinary meetings, or at other times agreed upon) prior to the meeting. Where a special Board meeting needs to be convened in an emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. The obligation to notify in advance may be exempted if written consent is given by all directors present at the meeting.

Original articles	Proposed to be amended as
Article 21 A Board meeting shall be held only when more than half of the directors (including proxies) are present. **The supervisors may attend Board meetings;** the president and the secretary of the Board who are not holding a concurrent post as a director shall attend the Board meetings. Based on the agenda of the meeting, the chairman of the meeting can invite other persons relating to the subjects of the meeting to explain the relevant situations or to provide relevant opinions. Attendees who are not members of the Board shall not participate in the discussion or voting at the meeting. **Supervisors attend meetings as non-voting delegates. The main responsibilities of supervisors are to observe the meeting and supervise the Board on whether the Board has made resolutions in accordance with the Articles of Association and through legitimate procedures, to listen but not to participate the proceedings of the meetings. Supervisors who have opposition to the resolutions of the Board may, through the Supervisory Committee after the meetings, submit written opinions to the Board.**	**Article 21** A Board meeting shall be held only when more than half of the directors (including proxies) are present. The president and the secretary of the Board who are not holding a concurrent post as a director shall attend the Board meetings. Based on the agenda of the meeting, the chairman of the meeting can invite other persons relating to the subjects of the meeting to explain the relevant situations or to provide relevant opinions. Attendees who are not members of the Board shall not participate in the discussion or voting at the meeting.

Original articles	Proposed to be amended as
Article 28 After voting of the attending directors, the relevant Board office personnel shall promptly collect the ballots cast by the directors for counting by the secretary of the board under the supervision of **a supervisor** or an independent director. The chairman of the meeting shall announce the voting result immediately. The vote cast by any director after the chairman of the meeting announces the voting result or after the voting deadline shall not be counted.	**Article 28** After voting of the attending directors, the relevant Board office personnel shall promptly collect the ballots cast by the directors for counting by the secretary of the board under the supervision of **an employee representative director** or an independent director. The chairman of the meeting shall announce the voting result immediately. The vote cast by any director after the chairman of the meeting announces the voting result or after the voting deadline shall not be counted.
Article 39 The Rules were drafted by the Board, reviewed and approved by the general meeting of the Company, and shall take effect on the date of listing of the overseas listed foreign shares (H shares) issued by the Company on The Stock Exchange of Hong Kong Limited. Upon the effective date of the Rules, the original Rules of Procedure for the Board of Directors of the Company shall be invalid automatically.	**Article 39 The Rules shall take effect from the date of approval by the general meeting of the Company.**

The English version of the proposed amendments to the Rules of Procedure for the Board of Directors is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedure for the Board of Directors shall become effective upon approval by the shareholders as a special resolution at the EGM.

4. PROPOSED ABOLISHMENT OF THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

In accordance with the Company Law of the People's Republic of China (effective from 1 July 2024) and in light of the Company's actual circumstances, the Company will no longer have the Supervisory Committee and Supervisors. To further improve corporate governance, the powers and duties of the Supervisory Committee will be exercised by the Audit Committee of the Board. Therefore, the Board proposes to abolish Rules of Procedure for the Supervisory Committee.

The proposed abolishment of the Rules of Procedure for the Supervisory Committee shall become effective upon approval by the shareholders as a special resolution at the EGM.

5. PROPOSED AMENDMENTS TO THE INFORMATION DISCLOSURE MANAGEMENT SYSTEM

In accordance with the Company Law of the People's Republic of China (effective from 1 July 2024) and in light of the Company's proposed abolishment of the Supervisory Committee, the Board proposes to make following amendments to relevant articles of the Information Disclosure Management System:

Original articles	Proposed to be amended as
"general meeting(s) (股東大會)" in the System	**"general meeting(s) (股東會)"**
"general manager(s)"in the System	**"president(s)"**
Article 1 In order to regulate the information disclosure of Financial Street Securities Co., Limited (hereinafter referred to as the "Company"), the System is formulated in accordance with the requirements under the Company Law, the Securities Law, the Administrative Measures on Information Disclosure by Listed Companies, the Hong Kong Companies (Winding up and Miscellaneous Provisions) Ordinance and the Companies Ordinance (the Companies (Winding up and Miscellaneous Provisions) Ordinance and the Companies Ordinance jointly referred to as the "Companies Ordinance"), the Hong Kong Securities and Futures Ordinance (the "SFO"), the Codes on Takeovers and Mergers and Share Repurchases (the "Codes on Takeovers and Mergers and Share Repurchases") issued by the Securities & Futures Commission of Hong Kong (the "SFC"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limit ("Hong Kong Listing Rules") issued by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and other laws, regulations, departmental regulations and the Articles of Association.	**Article 1** In order to regulate the information disclosure of Financial Street Securities Co., Limited (hereinafter referred to as the "Company"), the System is formulated in accordance with the requirements under the Company Law **of the People's Republic of China**, the Securities Law **of the People's Republic of China**, the Administrative Measures on Information Disclosure by Listed Companies, the Hong Kong Companies (Winding up and Miscellaneous Provisions) Ordinance and the Companies Ordinance (the Companies (Winding up and Miscellaneous Provisions) Ordinance and the Companies Ordinance jointly referred to as the "Companies Ordinance"), the Hong Kong Securities and Futures Ordinance (the "SFO"), the Codes on Takeovers and Mergers and Share Repurchases (the "Codes on Takeovers and Mergers and Share Repurchases") issued by the Securities & Futures Commission of Hong Kong (the "SFC"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limit ("Hong Kong Listing Rules") issued by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and other laws, regulations, departmental regulations and the Articles of Association.

Original articles	Proposed to be amended as
Article 4 The System shall apply to the management of various information disclosure management of the Company and the following staff and institutes (the "information disclosure obligors"): (I) Directors and the Board; (II) **Supervisors and the supervisory committee of the Company;** (III) Senior management of the Company; (IV) The secretary of the Board, the secretary of the Company, the representatives for securities affairs and the staff of the office of the Board; (V) Staff of various departments and branches of the Company at the management level; (VI) Directors**, supervisors** and senior management of the controlled or holding subsidiaries of the Company; (VII) Actual controllers, controlling shareholders and shareholder(s) who hold over 5% of the Company's shares individually or together with its persons acting in concert; (VIII) Relevant intermediaries; (IX) Other companies, institutes, departments and staff obliged to be responsible for information disclosure or be confidential to relevant undisclosed information.	**Article 4** The System shall apply to the management of various information disclosure management of the Company and the following staff and institutes (the "information disclosure obligors"): (I) Directors and the Board; (II) Senior management of the Company; (III) The secretary of the Board, the secretary of the Company, the representatives for securities affairs and the staff of the office of the Board; (IV) Staff of various departments and branches of the Company at the management level; (V) Directors and senior management of the controlled or holding subsidiaries of the Company; (VI) Actual controllers, controlling shareholders and shareholder(s) who hold over 5% of the Company's shares individually or together with its persons acting in concert; (VII) Relevant intermediaries; (VIII) Other companies, institutes, departments and staff obliged to be responsible for information disclosure or be confidential to relevant undisclosed information.

Original articles	Proposed to be amended as
Article 10 Directors**, supervisors** and senior management of the Company shall ensure the faithfulness, accuracy and completeness of the information disclosed by the Company. Where they cannot ensure the faithfulness, accuracy and completeness of the information disclosed, they shall make the corresponding statements and explain the reasons in the announcement. Prior to the information disclosure by the information disclosure obligors, the insiders of the information shall be limited to the minimized level. Insiders shall not leak undisclosed significant information or conduct insider dealing or help others manipulate transaction prices of the stock and its derivatives. Once the Company knows inside information, it shall disclose relevant information based on procedures as soon as possible.	**Article 10** Directors and senior management of the Company shall ensure the faithfulness, accuracy and completeness of the information disclosed by the Company. Where they cannot ensure the faithfulness, accuracy and completeness of the information disclosed, they shall make the corresponding statements and explain the reasons in the announcement. Prior to the information disclosure by the information disclosure obligors, the insiders of the information shall be limited to the minimized level. Insiders shall not leak undisclosed significant information or conduct insider dealing or help others manipulate transaction prices of the stock and its derivatives. Once the Company knows inside information, it shall disclose relevant information based on procedures as soon as possible.
Article 12 Directors**, supervisors** and senior management and other relevant information disclosure obligors of the Company shall be liable to guarantee that the secretary of the Board, the secretary of the Company, the representatives for securities affairs and the staff of the office of the Board know significant information about the organization and operation of the Company, the information with substantial or significant effects on the decision-making of shareholders and other stakeholders as well as other information to be disclosed.	**Article 12** Directors and senior management and other relevant information disclosure obligors of the Company shall be liable to guarantee that the secretary of the Board, the secretary of the Company, the representatives for securities affairs and the staff of the office of the Board know significant information about the organization and operation of the Company, the information with substantial or significant effects on the decision-making of shareholders and other stakeholders as well as other information to be disclosed.

Original articles	Proposed to be amended as
Article 15 The secretary of the Board shall be responsible for matters related to delivery, public disclosure, communication and interpretation of the Company's information and the secretary of the Company shall assist. **Other than the announcements in related to supervisory committee of the Company,** information disclosed by the Company shall be published as announcements of the Board. The directors**, supervisors** and senior management personnel shall not publish undisclosed information of the Company without written approvals from the Board.	**Article 15** The secretary of the Board shall be responsible for matters related to delivery, public disclosure, communication and interpretation of the Company's information and the secretary of the Company shall assist. Information disclosed by the Company shall be published as announcements of the Board. The directors and senior management personnel shall not publish undisclosed information of the Company without written approvals from the Board.
Article 17 The Company shall provide the secretary of the Board with necessary conditions to facilitate their performance of duties. Directors, **supervisors,** chief financial officer and other senior management and relevant staff of the Company shall support and cooperate with the secretary of the Board regarding the work of disclosure of financial information.	**Article 17** The Company shall provide the secretary of the Board with necessary conditions to facilitate their performance of duties. Directors, chief financial officer and other senior management and relevant staff of the Company shall support and cooperate with the secretary of the Board regarding the work of disclosure of financial information.
Article 22 The stock prospectus and bond prospectus, listing announcements and acquisition reports prepared for the issue of securities of the Company shall be disclosed strictly in accordance with laws, regulations and relevant requirements of securities regulatory authorities. Directors**, supervisors** and senior management of the Company shall provide written confirmation according to relevant regulations to ensure the authenticity, accuracy, and completeness of the information disclosed.	**Article 22** The stock prospectus and bond prospectus, listing announcements and acquisition reports prepared for the issue of securities of the Company shall be disclosed strictly in accordance with laws, regulations and relevant requirements of securities regulatory authorities. Directors and senior management of the Company shall provide written confirmation according to relevant regulations to ensure the authenticity, accuracy, and completeness of the information disclosed.

Original articles	Proposed to be amended as
Article 27 The **general manager**, chief financial officer, the secretary of the Board and other senior management of the Company shall prepare periodic reports and submit to the Board for deliberation in a timely manner. The directors and senior management of the Company shall sign written confirmation on whether the periodic reports of the Company are faithful, accurate and complete**; the supervisory committee of the Company shall review the periodic reports of the Company prepared by the Board and provide its written opinions after review**. Where directors**, supervisors** and senior management cannot ensure or cannot agree with the faithfulness, accuracy or completeness of the periodic reports, reasons and opinions should be given and disclosed.	**Article 27** The **president**, chief financial officer, the secretary of the Board and other senior management of the Company shall prepare periodic reports and submit to the Board for deliberation in a timely manner. The directors and senior management of the Company shall sign written confirmation on whether the periodic reports of the Company are faithful, accurate and complete. Where directors and senior management cannot ensure or cannot agree with the faithfulness, accuracy or completeness of the periodic reports, reasons and opinions should be given and disclosed.
Article 28 Directors**, supervisors** and senior management of the Company shall not refuse to provide written confirmation on the periodic reports of the Company and affect the timely disclosure for whatever reasons. The Board shall not affect the timely disclosure of the periodic reports of the Company for whatever reasons.	**Article 28** Directors and senior management of the Company shall not refuse to provide written confirmation on the periodic reports of the Company and affect the timely disclosure for whatever reasons. The Board shall not affect the timely disclosure of the periodic reports of the Company for whatever reasons.

Original articles	Proposed to be amended as
Article 31 The ad hoc reports on H shares shall include but not limited to: …… (VI) Announcements and circulars on other significant events. For other information shall be disclosed according to Item (2) herein, the Company shall promptly make disclosures according to the requirements of the Listing Rules. The above-mentioned significant events shall include but not be limited to: …… (7) Any changes of the directors**, supervisors** or the **general manager** of the Company or any directors**, supervisors** or the **general manager** cannot perform their duties; ……	**Article 31** The ad hoc reports on H shares shall include but not limited to: …… (VI) Announcements and circulars on other significant events. For other information shall be disclosed according to Item (2) herein, the Company shall promptly make disclosures according to the requirements of the Listing Rules. The above-mentioned significant events shall include but not be limited to: …… (7) Any changes of the directors or the **president** of the Company or any directors or the **president** cannot perform their duties; ……
Article 36 The Board, **the supervisory committee of the Company,** the chairman of the Board, **the chairman of the supervisory committee of the Company,** the **general manager**, the secretary of the Board, other senior management designated by the Company, the secretary of the Company, and the representatives for securities affairs and the staff of the office of the Board are the executive bodies for the information disclosure of the Company.	**Article 36** The Board, the chairman of the Board, the **president**, the secretary of the Board, other senior management designated by the Company, the secretary of the Company, and the representatives for securities affairs and the staff of the office of the Board are the executive bodies for the information disclosure of the Company.

Original articles	Proposed to be amended as
Article 39 Where all departments, branches, controlled and holding subsidiaries of the Company experience significant events, they shall immediately report to the secretary of the Board. Where the directors, **supervisors,** senior management, responsible persons of departments and main responsible persons of the controlled and holding subsidiaries learn about the happening of significant events, they shall promptly perform the notification obligation according to the requirements of the System. The procedures for the reporting of significant events are: (I) When relevant persons know the happening of significant events, they shall immediately notify the secretary of the Board; (II) The secretary of the Board shall immediately report to the **general manager** and the chairman of the Board; (III) The chairman of the Board shall immediately report to the Board and urge the secretary of the Board to arrange the disclosure of ad hoc reports.	**Article 39** Where all departments, branches, controlled and holding subsidiaries of the Company experience significant events, they shall immediately report to the secretary of the Board. Where the directors, senior management, responsible persons of departments and main responsible persons of the controlled and holding subsidiaries learn about the happening of significant events, they shall promptly perform the notification obligation according to the requirements of the System. The procedures for the reporting of significant events are: (I) When relevant persons know the happening of significant events, they shall immediately notify the secretary of the Board; (II) The secretary of the Board shall immediately report to the **president** and the chairman of the Board; (III) The chairman of the Board shall immediately report to the Board and urge the secretary of the Board to arrange the disclosure of ad hoc reports.

Original articles	Proposed to be amended as
Article 40 The procedures for the preparation, deliberation and disclosure of ad hoc reports to the public: (I) Contact and communication and soliciting ad hoc reports: The directors, **supervisors,** senior management of the Company, the responsible persons of all departments and branches of the Company, main responsible persons of all controlled or holding subsidiaries and other information disclosure obligors shall notify the secretary of the Board, the secretary of the Company or the office of the Board of the events to be disclosed in the form of ad hoc reports under the System after learning or knowing them. Where the secretary of the Board or the secretary of the Company receives questions or enquiries of securities regulatory authorities or relevant stock exchanges which involves events to be disclosed, the secretary of the Board or the secretary of the Company shall immediately contact relevant departments or subsidiaries of the companies involved in such events. ……	**Article 40** The procedures for the preparation, deliberation and disclosure of ad hoc reports to the public: (I) Contact and communication and soliciting ad hoc reports: The directors, senior management of the Company, the responsible persons of all departments and branches of the Company, main responsible persons of all controlled or holding subsidiaries and other information disclosure obligors shall notify the secretary of the Board, the secretary of the Company or the office of the Board of the events to be disclosed in the form of ad hoc reports under the System after learning or knowing them. Where the secretary of the Board or the secretary of the Company receives questions or enquiries of securities regulatory authorities or relevant stock exchanges which involves events to be disclosed, the secretary of the Board or the secretary of the Company shall immediately contact relevant departments or subsidiaries of the companies involved in such events. ……

Original articles	Proposed to be amended as
Article 53 Prior to the legal disclosure of inside information, the directors, **supervisors,** senior management of the Company and any other insiders shall not publish or leaking such information and shall not take advantage of such information to conduct insider dealing. The directors, **supervisors,** senior management of the Company and any other insiders shall also be obliged to limit the insiders of the information to the minimized level.	**Article 53** Prior to the legal disclosure of inside information, the directors, senior management of the Company and any other insiders shall not publish or leaking such information and shall not take advantage of such information to conduct insider dealing. The directors, senior management of the Company and any other insiders shall also be obliged to limit the insiders of the information to the minimized level.
Article 62 This System shall take effect upon approval by the general meeting of the Company and shall become effective on the date of listing of the Company's H shares on the Hong Kong Stock Exchange.	**Article 62 This System shall take effect upon approval by the general meeting of the Company.**

The English version of the proposed amendments to the Information Disclosure Management System is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Information Disclosure Management System shall become effective upon approval by the shareholders as an ordinary resolution at the EGM.

6. PROPOSED AMENDMENTS TO THE RELATED PARTY (CONNECTED) TRANSACTIONS MANAGEMENT POLICY

In accordance with the Company Law of the People's Republic of China (effective from 1 July 2024) and in light of the Company's proposed abolishment of the Supervisory Committee, the Board proposes to make following amendments to relevant articles of the Related Party (Connected) Transactions Management Policy:

Original articles	Proposed to be amended as
"general meeting(s) (股東大會)" in the Policy	**"general meeting(s) (股東會)"**
Article 4 The shareholders, directors**, supervisors** and senior management personnel of the Company may not use their relationship to prejudice the Company's interests and shall be liable for damages to the Company caused by the violation of this provision.	**Article 4** The shareholders, directors and senior management personnel of the Company may not use their relationship to prejudice the Company's interests and shall be liable for damages to the Company caused by the violation of this provision.

Original articles	Proposed to be amended as
Article 11 A natural person shall be deemed as a related natural person of the Company, which meets the requirements of the SSE Listing Rules, under any of the following circumstances: (1) any natural person(s) directly or indirectly holding more than 5% of the shares of the Company; (2) directors**, supervisors** and senior management members of the Company; (3) directors**, supervisors** and senior management members of the legal person(s) listed in item (1) of Article 10; (4) a close family member of the persons stated in items (1) and (2) of this Article, including: parents, spouse, siblings and spouses thereof, children aged 18 or above and spouses thereof, siblings of spouses and parents of children's spouses; (5) other natural person(s) identified by the China Securities Regulatory Commission or other regulatory authorities, or the Company as having a special relationship with the Company based on the principle of substance over form, which may result in the Company's interests being tilted in their favour.	**Article 11** A natural person shall be deemed as a related natural person of the Company, which meets the requirements of the SSE Listing Rules, under any of the following circumstances: (1) any natural person(s) directly or indirectly holding more than 5% of the shares of the Company; (2) directors and senior management members of the Company; (3) directors**, supervisors (if any)** and senior management members of the legal person(s) listed in item (1) of Article 10; (4) a close family member of the persons stated in items (1) and (2) of this Article, including: parents, spouse, siblings and spouses thereof, children aged 18 or above and spouses thereof, siblings of spouses and parents of children's spouses; (5) other natural person(s) identified by the China Securities Regulatory Commission or other regulatory authorities, or the Company as having a special relationship with the Company based on the principle of substance over form, which may result in the Company's interests being tilted in their favour.

Original articles	Proposed to be amended as
Article 15 The connected persons within the meaning of the Hong Kong Listing Rules include the following: (1) a director, **supervisor,** chief executive or substantial shareholder of the Company or any of its subsidiaries; (2) any person who was a director of the Company or any of its subsidiaries in the past 12 months; **(3) a supervisor of the Company or any of its subsidiaries;** (4) any associate of the persons referred to in paragraphs (1)**,** (2) **or (3)** of this Article; (5) a connected subsidiary; or (6) any connected person as identified by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"). The definitions of the above connected persons and related terms in the Hong Kong Listing Rules are set out in the appendix to this Policy.	**Article 15** The connected persons within the meaning of the Hong Kong Listing Rules include the following: (1) a director, chief executive or substantial shareholder of the Company or any of its subsidiaries; (2) any person who was a director of the Company or any of its subsidiaries in the past 12 months; (3) any associate of the persons referred to in paragraphs (1) **and** (2) of this Article; (4) a connected subsidiary; or (5) any connected person as identified by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"). The definitions of the above connected persons and related terms in the Hong Kong Listing Rules are set out in the appendix to this Policy.
Article 17 When a director (including an independent director)**, supervisor** or other enterprise in which he/she employed has a direct or indirect relationship with an existing or planned contract, transaction or arrangement with the Company or its controlling subsidiaries (excluding employment contracts), he/she shall report this to the Board immediately.	**Article 17** When a director (including an independent director) or other enterprise in which he/she employed has a direct or indirect relationship with an existing or planned contract, transaction or arrangement with the Company or its controlling subsidiaries (excluding employment contracts), he/she shall report this to the Board immediately.

Original articles	Proposed to be amended as
Article 18 When the Board votes on related transactions, related directors shall abstain from voting and shall not exercise voting rights on behalf of other directors. The votes represented by related directors shall not be counted in the total number of valid votes. The minutes of the Board meeting and the Board resolution shall specify the relevant attendance and voting circumstances. Related directors include the following directors or directors who meet any of the following circumstances:	**Article 18** When the Board votes on related transactions, related directors shall abstain from voting and shall not exercise voting rights on behalf of other directors. The votes represented by related directors shall not be counted in the total number of valid votes. The minutes of the Board meeting and the Board resolution shall specify the relevant attendance and voting circumstances. Related directors include the following directors or directors who meet any of the following circumstances:
(1) The counterparty to the transaction;	(1) The counterparty to the transaction;
(2) Persons employed by the transaction counterparty, or persons employed by a legal entity that directly or indirectly controls the transaction counterparty, or by a legal entity directly or indirectly controlled by the transaction counterparty;	(2) Persons employed by the transaction counterparty, or persons employed by a legal entity that directly or indirectly controls the transaction counterparty, or by a legal entity directly or indirectly controlled by the transaction counterparty;
(3) Persons who directly or indirectly control the transaction counterparty;	(3) Persons who directly or indirectly control the transaction counterparty;
(4) Close family members of the transaction counterparty or its direct or indirect controllers (as specified in Article 11(4) of this Policy);	(4) Close family members of the transaction counterparty or its direct or indirect controllers (as specified in Article 11(4) of this Policy);
(5) Close family members of the directors**, supervisors** or senior management of the transaction counterparty or its direct or indirect controllers (as specified in Article 11(4) of this Policy);	(5) Close family members of the directors**, supervisors (if any)** or senior management of the transaction counterparty or its direct or indirect controllers (as specified in Article 11(4) of this Policy);

Original articles	Proposed to be amended as
(6) Persons identified by the China Securities Regulatory Commission, the Hong Kong Stock Exchange, or other regulatory authorities, or by the Company, as having other reasons that may impair their independent business judgment.	(6) Persons identified by the China Securities Regulatory Commission, the Hong Kong Stock Exchange, or other regulatory authorities, or by the Company, as having other reasons that may impair their independent business judgment.
Article 24 If the object of a related party transaction is equity or other assets other than equity and monetary cash, the Company shall also employ an intermediary organization qualified in carrying out business relating to securities and futures to audit or valuate the object of the material related party transaction between the Company and the related parties which requires to be approved at the general meeting, related party transaction on sale and purchase or service relating to the daily operation of the Company may be exempted from auditing or valuation. If the Company intends to have a material connected transaction with a connected party, it shall submit it to the Board for consideration after the independent directors propose their prior approval opinions. Before making a judgment, an independent director may employ an independent financial adviser to issue a report as the basis for his judgment. The **audit committee** of the Board of the Company shall at the same time examine the connected transactions, form written opinions, submit them to the Board for consideration**, and report them to the supervisory committee of the Company**. The **audit committee** may employ an independent financial adviser to issue a report as the basis of its judgment.	**Article 24** If the object of a related party transaction is equity or other assets other than equity and monetary cash, the Company shall also employ an intermediary organization qualified in carrying out business relating to securities and futures to audit or valuate the object of the material related party transaction between the Company and the related parties which requires to be approved at the general meeting, related party transaction on sale and purchase or service relating to the daily operation of the Company may be exempted from auditing or valuation. If the Company intends to have a material connected transaction with a connected party, it shall submit it to the Board for consideration after the independent directors propose their prior approval opinions. Before making a judgment, an independent director may employ an independent financial adviser to issue a report as the basis for his**/her** judgment. The **Audit Committee** of the Board of the Company shall at the same time examine the connected transactions, form written opinions**, and** submit them to the Board for consideration. The **Audit Committee** may employ an independent financial adviser to issue a report as the basis of its judgment.

Original articles	Proposed to be amended as
Article 27 Directors**, supervisors** and senior management of the Company shall stay alert as to appropriation of interests of the Company by related parties, such as appropriation of funds of the Company. Independent directors **and supervisors** of the Company shall inspect the capital flows between the Company and related parties at least once every quarter to find out appropriation and transfer of funds, assets and other resources of the Company by directors, **supervisors,** senior management personnel, controlling shareholders, actual controllers and their related parties and shall promptly request the Board to take corresponding measures in case of abnormalities.	**Article 27** Directors and senior management of the Company shall stay alert as to appropriation of interests of the Company by related parties, such as appropriation of funds of the Company. Independent directors of the Company shall inspect the capital flows between the Company and related parties at least once every quarter to find out appropriation and transfer of funds, assets and other resources of the Company by directors, senior management personnel, controlling shareholders, actual controllers and their related parties and shall promptly request the Board to take corresponding measures in case of abnormalities.
Article 31 Annual review requirements of continuing connected transactions are as follows: (I) The independent directors of the Company shall review the continuing connected transactions every year and confirm in the annual report and the accounts whether the transactions have been entered into: 1. in the ordinary and usual course of business of the Company; 2. on normal commercial terms or more favourable terms; and 3. in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. ……	**Article 31** The requirements on annual review of continuing connected transactions are as follows: (I) The independent directors of the Company shall review the continuing connected transactions every year and confirm in the annual report and the accounts whether the transactions have been entered into: 1. in the ordinary and usual course of business of the Company; 2. on normal commercial terms or more favourable terms; and 3. in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. ……

Original articles	Proposed to be amended as
(V) Where the Company has entered into an agreement involving continuing transactions and such transactions subsequently become continuing connected transactions for whatever reason (e.g. due to a party becoming a director of the Company), the Company must, upon it becoming aware of any variation or renewal, fully comply with all applicable reporting, annual review and disclosure requirements. In case of any amendment to or update of the agreement, the Company must comply with all connected transaction requirements applicable hereunder for all the continuing connected transactions upon such amendment or update takes effect. **(VI) The supervisory committee of the Company shall supervise the consideration, voting, disclosure and implementation of the related party transactions and shall issue its opinion in the annual report.**	(V) Where the Company has entered into an agreement involving continuing transactions and such transactions subsequently become continuing connected transactions for whatever reason (e.g. due to a party becoming a director of the Company), the Company must, upon it becoming aware of any variation or renewal, fully comply with all applicable reporting, annual review and disclosure requirements. In case of any amendment to or update of the agreement, the Company must comply with all connected transaction requirements applicable hereunder for all the continuing connected transactions upon such amendment or update takes effect.
Article 41 The directors**, supervisors** and senior management of the Company, shareholders holding more than 5% of the shares of the Company shall inform the office of the Board of the connected relationship with the Company in a timely manner to improve the list of connected persons. Upon the changes in connected information, the Board office shall be informed of the list of connected persons accordingly after the change.	**Article 41** The directors and senior management of the Company, shareholders holding more than 5% of the shares of the Company shall inform the office of the Board of the connected relationship with the Company in a timely manner to improve the list of connected persons. Upon the changes in connected information, the Board office shall be informed of the list of connected persons accordingly after the change.
Article 43 The Policy shall become effective from the date of consideration and approval by the general meeting of the Company. From the effective date of the Policy, the original Related Party (Connected) Transactions Management Policy of Financial Street Securities Co., Limited shall automatically become invalid.	**Article 43 The Policy shall become effective from the date of consideration and approval by the general meeting of the Company.**

Original articles	Proposed to be amended as
Appendix Definitions	**Appendix Definitions**
4. Connected person A "connected person" is: (a) a director, **supervisor,** chief executive or substantial shareholder of the listed group company; (b) a person who was a director of the listed group company in the last 12 months; (c) an associate of the persons under the above (a) and (b); (d) connected subsidiary; and (e) a person deemed to be connected by the Hong Kong Stock Exchange. The above clauses (a) and (b) do not include a director, chief executive, substantial shareholder **or supervisor** of the listed group company's insignificant subsidiary or subsidiaries. For this purpose:	**4. Connected person** A "connected person" is: (a) a director, chief executive or substantial shareholder of the listed group company; (b) a person who was a director of the listed group company in the last 12 months; (c) an associate of the persons under the above (a) and (b); (d) connected subsidiary; and (e) a person deemed to be connected by the Hong Kong Stock Exchange. The above clauses (a) and (b) do not include a director, chief executive, substantial shareholder of the listed group company's insignificant subsidiary or subsidiaries. For this purpose:

Original articles	Proposed to be amended as
(i) an "insignificant subsidiary" is a subsidiary whose total assets, profits and revenue compared to that of the listed group company's group are less than: (A) 10% under the percentage ratios (as defined in the Hong Kong Listing Rules) for each of the latest three financial years (or if less, the period since the incorporation or establishment of the subsidiary); or (B) 5% under the percentage ratios (as defined in the Hong Kong Listing Rules) for the latest financial year; (ii) if the person is connected with two or more subsidiaries of the listed group company, the Exchange will aggregate the subsidiaries' total assets, profits and revenue to determine whether they are together "insignificant subsidiaries" of the listed group company; and (iii) when calculating the percentage ratios, 100% of the subsidiary's total assets, profits and revenue will be used. If a percentage ratio produces an anomalous result, the Exchange may disregard the calculation and consider alternative test(s) provided by the listed group company.	(i) an "insignificant subsidiary" is a subsidiary whose total assets, profits and revenue compared to that of the listed group company's group are less than: (A) 10% under the percentage ratios (as defined in the Hong Kong Listing Rules) for each of the latest three financial years (or if less, the period since the incorporation or establishment of the subsidiary); or (B) 5% under the percentage ratios (as defined in the Hong Kong Listing Rules) for the latest financial year; (ii) if the person is connected with two or more subsidiaries of the listed group company, the Exchange will aggregate the subsidiaries' total assets, profits and revenue to determine whether they are together "insignificant subsidiaries" of the listed group company; and (iii) when calculating the percentage ratios, 100% of the subsidiary's total assets, profits and revenue will be used. If a percentage ratio produces an anomalous result, the Exchange may disregard the calculation and consider alternative test(s) provided by the listed group company.

Original articles	Proposed to be amended as
In addition, the Hong Kong Stock Exchange may from time to time determine that certain persons or entities should be treated as connected persons of a PRC issuer for purposes of the connected transaction under the Chapter 14A of the Listing Rules. The Hong Kong Stock Exchange will not normally treat a PRC Governmental Body as a connected person. The Hong Kong Stock Exchange may request a company to be listed to explain its relationship with a PRC Governmental Body and why it should not be treated as a connected person. If the Hong Kong Stock Exchange decides to treat the PRC Governmental Body as a connected person, the company to be listed must comply with any additional requirements requested by the Hong Kong Stock Exchange.	In addition, the Hong Kong Stock Exchange may from time to time determine that certain persons or entities should be treated as connected persons of a PRC issuer for purposes of the connected transaction under the Chapter 14A of the Listing Rules. The Hong Kong Stock Exchange will not normally treat a PRC Governmental Body as a connected person. The Hong Kong Stock Exchange may request a company to be listed to explain its relationship with a PRC Governmental Body and why it should not be treated as a connected person. If the Hong Kong Stock Exchange decides to treat the PRC Governmental Body as a connected person, the company to be listed must comply with any additional requirements requested by the Hong Kong Stock Exchange.
5. Supervisor **"Supervisor" is a member elected to the supervisory committee of a listed company which under PRC law performs a supervisory function in relation to such listed company's board of directors, the managers and other senior management.**	**Delete this article and adjust the serial number accordingly**

Original articles	Proposed to be amended as
11. "Deemed connected person" (a) "A deemed connected person" includes a person: (i) who has entered, or proposes to enter, into: (A) a transaction with the listed group company; and (B) an agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a director (or a person who was in the past 12 months a director), a chief executive**,** a substantial shareholder **or a supervisor** of the listed group company with respect to the transaction; and (ii) who, in the Hong Kong Stock Exchange's opinion, should be considered as a connected person.	**10. "Deemed connected person"** (a) "A deemed connected person" includes a person: (i) who has entered, or proposes to enter, into: (A) a transaction with the listed group company; and (B) an agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a director (or a person who was in the past 12 months a director), a chief executive **or** a substantial shareholder of the listed group company with respect to the transaction; and (ii) who, in the Hong Kong Stock Exchange's opinion, should be considered as a connected person.

Original articles	Proposed to be amended as
(b) "A deemed connected person" also includes a person: (i) who is: (A) a father in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, grandparent, grandchild, uncle, aunt, cousin, nephew or niece (each a "relative") of a director (or a person who was in the past 12 months a director), a chief executive**,** a substantial shareholder **or a supervisor** of the listed group company; or	(b) "A deemed connected person" also includes a person: (i) who is: (A) a father in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, grandparent, grandchild, uncle, aunt, cousin, nephew or niece (each a "relative") of a director (or a person who was in the past 12 months a director), a chief executive **or** a substantial shareholder of the listed group company; or

Original articles	Proposed to be amended as
(B) a majority-controlled company held, directly or indirectly, by the relatives (individually or together) or held by the relatives together with a director (or a person who was in the past 12 months a director), a chief executive**,** a substantial shareholder **or a supervisor** of the listed group company, the trustees, his immediate family members and/or family members, or any subsidiary of that majority-controlled company; and	(B) a majority-controlled company held, directly or indirectly, by the relatives (individually or together) or held by the relatives together with a director (or a person who was in the past 12 months a director), a chief executive **or** a substantial shareholder of the listed group company, the trustees, his immediate family members and/or family members, or any subsidiary of that majority-controlled company; and
(iii) whose association with the connected person is such that, in the Hong Kong Stock Exchange's opinion, the proposed transaction should be subject to the connected transaction requirements.	(iii) whose association with the connected person is such that, in the Hong Kong Stock Exchange's opinion, the proposed transaction should be subject to the connected transaction requirements.

The English version of the proposed amendments to the Related Party (Connected) Transactions Management Policy is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Related Party (Connected) Transactions Management Policy shall become effective upon approval by the shareholders as an ordinary resolution at the EGM.

7. PROPOSED AMENDMENTS TO THE INVESTOR RELATIONS MANAGEMENT SYSTEM

In accordance with the Company Law of the People's Republic of China (effective from 1 July 2024) and in light of the Company's proposed abolishment of the Supervisory Committee, the Board proposes to make following amendments to relevant articles of the Investor Relations Management System:

Original articles	Proposed to be amended as
"general meeting(s) (股東大會)" in the Policy	**"general meeting(s) (股東會)"**
Article 1 To strengthen information communication between Financial Street Securities Co., Limited (hereinafter referred to as the "Company") and investors and potential investors (hereinafter collectively referred to as "Investors"), enhance Investors' understanding and recognition of the Company, promote the establishment of long-term, stable, and harmonious relationships between the Company and Investors, improve the Company's governance structure, and effectively protect the legitimate rights and interests of Investors, particularly those of the general public, in accordance with the Securities Law, the Company Law, the Rules for Governance of Securities Companies (《證券公司治理準則》), the "Working Guidance for the Listed Companies and Investor Relations" (《上市公司與投資者關係工作指引》), 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 laws, regulations, departmental rules, normative documents, and the Articles of Association of Financial Street Securities Co., Limited combined with the actual circumstances of the Company, this System is hereby established.	**Article 1** To strengthen information communication between Financial Street Securities Co., Limited (hereinafter referred to as the "Company") and investors and potential investors (hereinafter collectively referred to as "Investors"), enhance Investors' understanding and recognition of the Company, promote the establishment of long-term, stable, and harmonious relationships between the Company and Investors, improve the Company's governance structure, and effectively protect the legitimate rights and interests of Investors, particularly those of the general public, in accordance with the Securities Law **of the People's Republic of China**, the Company Law **of the People's Republic of China**, the Rules for Governance of Securities Companies (《證券公司治理準則》), the "Working Guidance for the Listed Companies and Investor Relations" (《上市公司與投資者關係工作指引》), 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 laws, regulations, departmental rules, normative documents, and the Articles of Association of Financial Street Securities Co., Limited combined with the actual circumstances of the Company, this System is hereby established.

Original articles	Proposed to be amended as
Article 9 The specific responsibilities of the Board office in investor relations work primarily include: (1) Collecting information related to the Company's operations and finances, and disclosing such information in a timely and adequate manner in accordance with the requirements of laws, regulations, and the Hong Kong Listing Rules, as well as relevant provisions on investor relations management; (2) Preparing for the annual general meeting, extraordinary general meeting**,** Board meeting**, and meeting of the supervisory committee of the Company**, and preparing meeting materials; ……	**Article 9** The specific responsibilities of the Board office in investor relations work primarily include: (1) Collecting information related to the Company's operations and finances, and disclosing such information in a timely and adequate manner in accordance with the requirements of laws, regulations, and the Hong Kong Listing Rules, as well as relevant provisions on investor relations management; (2) Preparing for the annual general meeting, extraordinary general meeting **and** Board meeting, and preparing meeting materials; ……
Article 10 Without affecting operational management or disclosing commercial secrets, the Company's directors, **supervisors,** senior management personnel, departments, branches, wholly-owned subsidiaries, and all employees have the obligation to assist the Board office in implementing investor relations management work.	**Article 10** Without affecting operational management or disclosing commercial secrets, the Company's directors, senior management personnel, departments, branches, wholly-owned subsidiaries, and all employees have the obligation to assist the Board office in implementing investor relations management work.
Article 11 The Company shall organise training on investor management-related knowledge for all employees, particularly directors, **supervisors,** senior management, department heads, branch office heads, and directors**, supervisors** and senior management of participating subsidiaries in an appropriate manner; when conducting major investor relations promotion activities, the Company shall also organise specialised training.	**Article 11** The Company shall organise training on investor management-related knowledge for all employees, particularly directors, senior management, department heads, branch office heads, and directors and senior management of participating subsidiaries in an appropriate manner; when conducting major investor relations promotion activities, the Company shall also organise specialised training.

Original articles	Proposed to be amended as
Article 26 This System shall take effect upon approval by the general meeting of the Company and shall become effective on the date of listing of the Company's H shares on the Hong Kong Stock Exchange.	**Article 26 This System shall take effect upon approval by the general meeting of the Company.**

The English version of the proposed amendments to the Investor Relations Management System is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

The proposed amendments to the Investor Relations Management System shall become effective upon approval by the shareholders as an ordinary resolution at the EGM.

8. THE EGM AND CLOSURE OF REGISTER OF MEMBERS

The EGM will be held on Tuesday, 25 November 2025.

A circular of the EGM containing the proposed abolishment of the Supervisory Committee and amendments to the Articles of Association, the proposed amendments to the Rules of Procedure for General Meetings, the proposed amendments to the Rules of Procedure for the Board of Directors, the proposed abolishment of the Rules of Procedure for the Supervisory Committee, the proposed amendments to the Information Disclosure Management System, the proposed amendments to the Related Party (Connected) Transactions Management Policy, the proposed amendments to the Investor Relations Management System, together with the relevant form of proxy for the EGM as required under the Listing Rules will be published on the Company's website at www.cnht.com.cn and the website of the "HKEXnews" at www.hkexnews.hk in due course.

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 20 November 2025 to Tuesday, 25 November 2025 (both days inclusive) during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Tuesday, 25 November 2025 shall be entitled to attend the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's head office in the PRC at 12/F, Tower B, Desheng International Center, No. 83 Deshengmenwai Street, Xicheng District, Beijing, the PRC (for holders of Domestic Shares), or the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) no later than 4:30 p.m. on Wednesday, 19 November 2025 for registration.

DEFINITIONS

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

"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors of the Company
"Company"	Financial Street Securities Co., Limited, a joint stock company incorporated in the PRC with limited liability
"Related Party (Connected) Transactions Management Policy"	the related party (connected) transactions management policy of the Company
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for or credited as paid in Renminbi
"EGM"	the 2025 fourth extraordinary general meeting of the Company to be held at the meeting room of 12/F, Tower B, Desheng International Center, No. 83 Deshengmenwai Street, Xicheng District, Beijing, the PRC at 10:00 a.m. on Tuesday, 25 November 2025
"Group"	the Company and its subsidiaries
"H Share(s)"	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK$ and listed on the Stock Exchange
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"PRC"	the People's Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure for General Meetings"	the rules of procedure for general meetings of the Company
"Share(s)"	the Domestic Share(s) and the H Share(s)
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisory Committee"	the supervisory committee of the Company
"Supervisor(s)"	the supervisor(s) of the Company
"Information Disclosure Management System"	the information disclosure management system of the Company
"Investor Relations Management System"	the investor relations management system of the Company
"Rules of Procedure for the Supervisory Committee"	the rules of procedure for the Supervisory Committee of the Company

By order of the Board
Zhu Yanhui
Chairman

Beijing, the PRC
24 October 2025

As at the date of this announcement, the Board comprises Mr. Zhu Yanhui as executive Director; Mr. Pang Jiemin, Mr. Wang Linjing, Mr. Li Ye, Ms. Yang Qin and Mr. Li Yanyong as non-executive Directors; Mr. Chen Xin, Mr. Xu Hongcai and Ms. Cheng Zhuo as independent non-executive Directors.