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**上海復旦張江生物醫藥股份有限公司**

**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.***

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

**(Stock code:1349)**

# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS, THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS AND DISSOLUTION OF THE SUPERVISORY COMMITTEE

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the relevant provisions of the Company Law of the People's Republic of China (the "**Company Law**"), the Guidelines on the Articles of Association of Listed Companies* (《上市公司章程指引》), the Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange * (《上海證券交易所科創板股票上市規則》), the Guideline No. 1 for the Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange - Standardised Operations* (《上海證券交易所科創板上市公司自律監管指引第 1 號－規範運作》) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other applicable laws, regulations and regulatory documents, the board of directors (the "**Board**") of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.* (the "**Company**") considered and approved the proposed amendments to the articles of association of the Company (the "**Articles of Association**") on 30 October 2025. Save for non- substantive revisions such as adjustments to serial numbers which are not listed item-by-item, the details of the proposed amendments (the "**Proposed Amendments to the Articles of Association**") are set out in the appendix to this announcement. The Proposed Amendments to the Articles of Association are subject to the approval by the shareholders of the Company (the "**Shareholders**") at the 2025 first extraordinary general meeting (the "**EGM**") of the Company.

## PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS AND RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

By virtue of the Proposed Amendments to the Articles of Association, the Board has considered and approved the amendments to the relevant provisions in the rules of procedure for the general meetings and rules of procedure for the board of directors. Details of the relevant amendments will be set out in the circular of the EGM which will be despatched to the Shareholders recently. The proposed amendments to the rules of procedure for the general meetings and rules of procedure for the board of directors are subject to the approval by the Shareholders at the EGM as well as the corresponding amendments to the Articles of Association becoming effective.

## DISSOLUTION OF THE SUPERVISORY COMMITTEE

In view of the relevant provisions of the Transitional Arrangements for the Implementation of the Supporting Rules of the New Company Law* (《關於新<公司法>配套制度規則實施相關過渡期安排》), the Rules for the Shareholders' Meetings of Listed Companies* (《上市公司股東會規則》), the Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange * (《上海證券交易所科創板股票上市規則》) and the Guideline No. 1 for the Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange - Standardised Operations* (《上海證券交易所科創板上市公司自律監管指引第 1 號－規範運作》) and other applicable laws, regulations and regulatory documents, the Company proposes to dissolve the supervisory committee and supervisors. The audit committee of the Board shall exercise the duties and functions of the supervisory committee as stipulated in the Company Law. Consequently, the Company's rules of procedure for the supervisory committee will be abolished, and the provisions relating to the supervisory committee and supervisors in all rules and regulations of the Company shall be no longer applicable.

The dissolution of the supervisory committee is subject to the approval by the Shareholders at the EGM. Prior to the consideration and approval of the dissolution of the supervisory committee at the EGM, the eighth session of the supervisory committee of the Company and its supervisors will continue to perform their duties strictly in accordance with the Company Law, the Articles of Association, and other relevant regulations.

## GENERAL INFORMATION

The Board proposes the EGM to authorise the management of the Company and their duly authorised persons to handle, on behalf of the Company, all subsequent changes to industrial and commercial registration, filing of the Articles of Association and other related matters following the approval of the above proposals at the EGM.

A circular containing details of the above resolutions, among other things, together with a notice convening the EGM, will be despatched to the Shareholders in due course.

By order of the Board
**Zhao Da Jun**
Chairman

As at the date of the publication of this announcement, the Board comprises:

Mr. Zhao Da Jun (Executive Director)
Ms. Xue Yan (Executive Director)
Mr. Shen Bo (Non-executive Director)
Ms. Yu Xiao Yang (Non-executive Director)
Mr. Wang Hong Guang (Independent Non-executive Director)
Mr. Lam Siu Wing (Independent Non-executive Director)
Mr. Xu Pei Long (Independent Non-executive Director)

Shanghai, the PRC

30 October 2025
* *For identification purpose only*

| | The current Articles of Association | Amended Articles of Association |
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| 1. | 1. With an aim to protect the lawful interests of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company"), shareholders of the Company and creditors, and standardise the organisation and conduct of the Company, the Articles is formulated pursuant to the laws and regulations under the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of People's Republic of China, the Guidelines for the Articles of Association of the Listed Companies, the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and regulatory documents.<br><br>The Company is a company limited by shares established in accordance with the Company Law and other relevant laws and administrative regulations of the People's Republic of China ("China" or the "State").<br><br>The Company was established by way of being wholly reorganized into from Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co. (上海復旦張江生物醫藥有限公司) and approved by the People's Government of Shanghai, as evidenced by an approval concerning the Company's incorporation by wholly reorganization (Hu Fu Ti Gai Shen 2000 No.033). The Company is registered with and has obtained a business license no.3100001006533 from the State Administration for Industry and Commerce of Shanghai on November 8th, 2000. | 1. With an aim to protect the lawful interests of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company"), **shareholders and employees of the Company and creditors,** and standardize the organization and conduct of the Company, these Articles of Association are formulated pursuant to the laws and regulations under the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of People's Republic of China (hereinafter referred to as the "Securities Law"), the Guidelines for the Articles of Association of the Listed Companies, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and regulatory documents.<br><br>The Company is a joint stock limited company established in accordance with the Company Law and other relevant laws and administrative regulations of the People's Republic of China ("China" or the "State").<br><br>The Company was approved by Shanghai Municipal People's Government in accordance with the Reply of Agreeing to establish Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (Hu Fu Ti Gai Shen [2000] No.033) and was established by converting from Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co. in its entirety. The Company was registered with and obtained a business license no.3100001006533 from the Administration for Industry and Commerce of Shanghai on 8 November 2000. |

| | The current Articles of Association | Amended Articles of Association |
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| | After its listing in the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "HKSE"), the Company shall obtain a Certificate of Approval for Foreign Invested Enterprise from competent governing authority of the State, and then conduct an updated registration with and obtain a new business license from the State Administration for Industry and Commerce of Shanghai. Upon the approval of relevant competent governmental authorities and HKSE, the board on which the Company is listed shall be transferred from the Growth Enterprise Market to the Main Board of HKSE.<br><br>The promoters of the Company are China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖). | After its listing in the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "HKSE"), **the Company obtained the Certificate of Approval for Foreign Invested Enterprise of the People's Republic of China from competent government authority of the State, and then conducted an updated registration with and obtained a new business license from the Administration for Industry and Commerce of Shanghai. In December 2013,** upon the approval of relevant competent government authorities and HKSE, the Company transferred its listing from the Growth Enterprise Market to the Main Board of HKSE.<br><br>The promoters of the Company are China General Technology (Group) Holding Ltd., Shanghai Pharmaceutical Holding Co., Ltd., Shanghai Zhangjiang High-Tech Park Development Co., Ltd., Shanghai Pudong Technology Investment Co., Ltd., Fudan University, Wang Haibo, Su Yong, Zhao Dajun, Li Jun and Fang Jing. |

| | The current Articles of Association | Amended Articles of Association |
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| 2. | 4. The legal representative of the Company is the chairman of the board of directors of the Company. | 4. **The Chairman of the board of directors is the director who represents the Company to execute corporate affairs and is the legal representative of the Company. If the Chairman of the board of directors who serves as the legal representative resigns, it shall also be deemed to have resigned from the position of legal representative. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation.**<br><br>**The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Restrictions on the powers of the legal representative stipulated in these Articles of Association or imposed by the shareholders' meeting shall not be asserted against a bona fide counterparty. If the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After the Company has borne civil liability, it may, in accordance with the law or the provisions of these Articles of Association, seek recourse from the legal representative at fault.** |

| | The current Articles of Association | Amended Articles of Association |
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| 3. | 7. In a shareholders' annual general meeting held on 24 June 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders' annual general meeting held on 25 June 2004 in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares; in a shareholders' Extraordinary General Meeting held on 29 October 2010, the Company adopted the further amended articles of association of the Company; upon the authorization by special resolutions passed by the shareholders' Annual General Meeting held on 29 June 2012, the Board approved the amendment to the articles of association of the Company on 19 March 2013; the Board further approved this amendment to the articles of association of the Company on 9 May 2013 and 8 August 2013; upon the authorization by special resolution passed by the shareholders' Annual General Meeting held on 30 May 2013, the Board approved the amendment to the articles of association of the Company on 6 December 2013; the shareholders' Annual General Meeting held on 30 May 2014 approved the amendment to the articles of association of the Company by special resolutions; the shareholders' Annual General Meeting held on 26 April 2019 approved the amendment to the articles of association of the Company by special resolutions; the shareholders' Extraordinary General Meeting held on 24 February 2020 approved the amendment to the articles of association of the Company by special resolutions; upon the authorization by special resolution passed by the shareholders' Annual General Meeting held on 27 May 2021, the Board approved the amendment to the articles of association of the Company on 26 May 2022; upon the authorization by special resolution passed by the shareholders' Annual General Meeting held on 27 May 2021, the Board approved the amendment to the articles of association of the Company on 6 July 2023; the shareholders' Annual General Meeting held on 27 June 2024 approved the amendment to the articles of association of the Company by special resolutions (these "Articles"). | 7. In the shareholders' annual meeting held on 24 June 2005, the Company further amended its Articles of Association adopted at its shareholders' annual general meeting held on 25 June 2004 in accordance with the actual situations concerning its issue of Overseas-listed Foreign-invested Shares; in the shareholders' Extraordinary General Meeting held on 29 October 2010, the Company adopted the further amended Articles of Association; upon the authorisation by special resolutions passed by the Annual General Meeting held on 29 June 2012, **the board of directors adopted the further amended Articles of Association on 19 March 2013, 9 May 2013, and 8 August 2013;** upon the authorisation by special resolutions passed by the Annual General Meeting held on May 30, 2013, the board of directors adopted the further amended Articles of Association on 6 December 2013; **the Annual General Meetings held on 30 May 2014, and 26 April 2019, and the Extraordinary shareholders' meeting held on 24 February 2020 approved the amendment to the Articles of Association by special resolution; upon authorisation by a special resolution of the Annual General Meeting held on 27 May 2021, the board of directors adopted the further amended Articles of Association on 26 May 2022, 27 May 2021, and 6 July 2023, respectively; the Annual General Meeting held on 27 June 2024 approved the amendment to the Articles of Association by special resolution; the shareholders' Extraordinary Meeting held on 26 November 2025 approved the amendment to the Articles of Association of the Company by special resolution ("these Articles").**<br><br>**These Articles shall take effect upon approval by the shareholders' meeting of the Company.** |

| | The current Articles of Association | Amended Articles of Association |
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| | These Articles shall take effect upon approval at the general meeting of the Company.<br><br>These Articles shall replace the Original Articles as of its effective date. Unless otherwise amended by the Amendment to these Articles, all the other articles of these Articles shall remain its full effect. | **These Articles shall replace the original Articles of Association as of its effective date. Unless otherwise amended by the Amendment to these Articles,** all the other articles of these Articles shall remain its full effect. |
| 4. | 9. These Articles are binding upon the Company, its shareholders, directors, supervisors, managers and other senior officers; the aforementioned persons may claim rights relating to the affairs of the Company in accordance with these Articles.<br><br>A shareholder may bring actions against the Company, the Company may bring actions against any of its shareholders, shareholders may bring actions against each other, and a shareholder may bring actions against the directors, supervisors, managers and other senior officers of the Company, in each case in accordance with these Articles.<br><br>The actions referred to in the preceding paragraph include court proceedings and applications for arbitration before an arbitration tribunal.<br><br>The "senior officers" referred to in these Articles shall refer to the Board Secretary and the financial principal of the Company and other personnel as engaged by the Board as the senior officers of the Company. | 9. These Articles are binding upon the Company, **its shareholders, directors, managers and other senior officers;** the aforementioned persons may claim rights relating to the affairs of the Company in accordance with these Articles.<br><br>A shareholder may bring actions against the Company, the Company may bring actions against any of its shareholders, **directors, and senior officers,** shareholders may bring actions against each other, and a shareholder may bring actions against the directors **and senior officers of the Company,** in each case in accordance with these Articles.<br><br>The actions referred to in the preceding paragraph include court proceedings and applications for arbitration before an arbitration tribunal.<br><br>The "senior officers" referred to in these Articles shall refer to the Board Secretary and **the Chief Financial Officer of the Company and other personnel as engaged by the Board as the senior officers of the Company.** |
| 5. | 10. The Company may invest in other limited liability companies and companies limited by shares. The Company's liabilities to an investee company shall be limited to the amount of its capital contribution to the investee company. However, unless otherwise provided by any applicable law, it shall not become liable for the debts of the enterprises in which it invests. | 10. The Company may invest in other limited liability companies and joint stock limited companies. The Company's liabilities to an investee company shall be limited to the amount of its capital contribution to the investee company. **Where the law provides that the Company shall not become jointly and severally liable for the debts of the enterprises in which it invests, such provisions shall prevail.** |

| | The current Articles of Association | Amended Articles of Association |
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| 6. | 11. The Company shall not become an unlimited liability shareholder of any profitable organization. The liability of a shareholder to the Company is limited to the shares held by him. The Company shall be liable for its debts up to the extent of all of its assets. | 11. **The shareholders of the Company shall be liable to the Company to the extent of the shares they hold, and the Company shall be liable for its debts up to the extent of all of its assets.** |
| 7. | 16. There must at all time be ordinary shares in the Company. The shares issued by the Company may include Domestic-Invested Shares and Foreign-Invested Shares. The Company may, according to its needs and subject to obtaining approval by the company approval authorities authorized by the State Council, create other classes of shares. | (Deleted) |
| 8. | 18. The Company shall issue its shares under the principles of fairness and justice, and each share of the same class shall carry same rights.<br><br>The issue conditions and price per share of the same class in the same issue shall be the same; and every share subscribed by any entity or individual shall pay the same price. | 17. The Company shall issue its shares under the principles of fairness and justice, **and every share of the same class shall have equal rights.**<br><br>The issue conditions and price per share of the same class in the same issue shall be the same; **and every share subscribed by any individual shall pay the same price.** |
| 9. | 21. Hong Kong-Listed Foreign-Invested Shares issued by the Company shall be called "H Shares". H Shares are shares which have been approved by relevant governmental departments and have been admitted for listing on the HKSE, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.<br><br>Domestically-Listed Domestic Shares issued by the Company shall be called "A Shares". A Shares are shares which have been approved by the CSRC or other relevant securities regulatory authorities to be issued and have been admitted for listing on the domestic stock exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Renminbi. | 20. Hong Kong-Listed Foreign-Invested Shares issued by the Company shall be called "H Shares". **H Shares are shares which have been filled by relevant governmental departments and have been admitted for listing on the HKSE,** the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.<br><br>Domestically-Listed Domestic Shares issued by the Company shall be called "A Shares". **A Shares are shares which have been registered with the CSRC or other relevant securities regulatory authorities to be issued and have been admitted for listing on the domestic stock exchange,** the par value of which is denominated in RMB and which are subscribed for and traded in RMB. |

| | The current Articles of Association | Amended Articles of Association |
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| 10. | 23. In accordance with the approval of the CSRC, the Company has increased its capital by issuing 180,000,000 Overseas-Listed Foreign-invested H Shares, approximately representing 25.35% of the total ordinary shares issued by the Company.<br><br>After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 710,000,000 issued ordinary shares, of which 512,000,000 Domestic-Invested Shares are held by China General Technology (Group) Holding Ltd. (中國通用技術(集團)控股有限責任公司), Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Fu Dan University (復旦大學), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), as the promoters of the Company, approximately representing 72.11% of the total issued ordinary shares of the Company; and 198,000,000 H Shares are held by the holders of H Shares, representing 27.89% of the Company's total share capital.<br><br>In accordance with the approval of the CSRC dated December 11, 2012, the Company has increased its capital by issuing 142,000,000 H Shares, approximately representing 16.67% of the total ordinary shares issued by the Company. | 22. In accordance with the approval of the CSRC, the Company has increased its capital by issuing 180,000,000 Overseas-Listed Foreign-invested H Shares, **approximately representing 25.35% of the total ordinary shares of the Company after the issuance.**<br><br>After the increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 710,000,000 ordinary shares, of which 512,000,000 Domestic-Invested Shares are held by China General Technology (Group) Holding Ltd., Shanghai Pharmaceutical Holding Co., Ltd., Shanghai Zhangjiang High-Tech Park Development Co., Ltd., Shanghai Pudong Technology Investment Co., Ltd., Fudan University, Wang Haibo, Su Yong, Zhao Dajun, Li Jun and Fang Jing, as the promoters of the Company, approximately representing 72.11% of the total issued ordinary shares of the Company; and 198,000,000 H Shares **(including 18,000,000 domestic shares that were reduced from state-owned shares and converted to H Shares for sale in accordance with the then-applicable national laws and regulations)** are held by the holders of H Shares, representing 27.89% of the Company's total share capital.<br><br>In accordance with the approval of the CSRC dated December 11, 2012, the Company has increased its capital by issuing 142,000,000 H Shares, **approximately representing 16.67% of the total ordinary shares of the Company after the issuance.** |

| | The current Articles of Association | Amended Articles of Association |
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| | After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 852,000,000 issued ordinary shares, of which 381,022,184 Domestic-Invested Shares are held by the promoters-Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Shanghai Fudan Asset Operation Co., Ltd. (上海復旦資產經營有限公司), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), 130,977,816 Domestic-Invested Shares are held by other shareholders, approximately representing 60.09% of the total issued ordinary shares of the Company; and 340,000,000 H Shares are held by the holders of H Shares, approximately representing 39.91% of the Company's total share capital.<br><br>In accordance with the Domestic-Invested Shares capital increase agreement dated May 9, 2013, the Company has increased its capital by issuing 35,500,000 Domestic-Invested Shares, approximately representing 4% of the total ordinary shares issued by the Company.<br><br>After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 887,500,000 issued ordinary shares, of which 388,022,184 Domestic-Invested Shares are held by the promoters-Shanghai Pharmaceutical Holding Co., Ltd. (上海醫藥集團股份有限公司), Shanghai Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司), Shanghai Pudong Technology Investment Co., Ltd. (上海浦東科技投資有限公司), Shanghai Fudan Asset Operation Co., Ltd. (上海復旦資產經營有限公司), Wang Hai Bo (王海波), Su Yong (蘇勇), Zhao da Jun (趙大君), Li Jun (李軍) and Fang Jing (方靖), 159,477,816 Domestic-Invested Shares are held by other shareholders, approximately representing 61.69% of the total issued ordinary shares of the Company; and 340,000,000 H Shares are held by the holders of H Shares, approximately representing 38.31% of the Company's total share capital. | After the increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 852,000,000 ordinary shares, of which 381,022,184 Domestic-Invested Shares are held by the promoters- Shanghai Pharmaceutical Holding Co., Ltd., Shanghai Zhangjiang High-Tech Park Development Co., Ltd., Shanghai Pudong Technology Investment Co., Ltd., Shanghai Fudan Asset Operation Co., Ltd., Wang Haibo, Su Yong, Zhao Dajun, Li Jun and Fang Jing, 130,977,816 Domestic-Invested Shares are held by other shareholders, approximately representing 60.09% of the total issued ordinary shares of the Company; and 340,000,000 H Shares are held by the holders of H Shares, approximately representing 39.91% of the Company's total issued ordinary shares.<br><br>In accordance with the Domestic-Invested Shares capital increase agreement dated May 9, 2013, the Company has increased its capital by issuing 35,500,000 Domestic-Invested Shares, **approximately representing 4% of the total ordinary shares of the Company after the issuance.**<br><br>After the increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 887,500,000 ordinary shares, of which 388,022,184 Domestic-Invested Shares are held by the promoters- Shanghai Pharmaceutical Holding Co., Ltd., Shanghai Zhangjiang High-Tech Park Development Co., Ltd., Shanghai Pudong Technology Investment Co., Ltd., Shanghai Fudan Asset Operation Co., Ltd., Wang Haibo, Su Yong, Zhao Dajun, Li Jun and Fang Jing, 159,477,816 Domestic-Invested Shares are held by other shareholders, approximately representing 61.69% of the total issued ordinary shares of the Company; and 340,000,000 H Shares are held by the holders of H Shares, approximately representing 38.31% of the Company's total issued ordinary shares. |

| | The current Articles of Association | Amended Articles of Association |
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| | In accordance with the Domestic-Invested Shares capital increase agreement dated August 8, 2013, the Company has increased its capital by issuing 35,500,000 Domestic-Invested Shares, approximately representing 3.85% of the total ordinary shares issued by the Company.<br><br>As approved by the Shanghai Stock Exchange and registered with the CSRC, the Company issued 120,000,000 A Shares through initial public issue, representing 11.51% of the total issued ordinary shares of the Company.<br><br>After increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 1,043,000,000 shares of total share capital, of which 703,000,000 shares are A Shares, representing 67.40% of the total share capital of ordinary shares of the Company; and 340,000,000 shares are H Shares, representing 32.60% of the total share capital of ordinary shares of the Company. As approved by the 2020 Annual General Meeting, the 2021 first class meeting of the holders of H Shares and the class meeting of the 2021 first holders of A Shares of the Company, the Company repurchased and cancelled a total of 14,000,000 H Shares. After the cancellation of the repurchased H Shares, the share capital structure of the Company comprises of a total share capital of 1,029,000,000 shares, being 703,000,000 A Shares, representing 68.32% of the total share capital of ordinary shares of the Company; and 326,000,000 H Shares, representing 31.68% of the total share capital of ordinary shares of the Company. As approved by the 2020 Annual General Meeting, the 2021 first class meeting of the holders of H Shares and the class meeting of the 2021 first holders of A Shares of the Company, the Company issued 7,572,100 A Shares pursuant to the first attribution of the first grant under the 2021 Restricted Share Incentive Scheme. After the attribution, the share capital structure of the Company comprises of a total share capital of 1,036,572,100 shares, being 710,572,100 A Shares, representing 68.55% of the total share capital of ordinary shares of the Company; and 326,000,000 H Shares, representing 31.45% of the total share capital of ordinary shares of the Company. | In accordance with the Domestic-Invested Shares capital increase agreement dated August 8, 2013, the Company has increased its capital by issuing 35,500,000 Domestic-Invested Shares, **approximately representing 3.85% of the total ordinary shares of the Company after the issuance.**<br><br>**After the increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 923,000,000 ordinary shares, of which 289,107,088 Domestic-Invested Shares are held by the promoters- Shanghai Pharmaceutical Holding Co., Ltd., Shanghai Zhangjiang High-Tech Park Development Co., Ltd., Shanghai Pudong Technology Investment Co., Ltd., Shanghai Fudan Asset Operation Co., Ltd., Wang Haibo, Su Yong, Zhao Dajun, Li Jun and Fang Jing, 293,892,912 Domestic-Invested Shares are held by other shareholders, approximately representing 63.16% of the total issued ordinary shares of the Company; and 340,000,000 H Shares are held by the holders of H Shares, approximately representing 36.84% of the Company's total issued ordinary shares.**<br><br>As approved by the Shanghai Stock Exchange and registered with the CSRC, the Company issued 120,000,000 A Shares through initial public offering, representing 11.51% of the total issued ordinary shares of the Company after the issuance.<br><br>After the increase of capital by issuing shares as referred to in the preceding paragraph, the share capital structure of the Company is 1,043,000,000 shares of total share capital, of which 703,000,000 shares are A Shares, representing 67.40% of the total share capital of ordinary shares of the Company; and 340,000,000 shares are H Shares, representing 32.60% of the total share capital of ordinary shares of the Company. |

| | The current Articles of Association | Amended Articles of Association |
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| | | As approved by the 2020 Annual General Meeting, the 2021 first class meeting of the holders of A Shares and the 2021 first class meeting of holders of H Shares of the Company, the Company repurchased and cancelled a total of 14,000,000 H Shares. After the cancellation of the repurchased H Shares, the share capital structure of the Company comprises of a total share capital of 1,029,000,000 shares, being 703,000,000 A Shares, representing 68.32% of the total share capital of ordinary shares of the Company; and 326,000,000 H Shares, representing 31.68% of the total share capital of ordinary shares of the Company.<br><br>As approved by the 2020 Annual General Meeting, the 2021 first class meeting of the holders of A Shares and the 2021 first class meeting of holders of H Shares of the Company, 7,572,100 A Shares were vested pursuant to the first vesting period of the first grant under the 2021 Restricted Share Incentive Scheme. After the vesting, the share capital structure of the Company comprises of a total share capital of 1,036,572,100 shares, being 710,572,100 A Shares, representing 68.55% of the total share capital of ordinary shares of the Company; and 326,000,000 H Shares, representing 31.45% of the total share capital of ordinary shares of the Company. |
| 11. | 24. Upon approval by the CSRC or other relevant securities regulatory authorities of the plan to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares, the Company's board of directors may make implementing arrangements to issue separately.<br><br>The Company's plan to issue Overseas-Listed Foreign Shares and Domestic-Invested Shares separately pursuant to the preceding paragraph may be implemented within 15 months from the date of the approval by the CSRC. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 12. | 25. In respect of the total number of shares as stated in the Company's share issuing plan, where the Company shall separately issue H Shares and A Shares, these respective shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for at their offerings due to special circumstances, then subject to the approval of CSRC the shares may be issued in installments. | (Deleted) |
| 13. | 27. The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of these Articles, approve an increase of capital.<br><br>The Company may increase its capital in the following ways:<br>(1) public issue of shares;<br>(2) non-public issue of shares;<br>(3) allotting bonus shares to its existing shareholders;<br>(4) conversion of capital reserves info share capital; or<br>(5) any other ways permitted by laws and administrative regulations and approved by the CSRC.<br><br>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations of the State. | 24. The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of these Articles, approve an increase of capital.<br><br>The Company may increase its capital in the following ways:<br>**(1) issuing shares to the public;**<br>**(2) issuing shares to specific parties;**<br>(3) allotting bonus shares to its existing shareholders;<br>(4) conversion of capital reserves into share capital; or<br>**(5) other methods as stipulated by applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.**<br><br>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations of the State. |

| | The current Articles of Association | Amended Articles of Association |
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| 14. | 28. Unless otherwise provided by the laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien. The Company refuses its own stocks as the subject matter of pledge right.<br><br>Shares of the Company held by the promoters of the Company shall not be transferred within one year from the Company's establishment. The A Shares which have already been issued prior to the Company's initial public offering shall not be transferred within one year after the Company's stocks are listed at the domestic stock exchange.<br><br>The directors, supervisors and senior executives of the Company shall report to the Company the shares held by them in the Company and any alterations to the shares so held, and the shares transferred each year by them during their terms of office shall not exceed 25% of their total shares of the same type in the Company; the shares of the Company held by them shall not be transferred within one year after the Company's stocks are listed. The aforesaid persons shall not transfer the shares of the Company held by them for the period of six months after they leave the Company.<br><br>Where the Company's directors, supervisors, senior officers and shareholders who hold more than 5% of the A Shares of the Company sell A Shares of the Company or other equity securities held by them within six months after having bought such stocks, or buy such stocks within six after having sold them, all earnings thus obtained shall belong to the Company and be revoked by the board of directors of the Company. However, where the securities company holds more than 5% of the Company's shares due to stand-by underwriting and in other cases as stipulated by the CSRC are in exception. | 25. **The Company's shares shall be transferred in accordance with the law. The Company shall refuse its own shares as the subject matter of a pledge.**<br><br>**The A Shares which have already been issued prior to the Company's initial public offering shall not be transferred within one year after the Company's stocks are listed at the domestic stock exchange.**<br><br>**The directors, and senior executives of the Company shall report to the Company the shares held by them in the Company and any alterations to the shares so held,** and the shares transferred each year by them during their terms of office shall not exceed 25% of their total shares of the same type in the Company; the shares of the Company held by them shall not be transferred within one year after the Company's stocks are listed. The aforesaid persons shall not transfer the shares of the Company held by them for the period of six months after they leave the Company.<br><br>**Where a director, senior officer, or a shareholder of the Company who holds more than 5% of the shares of the Company sells the A Shares of the Company held by them within six months after having bought such stocks, or buy such stocks within six months after having sold them,** all earnings thus obtained shall belong to the Company and be retrieved by the board of directors of the Company. However, where the securities company holds more than 5% of the Company's shares due to stand-by underwriting and in other cases as stipulated by the CSRC are in exception. **If applicable laws and regulations, the securities regulatory authorities and the stock exchanges at the place where the Company's shares are listed have other provisions, those provisions shall prevail.** |

| | The current Articles of Association | Amended Articles of Association |
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| | For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others.<br><br>Where the board of directors refuses to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors fails to observe the provisions of the preceding paragraph within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people's court for the benefits of the company and the responsible directors shall bear joint and several liabilities according to law. | For the purpose of the preceding paragraph, **the A Shares or other securities with the nature of equity held by directors, senior officers, and natural person shareholders holding more than 5% of the Company's shares shall include the A Shares or other securities with the nature of equity held by their spouses, parents, and children, and those held under accounts opened by others.**<br><br>**Where the board of directors fails to comply with the provisions of paragraph 4 of this Article,** the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors fails to observe the provisions of the preceding paragraph within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people's court for the benefits of the company and the responsible directors shall bear joint and several liabilities according to law. |
| 15. | 30. The issue and transfer of all H Shares shall be entered in part of the register of shareholders maintained in Hong Kong pursuant to these Articles. | (Deleted) |
| 16. | / | 27. **The A Shares issued by the Company are centrally deposited with the China Securities Depository and Clearing Corporation Limited, Shanghai Branch; the H Shares issued by the Company are mainly deposited with the Hong Kong Securities Clearing Company Limited.** |
| 17. | 32. The Company may reduce its registered capital in accordance with the provisions of these Articles. | 29. The Company may reduce its registered capital in accordance with the provisions of these Articles. **When the Company reduces its registered capital, it shall do so in accordance with the procedures stipulated in the Company Law, other relevant regulations, and these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
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| 18. | 33. When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.<br><br>The Company shall notify its creditors within 10 days of the date of the resolution for reduction of its registered capital, and shall make a public announcement in a newspaper within 30 days following the date of such resolution. A creditors has the right, within 30 days of receiving the notice or, in the case of such notice not being received, within 45 days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.<br><br>The Company's registered capital after reduction shall not be less than the statutory minimum amount.<br><br>The Company's reduction of registered capital shall be registered with registry office in accordance with laws. | 30. When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.<br><br>**The Company shall notify its creditors within 10 days from the date the shareholders' meeting passes a resolution for reduction of the registered capital, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution.** A creditor has the right, within 30 days of receiving the notice or, in the case of such notice not being received, within 45 days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.<br><br>The Company's reduction of registered capital shall be registered with the company registration authority in accordance with laws. |
| 19. | 34. The Company may, with the approval in accordance with the provisions of laws, administrative regulations and departmental rules and regulations, and in accordance with the procedures provided in these Articles, repurchase its issued shares in the following circumstances:<br><br>(1) reducing its registered share capital;<br>(2) merging with another company which holds shares in the Company;<br>(3) utilising shares for the employee stock ownership scheme or equity incentives;<br>(4) where shareholders raise objections to resolutions adopted by the shareholders' general meeting on the merger or division of the Company, and thus require it to acquire its own shares;<br>(5) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company;<br>(6) where it is necessary for safeguarding the value of the Company and the interests of its shareholders. | 31. **The Company shall not repurchase its own shares. However, the following circumstances are exceptions:**<br><br>(1) reducing its registered share capital;<br>(2) merging with another company which holds shares in the Company;<br>(3) utilising shares for the employee stock ownership scheme or equity incentives;<br>(4) where shareholders raise objections to resolutions adopted by the shareholders' meeting on the merger or division of the Company, and thus require it to acquire its own shares;<br>(5) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company;<br>(6) where it is necessary for safeguarding the value of the Company and the interests of its shareholders. |

| | The current Articles of Association | Amended Articles of Association |
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| 20. | 35. The Company may repurchase its shares in one of the following ways:<br><br>(1) making a pro rata general offer of repurchase to all its shareholders;<br>(2) repurchasing shares through public dealing on a stock exchange;<br>(3) repurchasing by an off-market agreement outside a stock exchange.<br>(4) other means permitted by laws and administrative regulations and approved by relevant administrative authorities.<br><br>If the Company acquires its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law of People's Republic of China. If the Company acquires its own shares under the circumstances as described in items (3), (5) and (6) of Article 34, it shall be carried out in a public and centralized manner. | 32. **When the Company acquires its own shares, it shall do so through methods and procedures permitted by applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and shall fulfil its information disclosure obligations in accordance with the Securities Law and other relevant regulations. If the Company acquires its own shares under the circumstances stipulated in Article 31, items (3), (5), and (6) of these Articles, it shall do so in a public and centralised manner.** |
| 21. | 36. Where the Company repurchases its own shares by an off-market agreement outside a stock exchange, it must obtain the prior approval of the shareholders' general meeting in accordance with these Articles. The Company may rescind or vary a contract so entered into by the Company or waive its rights thereunder with the prior approval of the shareholders' general meeting granted in the same manner.<br><br>A contract to repurchase shares referred to in the preceding paragraph includes (without limitation) an agreement to assume an obligation to repurchase and acquire the right to repurchase shares in the Company.<br><br>The Company shall not assign a contract to repurchase its shares or any of its rights thereunder. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 22. | 37. Shares repurchased in accordance with law by the Company shall be cancelled within the time limit prescribed by the laws and/or administrative regulations, and the Company shall apply to the original company registration authority for registration of the change of its registered capital.<br><br>If the Company acquires its own shares under the circumstances as stated in items (1) and (2) of Article 34, it shall obtain approval of the general meeting by way of resolution. If the Company acquires its own shares under the circumstances as stated in items (3), (5) and (6) of Article 34, it shall obtain approval by way of resolution at the Board meeting attended by a two-third majority of the directors in accordance with the requirements of the Articles or the authorization of the general meeting.<br><br>Where the circumstance described under item (1) above appears after the Company has acquired its own shares as per Article 34, the acquired shares shall be canceled within 10 days after the said acquisition; if the circumstances described under items (2) and (4) above appear, the acquired shares shall be transferred or canceled within 6 months after the said acquisition; if the circumstances described under items (3), (5) and (6) above appear, the number of shares held by the Company in total shall not exceed 10 per cent of the total issued shares of the Company and shall be transferred or canceled within three years.<br><br>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.<br><br>If there are other provisions in the laws and regulations, normative rules and relevant regulations as prescribed by the securities regulatory authorities located at the places where the Company's shares are listed on the aforesaid relevant matters in respect of share repurchase, such provisions shall prevail. | 33. **If the Company acquires its own shares under the circumstances stipulated in Article 31, items (1) and (2) of these Articles, it shall obtain approval of the shareholders' meeting by way of resolution. If the Company acquires its own shares under the circumstances stipulated in Article 31, items (3), (5), and (6) of these Articles, it shall obtain approval by way of resolution at the Board meeting attended by a two-third majority of the directors.**<br><br>Where the circumstance described under item (1) above appears **after the Company has acquired its own shares as per Article 31 of these Articles,** the acquired shares shall be cancelled within 10 days after the said acquisition; if the circumstances described under items (2) and (4) above appear, the acquired shares shall be transferred or cancelled within 6 months after the said acquisition; if the circumstances described under items (3), (5) and (6) above appear, **the number of shares held by the Company in total shall not exceed 10 percent of the total issued shares of the Company** and shall be transferred or cancelled within three years. |

| | The current Articles of Association | Amended Articles of Association |
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| 23. | 38. Unless the Company is in the course of liquidation, it shall comply with the following provisions in relation to repurchase of its issued shares:<br><br>(1) where the Company repurchases its shares at par value, payment shall be made out of the book surplus distributable profits of the Company and/or out of the proceeds from any issue of new shares made for the purpose of the repurchase;<br>(2) where the Company repurchases its shares at a premium to the par value, payment up to their par value may be made out of the book surplus distributable profits of the Company and/or the proceeds from any issue of new shares made for the purpose of the repurchase. Payment of the portion in excess of the par value shall be effected as follows:<br>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus distributable profits of the Company;<br>(ii) if the shares being repurchased were issued at a premium to the par value, payment shall be made out of the book surplus distributable profits of the Company and/or the proceeds from any issue of new shares made for the purpose of the repurchase, provided that the amount paid out of such proceeds shall neither exceed the aggregate of the premiums received by the Company on the issue of the shares repurchased nor the current amount of the capital reserve fund account of the Company (including the premiums on the new issues) at the time of the repurchase; | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| | (3) payment by the Company for the following purposes shall be made out of the Company's distributable profits:<br>(i) acquisition of rights to repurchase shares in the Company;<br>(ii) variation of any contract to repurchase shares in the Company;<br>(iii) release of any of the Company's obligations under a contract to repurchase shares in the Company;<br>(4) After the Company's registered capita has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant regulations, the amount deducted from the distributable profits for paying up the par value portion of the repurchased shares shall be transferred to the Company's capital reserve fund account. | |
| 24. | 39. The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is purchasing or is proposing to purchase shares in the Company. The said purchaser of the shares of the Company includes a person who directly or indirectly assumes any obligations due to the purchase of shares in the Company.<br><br>The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to the obligor as referred to in the preceding paragraph for the purpose of reducing or discharging the obligations assumed by that person.<br><br>This provision shall not apply to the circumstances specified in Article 41 of this Chapter. | 34. **The Company or its subsidiaries (including its affiliated enterprises) shall not provide grants, advances, guarantees, loans, or any other form of financial assistance to others for the purpose of share acquisition of the Company or its parent company, except where the Company implements an employee stock ownership plan.**<br><br>**For the benefit of the Company, upon a resolution of the board of directors, the Company may provide financial assistance to others for the purpose of share acquisition of the Company or its parent company, provided that the cumulative total amount of such financial assistance does not exceed 10% of the Company's total issued share capital. A resolution of the board of directors shall be passed by more than two-thirds of all directors.** |

| | The current Articles of Association | Amended Articles of Association |
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| 25. | 40. For the purposes of this Chapter, "financial assistance" includes (without limitation) the following meanings:<br><br>(1) gift, advances;<br>(2) guarantee (including the assumption of obligations by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default), or release or waiver of any rights;<br>(3) provision of loan or making of any contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change of the parties to, or the assignment of rights under, such loan or contract, etc; and<br>(4) financial assistance provided in any other ways under the circumstances where the Company is unable to pay its debts or has no net assets, or if the Company's net assets will thereby be reduced to a material extent.<br><br>For the purposes of this Chapter, any reference to assumption of obligations includes (without limitation) the assumption of obligations by the obligor by the changing of its financial position by way of making of contract or arrangement (without regard to whether such contract or arrangement is enforceable or not, and without regard to whether the obligations under such contract or arrangement are to be assumed by that obligor alone or with any other persons), or by any other means. | 35. For the purposes of this Chapter, "financial assistance" includes (without limitation) the following meanings:<br><br>(1) gift, advances;<br>(2) guarantee (including the assumption of obligations by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own fault), or release or waiver of any rights; and<br>**(3) provision of a loan or the conclusion of a contract under which the Company performs its obligations before the other party.** |

| | The current Articles of Association | Amended Articles of Association |
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| 26. | 41. The following activities shall not be deemed prohibited by Article 39 of this Chapter:<br><br>(1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company, and the principal purpose in providing the financial assistance is not for the purchase of shares in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;<br>(2) the lawfully distribution of the Company's assets by way of dividend;<br>(3) the allotment of bonus shares as dividends;<br>(4) a reduction of the Company's registered capital, a repurchase of shares of the Company or a reorganization of the share capital structure of the Company, etc., in accordance with these Articles;<br>(5) the lending of money by the Company where the lending is part of its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of the distributable profits); and<br>(6) the provision of money by the Company for contributions to employees' share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of the distributable profits). | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 27. | 42. Share certificates of the Company shall be in registered form.<br><br>The following items shall be stated on the share certificates of the Company:<br><br>(1) the Company's name;<br>(2) the date of registration of the Company;<br>(3) the class of the share certificate, the par value and the number of shares represented by the share certificate;<br>(4) the serial number of the share certificate;<br>(5) any other matters required by the Company Law and the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies;<br>(6) other items required to be stated by the stock exchanges on which the Company's shares are listed. | 36. **The Company's H Shares shall be in registered form. The H Share certificates shall state the items required by the stock exchanges on which the Company's shares are listed.** |

| | The current Articles of Association | Amended Articles of Association |
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| 28. | 43. Share certificates of the Company shall be signed by the Chairman. Where the stock exchanges on which the Company's shares are listed require the share certificates to be signed by other senior officers of the Company, the share certificates shall also be signed by such senior officers. The share certificates shall take effect after being affixed with the Company's seal (including the securities seals) The share certificates shall only be affixed with the Company's seal or the Company's securities seal under the authorization of the board of directors. The signatures of the Chairman or other senior officers of the Company on the share certificates may be printed in mechanical form. Stipulations of the securities regulatory authorities or stock exchange(s) in the jurisdiction where the shares of the Company are listed shall be separately applied in case the shares of the Company are issued and transacted in a paperless manner. | 37. **The Company's H Share certificates shall be signed by the Chairman of the board of directors. Where the stock exchanges on which the Company's H shares are listed require the share certificates to be signed by other senior officers of the Company,** the share certificates shall also be signed by such senior officers. **H Share certificates shall take effect after being affixed with the company seal (or the securities seal). The H share certificates shall only be affixed with the Company's seal or the Company's securities seal under the authorisation of the board of directors. The signatures of the Chairman or other senior officers of the Company on the H share certificates may be printed in mechanical form.**<br><br>Stipulations of the securities regulatory authorities or stock exchange(s) in the jurisdiction where the shares of the Company are listed shall be separately applied in case the shares of the Company are issued and transacted in a paperless manner. |
| 29. | 44. The Company shall keep a register of its shareholders and enter in the register the following particulars:<br><br>(1) the name (title), address (residence) and occupation or nature of each shareholder;<br>(2) the class and number of shares held by each shareholder;<br>(3) the amount paid up or payable on the shares held by each shareholder;<br>(4) the share certificate numbers of the shares held by each shareholder;<br>(5) the date on which each person was entered in the register as a shareholder;<br>(6) the date on which any shareholder ceases to be a shareholder.<br><br>Unless contrary evidence is shown, the register of shareholders shall be sufficient evidence of shareholders' shareholding in the Company. | 38. **The Company shall establish a register of shareholders based on the vouchers provided by the securities registration and clearing institution. The register of shareholders shall be sufficient evidence of the shareholders' holdings of the Company's shares.** |

| | The current Articles of Association | Amended Articles of Association |
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| 30. | 45. The Company may, in accordance with the understanding or agreements between the CSRC and the overseas securities regulatory organizations, maintain the register of shareholders of H Shares overseas and appoint overseas agent(s) to manage such share register. The original share register for holders of H Shares shall be maintained in Hong Kong.<br><br>Duplicates of the share register for holders of H Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the share register for holders of H Shares.<br><br>If there is any inconsistency between the original and the duplicate of share register for holders of H Shares, the original shall prevail. | (Deleted) |
| 31. | 46. The Company shall have a complete register of shareholders which shall comprise the following:<br>(1) a part of the shareholders' register maintained at the Company's residence other than those parts mentioned in items (2) and (3) of this paragraph;<br>(2) a part of the shareholders' register in respect of the holders of Overseas-Listed Foreign-Investment Shares of the Company maintained in the place of the overseas stock exchange on which the shares are listed;<br>(3) any other parts of the shareholders'register maintained at such other places as the board of directors may deem necessary for the purpose of listing the shares of the Company. | (Deleted) |
| 32. | 47. Different parts of the register of shareholders shall not overlap. No transfer of shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.<br><br>The alteration or rectification of any part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register is maintained. | 39. The alteration or rectification of any part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register is maintained. |

| | The current Articles of Association | Amended Articles of Association |
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| 33. | 48. All fully paid-up H Shares can be freely transferred in accordance with these Articles; provided, however, that the board of directors may refuse to recognize any instrument of transfer without giving any reason, unless the following conditions are satisfied:<br><br>(1) a fee (for each instrument of transfer) of two (2) Hong Kong dollars or any higher fee as agreed by the HKSE has been paid to the Company for the registration of any transfer instrument or any other documents which is related to or will affect the ownership of or the change of the ownership of the shares;<br>(2) the instrument of transfer only involves H Shares;<br>(3) the stamp duty chargeable on the instrument of transfer has been paid;<br>(4) the relevant share certificates and upon the reasonable request of the board of directors any evidence in relation to the right of the transferor to transfer the shares have been submitted;<br>(5) if it is intended to transfer the shares to joint owners, the maximum number of joint owners shall not exceed four;<br>(6) the Company does not have any lien on the relevant shares.<br><br>If the Company refuses to register a transfer of shares, the Company shall, within 2 months following the date of the formal application for the transfer, provide the transferor and the transferee with a written notice of refusal to register such transfer.<br><br>The adoption of standard forms of transfer stipulated by HKSE does not contravene these Articles. | 40. All fully paid-up H Shares can be freely transferred in accordance with these Articles; provided, however, that the board of directors may refuse to recognize any instrument of transfer without giving any reason, unless the following conditions are satisfied:<br><br>**(1) a fee agreed upon by the HKSE has been paid to the Company** for the registration of any transfer instrument or any other documents which is related to or will affect the ownership of the shares;<br>(2) the instrument of transfer only involves H Shares;<br>(3) the stamp duty chargeable on the instrument of transfer has been paid;<br>(4) the relevant H share certificates and upon the reasonable request of the board of directors any evidence in relation to the right of the transferor to transfer the shares have been submitted;<br>(5) if it is intended to transfer the shares to joint owners, the maximum number of joint owners shall not exceed four;<br>(6) the Company does not have any lien on the relevant shares.<br><br>If the Company refuses to register a transfer of shares, the Company shall, within 2 months following the date of the formal application for the transfer, provide the transferor and the transferee with a written notice of refusal to register such transfer.<br><br>The adoption of standard forms of transfer stipulated by HKSE does not contravene these Articles. |

| | The current Articles of Association | Amended Articles of Association |
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| 34. | 49. No changes which are required by reason of a transfer of shares may be made to the register of shareholders within 30 days prior to the date of a shareholders' general meeting or 5 days prior to the record date for the Company's distribution of dividends. Other regulations of the securities regulatory authorities at the place where the shares are listed shall prevail. | 41. **No changes shall be made to the register of shareholders within 20 days prior to the date of a shareholders' meeting or within 5 days prior to the record date for the Company's distribution of dividends. Where applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed have other provisions regarding changes to the register of shareholders of a listed company, such provisions shall prevail.** |
| 35. | 50. When the Company decides to convene a shareholders' general meeting, distribute dividends, liquidate or carry out other activities which require the determination of shareholdings, the board of directors shall fix a record date for the purpose of determining the shareholding, A person who is registered in the register as shareholders of the Company at the end of the record date shall be a shareholder of the Company. | 42. When the Company convenes a shareholders' meeting, distributes dividends, **undergoes liquidation, or engages in other activities that require confirmation of shareholder identity, the board of directors or the convener of the shareholders' meeting shall determine a share registration record date. The shareholders registered in the register of shareholders after the close of trading on the share registration record date shall be the shareholders entitled to the relevant rights and interests.** |
| 36. | 51. Any person who has any objection to the register of shareholders and seeks to have his name (title) entered into or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 37. | 52. Any person who is registered shareholder or who requests to have his name (title) entered into the register of shareholders may, if his share certificate (the "original certificate") in respect of shares in the Company is lost, apply to the Company for a replacement new share certificate in respect of such shares (the "Relevant Shares").<br><br>If a shareholder of A Shares loses his share certificate and applies for a replacement new share certificate, it shall be dealt with in accordance with relevant requirements of the Company Law.<br><br>If a shareholder of H Shares loses his share certificate and applies for a replacement new share certificate, it may be dealt with in accordance with the laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of H Shares is maintained.<br><br>If a shareholder of H Shares loses his share certificate and applies for a replacement new share certificate, the issue of such certificate shall comply with the following requirements:<br><br>(1) The applicant shall submit an application to the Company in the form prescribed by the Company accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss of the original certificate and declaring that no other person is entitled to be registered as a shareholder in respect of the Relevant Shares.<br>(2) Before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that he shall be registered as a shareholder in respect of the Relevant Shares has been received. | 43. If a shareholder of H Shares loses his/her share certificate and applies for issuance of new share certificate, it may be dealt with in accordance with the laws, the rules of the stock exchange and other relevant regulations of the place where the original register of shareholders of H Shares is maintained. |

| | The current Articles of Association | Amended Articles of Association |
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| | (3) The Company shall, if it decides to issue a replacement new share certificate to the applicant, make an announcement of its decision at least once every 30 days for a period of 90 days in such newspapers as may be designated by the board of directors.<br>(4) The Company shall have, prior to publication of its decision to issue a replacement new share certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited in the premises of the stock exchange. The announcement shall be exhibited in the premises of the stock exchange for a period of 90 days.<br>In the case of an application to issue a replacement new certificate being made by a person claimed to be a holder of shares without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the announcement to be published.<br>(5) If, by the expiration of the 90-day period referred to in items (3) and (4) of this paragraph, the Company shall not have received from any person notice of any disagreement to such application, the Company may issue a replacement new share certificate to the applicant accordingly.<br>(6) Where the Company issues a replacement new share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and replacement issue in the register of shareholders accordingly.<br>(7) All expenses relating to the cancellation of an original share certificate and the issue of a replacement new share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant for such expenses. | |

| | The current Articles of Association | Amended Articles of Association |
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| 38. | 53. Where the Company issues a replacement new share certificate in accordance with these Articles, the name (title) of a bona fide purchaser gaining possession of such new share certificate or the person who is subsequently entered in the register of shareholders as holder of such shares (if he is a bona fide purchaser) shall not be removed from the register of shareholders. | (Deleted) |
| 39. | 54. The Company shall not be liable for any damage sustained by any person as a result of the cancellation of the original share certificate or the issue of a replacement new share certificate, unless the claimant proves that the Company has acted fraudulently. | 44. **The Company shall not be liable for any damage sustained by any person as a result of the cancellation of the original H share certificate or the issue of a new H share certificate,** unless the claimant proves that the Company has acted fraudulently. |
| 40. | 55. A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.<br><br>A shareholder shall enjoy the rights and bear the obligations according to the class and the proportion of the shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and bear the same obligations.<br><br>In the case of joint shareholders, if one of the joint shareholders dies, the living joint shareholder(s) shall be deemed as the owner(s) of such shares. While the board of directors shall have right to ask for appropriate evidence of death on its discretion for the purpose of amending the registers of shareholders. Only the joint shareholders on the head of the lists shall have the right to take over the shares, to receive the notices from the Company, to present at the shareholders' general meeting and to exercise the voting rights. Any notice delivered to the said shareholders shall be deemed delivered to all the joint shareholders of relevant shares. | 45. A shareholder shall enjoy the rights and bear the obligations according to the class and the proportion of the shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and bear the same obligations. |

| | The current Articles of Association | Amended Articles of Association |
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| 41. | 56. The ordinary shareholders of the Company shall enjoy the following rights:<br><br>(1) The right to dividends and other distributions in proportion to the number of shares held by him;<br>(2) The right to propose, convene, preside over, attend or appoint a proxy to attend shareholders' general meetings and to vote thereat and to speak at shareholder's general meetings;<br>(3) The right to supervise the Company's business operations, and the right to present proposals and inquiries;<br>(4) The right to transfer, bestow or pledge shares in accordance with the laws, administrative regulations and these Articles;<br>(5) the right to obtain relevant information in accordance with the provisions of these Articles, including:<br>(i) the right to obtain a copy of these Articles, subject to payment of the cost thereof;<br>(ii) the right to inspect and copy, subject to payment of a reasonable charge:<br>(a) all parts of the register of shareholders;<br>(b) the personal particulars of each of the directors, supervisors, general manager, deputy general manager and other senior officers of the Company, including present name and alias and any former name or alias, principal address (residence), nationality, primary and all other part-time occupations and duties and identification documents and their relevant numbers;<br>(c) state of the Company's share capital; | 46. **Shareholders of the Company shall enjoy the following rights:**<br><br>(1) the right to dividends and other distributions in proportion to the number of shares held by him;<br>**(2) the right to request,** convene, preside over, attend, or appoint a proxy to attend shareholders' meetings in accordance with the law, to speak at shareholders' meetings, **and to exercise voting rights;**<br>(3) the right to supervise the Company's business operations, and the right to present proposals and inquiries;<br>(4) the right to transfer, bestow or pledge shares in accordance with the laws, administrative regulations and these Articles;<br>**(5) the right to inspect and copy these Articles, the register of shareholders, minutes of shareholders' meetings, resolutions of board of director meetings, and financial and accounting reports; shareholders who meet the prescribed conditions may inspect the Company's accounting books and accounting vouchers;** |

| | The current Articles of Association | Amended Articles of Association |
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| | (d) reports showing the aggregate par value, quantity and the highest and lowest price paid in respect of each class of the shares repurchased by the Company since the end of last accounting year and the total amount paid by the Company for this purpose;<br>(e) minutes of shareholders' general meetings and accountant's report;<br>(f) counterfoils of corporate bonds;<br>(g) resolutions of the meetings of board of directors and the board of supervisors;<br>(h) the latest audited financial statements of the Company, and reports of the Board, auditor and Supervisory Committee;<br>(i) special resolutions;<br>(j) duplicate of the latest Annual Inspection Form that has been filed with Chinese AIC or other competent authority.<br>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company according to the number of shares held by him;<br>(7) the right to demand the Company acquire the shares of the shareholders who raise objections to the merger and division resolutions adopted by the shareholders' general meeting; and<br>(8) other rights conferred by laws, administrative regulations and these Articles.<br><br>Where requesting access to the information mentioned in item (5) of the preceding Article, or asking for the relevant documents, the shareholders shall provide the Company with written documents evidencing the category of Company's shares they hold and the number of shareholdings, the Company, after having identified the shareholders, may provide them with the said information and relevant documents according to the requests of the shareholders. | (6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company according to the number of shares held by him;<br>(7) the right to demand the Company acquire the shares of the shareholders who raise objections to the merger and division resolutions adopted by the shareholders' meeting; and<br>(8) other rights granted by laws, administrative regulations, **departmental rules,** and these Articles.<br><br>**When a shareholder of the Company requests to inspect and copy the Company materials specified in the preceding paragraph, they may entrust intermediary agencies such as accounting firms and law firms to do so; when a shareholder of the Company and the intermediary agencies they entrust inspect and copy Company materials, they shall comply with the legal requirements for the protection of state secrets, trade secrets, personal privacy, personal information, etc., and shall abide by the provisions of the Company Law, the Securities Law, and other laws and administrative regulations.** |

| | The current Articles of Association | Amended Articles of Association |
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| 42. | 57. Where the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors violate laws and administrative rules and regulations, the shareholders shall be entitled to request judgment by the people's court that such resolutions are null and void.<br><br>Where the convening procedures and voting methods of the shareholders' general meeting and board of directors violate laws, administrative rules or these Articles, or the contents of the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors contravene these Articles, the shareholders shall be entitled to, within 60 days from such resolutions, request a revocation by the people's court. | 47. Where the resolutions adopted by the shareholders' meeting and the meeting of the board of directors violate laws and administrative rules and regulations, the shareholders shall be entitled to request judgment by the people's court that such resolutions are null and void.<br><br>Where the convening procedures and voting methods of the shareholders' meeting and board of directors violate laws, administrative rules or these Articles, or the contents of the resolutions adopted by the shareholders' general meeting and the meeting of the board of directors contravene these Articles, the shareholders shall be entitled to, within 60 days from such resolutions, request a revocation by the people's court. **However, this does not apply if the convening procedures or voting methods of the shareholders' meeting or the board of directors meeting have only minor flaws that do not have a substantial impact on the resolution.**<br><br>**Where the board of directors, shareholders, or other relevant parties have a dispute over the validity of a resolution of the shareholders' meeting, they shall promptly file a lawsuit with a people's court. Before a people's court issues a judgment or ruling to revoke a resolution, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, its directors, and senior officers shall earnestly perform their duties to ensure the normal operation of the Company.** |

| | The current Articles of Association | Amended Articles of Association |
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| | | **Where a people's court issues a judgment or ruling on relevant matters, the Company shall fulfil its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the CSRC, and the stock exchanges, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. If it involves rectifying previous matters, they shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.**<br><br>**A resolution of the Company's shareholders or board of directors meeting shall not be valid under any of the following circumstances:**<br>**(1) a resolution is made without convening a shareholders' meeting or a board of directors meeting;**<br>**(2) the shareholders' meeting or the board of directors meeting does not vote on the matter of the resolution;**<br>**(3) the number of attendees or the number of voting rights they represent does not reach the number of persons or the number of voting rights required by the Company Law or these Articles;**<br>**(4) the number of persons who agree to the matter of the resolution or the number of voting rights they represent does not reach the number of persons or the number of voting rights required by the Company Law or these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
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| 43. | 58. Where the directors and the senior officers violate laws, administrative rules or the provisions hereof in fulfilling their duties and thereby cause losses to the Company, the shareholders who for more than 180 consecutive days hold singly or jointly over 1% of the Company's shares shall be entitled to request in writing the board of supervisors to file a suit with the people's court; where the board of supervisors violates laws, administrative rules or the provisions hereof in fulfilling its duties and thereby causes losses to the Company, the shareholders who for more than 180 consecutive days hold singly or jointly over 1% of the Company's shares may request in writing the board of directors to file a suit with the people's court.<br><br>Where the board of directors and the board of supervisors refuse to file lawsuits after having received a written request from the shareholders as described in the preceding paragraph, or fail to file a suit with the people's court within 30 days after their receipt of such requests, or under any emergency failure to immediately file lawsuits possibly causing irreparable losses to the Company, the shareholders as prescribed in the preceding paragraph shall be entitled to file suits directly with the people's court in their own names. | 48. Where the directors **(other than members of the Audit Committee)** or senior officers, in the performance of their duties for the Company, violate laws, administrative regulations, or the provisions of these Articles, and thereby cause losses to the Company, **a shareholder or shareholders who have severally or jointly held 1% or more of the Company's shares for 180 consecutive days or more shall have the right to request in writing that the Audit Committee file a lawsuit with a people's court; where members of the Audit Committee, in the performance of their duties for the Company, violate laws,** administrative regulations, or the provisions of these Articles, and thereby cause losses to the Company, **a shareholder or shareholders who have severally or jointly held 1% or more of the Company's shares for 180 consecutive days or more may request in writing that the board of directors file a lawsuit with a people's court.**<br><br>**Where the Audit Committee** and the board of directors refuse to file lawsuits after having received a written request from the shareholders as described in the preceding paragraph, or fail to file a suit with the people's court within 30 days after their receipt of such requests, or under any emergency failure to immediately file lawsuits may otherwise cause irreparable losses to the Company, the shareholders as prescribed in the preceding paragraph shall be entitled to file suits directly with the people's court in their own names in the interest of the company. |

| | The current Articles of Association | Amended Articles of Association |
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| | Where the infringement by others of the lawful rights and interests of the Company has caused losses to the company, the shareholders as prescribed in the first paragraph of this provision may in line with the requirements described under the preceding two paragraphs file a suit with the people's court. | **Where a third party, other than a director or senior officers, infringes upon the legitimate rights and interests of the Company, and thereby** causes losses to the Company, **the shareholder(s) stipulated in the first paragraph of this Article may file a lawsuit with a people's court in accordance with the procedures stipulated in the preceding two paragraphs.**<br><br>**Where a director, supervisor, or senior officers of a wholly-owned subsidiary of the Company, in the performance of their duties, violates laws, administrative regulations, or the provisions of these Articles, and thereby causes losses to the Company, or where a third party infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company, and thereby causes losses, a shareholder or shareholders who have severally or jointly held 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the provisions of the Company Law, request in writing that the board of supervisors (if any) or the board of directors of the wholly-owned subsidiary file a lawsuit with a people's court, or may directly file a lawsuit with a people's court in their own name.** |

| | The current Articles of Association | Amended Articles of Association |
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| 44. | 60. The ordinary shareholders of the Company shall have the following obligations:<br><br>(1) to abide by laws, administrative regulations and these Articles;<br>(2) to pay subscription monies in accordance with the number of shares subscribed and the method of subscription;<br>(3) being forbidden to withdraw their shares unless otherwise specified by laws, rules and regulations;<br>(4) being forbidden to abuse shareholder's rights to harm the interests of the Company or other shareholders; being forbidden to abuse the independent legal person status of the Company and the limited liabilities of shareholders to harm the interests of the creditors of the Company;<br>Where abuse by the Company's shareholders of their rights has caused losses to the Company or other shareholders, such shareholders shall bear the compensation of liabilities in accordance with the law.<br>Where the abuse by the Company's shareholders of the Company's independent legal person status and the shareholders' limited liabilities, for evasion of their debts, has seriously damaged the interests of the creditors, such shareholders shall bear several and joint liabilities for the debts of the Company.<br>(5) other obligations imposed by laws, administrative regulations and these Articles.<br><br>A shareholder is not be liable to make any further contribution to the share capital other than the terms agreed by the subscriber of the relevant shares at the time of subscription.<br><br>Any rights attached to the shares held by any one owning any direct or indirect interests cannot be impaired in the way of freezing or by any other means due to its failure to disclose its interests. | 50. **Shareholders of the Company shall assume the following obligations:**<br><br>(1) to abide by laws, administrative regulations and these Articles;<br>**(2) to pay subscription in accordance with the number of shares subscribed and the method of subscription;**<br>**(3) being forbidden to withdraw their share capital unless otherwise specified by laws, rules and regulations;**<br>(4) being forbidden to abuse shareholder's rights to harm the interests of the Company or other shareholders; being forbidden to abuse the independent legal person status of the Company and the limited liabilities of shareholders to harm the interests of the creditors of the Company;<br>Where abuse by the Company's shareholders of their rights causes losses to the Company or other shareholders, such shareholders shall bear the liabilities for compensation in accordance with the law.<br>Where the abuse by the Company's shareholders of the Company's independent legal person status and the shareholders' limited liabilities, for evasion of their debts, seriously damages the interests of the creditors, such shareholders shall bear several and joint liabilities for the debts of the Company.<br>(5) other obligations imposed by laws, administrative regulations and these Articles. |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 45. | 61. If shareholders with more than 5% of the voting shares of the Company pledge their shareholdings, they shall submit a report in writing to the Company on the day of the said pledge. | 51. **A shareholder holding 5% or more of the Company's shares who pledges their A Shares shall notify the Company within 2 trading days and disclose the number of shares pledged this time, the cumulative number of pledged shares, and the percentage of the Company's total share capital they represent.** |
| 46. | 62. Controlling shareholders and actual controllers of the Company shall not use their associated relationships to harm the interests of the Company. Otherwise, they shall be liable to compensate the Company against losses the Company has thus suffered in violation of the regulations.<br><br>Controlling shareholders and actual controllers shall act in good faith to the Company and other public shareholders thereof. Controlling shareholders shall strictly and legally exercise the rights of capital contributors and shall not impair the lawful rights of the Company and other public shareholders by such means as profit distribution, assets reorganization, external investment, appropriation of funds, borrowing and loan guarantee, nor shall they with their controlling status damage the interests of the Company and other public shareholders.<br><br>In addition to the obligations imposed by laws and administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder, when exercising his rights as a shareholder, shall not exercise his voting rights to make a decision which is prejudicial to the interests of the shareholders generally or of some of the shareholders of the Company in respect of the following matters:<br><br>(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;<br>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company's assets, including (without limitation) opportunities beneficial to the Company; | 52. The Company's controlling shareholder **and actual controller shall exercise their rights and fulfil their obligations in accordance with the provisions of laws, administrative regulations, the CSRC, and the stock exchanges, and shall safeguard the interests of the Company.**<br><br>**Where the Company has no controlling shareholder or actual controller, its largest shareholder and the actual controller of that shareholder shall, in principle, be subject to the provisions of this chapter concerning the controlling shareholder and actual controller by reference.**<br><br>**The Company's controlling shareholder and actual controller shall comply with the following provisions:**<br><br>**(1) to exercise shareholder rights in accordance with the law, and not to abuse their controlling position or use related-party relationships to harm the legitimate rights and interests of the Company or other shareholders;**<br>**(2) to strictly fulfil the public statements and various commitments they have made, and not to alter or waive them without authorisation;**<br>**(3) to strictly fulfil information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in its information disclosure work, and promptly inform the Company of any material events that have occurred or are about to occur;** |

| | The current Articles of Association | Amended Articles of Association |
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| | (3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights, but not including a restructuring of the Company submitted to and approved by shareholders' general meeting in accordance with these Articles. | **(4) not to misappropriate Company funds in any way;**<br>**(5) not to compel, instruct, or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;**<br>**(6) not to use the Company's undisclosed material information to seek personal gain, not to disclose undisclosed material information related to the Company in any way, and not to engage in illegal or irregular activities such as insider trading, short-swing trading, or market manipulation;**<br>**(7) not to harm the legitimate rights and interests of the Company and other shareholders through any means such as unfair related/connected transactions, profit distribution, asset restructuring, or external investments;**<br>**(8) to ensure the integrity of the Company's assets and the independence of its personnel, finances, organisation, and business, and not to affect the Company's independence in any way;**<br>**(9) other provisions of applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.**<br><br>**Where the Company's controlling shareholder or actual controller does not serve as a director of the Company but actually executes the Company's affairs, the provisions of these Articles regarding the duties of loyalty and diligence of directors shall apply.**<br><br>**Where the Company's controlling shareholder or actual controller instructs a director or senior officers to engage in acts that harm the interests of the Company or its shareholders, they shall bear joint and several liability with such director or senior officers.** |

| | The current Articles of Association | Amended Articles of Association |
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| 47. | 63. For the purposes of the preceding paragraph, a "controlling shareholder" means a person who satisfies any one of the following conditions:<br><br>(1) he alone or acting in concert with others has the power to determine the appointment and removal of more than half of the directors;<br>(2) he alone or acting in concert with others has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;<br>(3) he alone or acting in concert with others holds 50% or more of the issued shares of the Company, unless there is evidence to the contrary;<br>(4) he alone or acting in concert with others has control of adequate voting rights to exert influential power on resolutions of general meetings of the Company;<br>(5) he alone or acting in concert with others has control of or determine matters including major decisions on operation and important appointments;<br>(6) other circumstances as considered by the securities regulatory authorities of the place of listing of the Company's shares.<br><br>"Acting in concert with" referred to in this Article is the act or fact which an investor increase his control over the number of shares of the Company with voting rights through agreements and other arrangements with other investors.<br><br>In case of entering into the acting in concert agreement for common control of companies, the common control arrangements and termination mechanism shall be determined in such agreement. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 48. | / | 53. **When the controlling shareholder or actual controller pledges the Company's shares they hold or actually control, they shall maintain the stability of the Company's control and its production and operation.**<br><br>**When the controlling shareholder or actual controller transfers the Company's shares they hold, they shall comply with the restrictive provisions on share transfers in laws, administrative regulations, the regulations of the CSRC and the stock exchanges, and the commitments they have made regarding restrictions on share transfers.** |
| 49. | 64. The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with law. | 54. **The Company's shareholders' meeting consists of all shareholders. The shareholders' meeting is the organ of power of the Company** and shall exercise its powers in accordance with the law. |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 50. | 65. The shareholders' general meeting shall have the following functions and powers:<br><br>(1) to determine the Company's operational policies and investment plans;<br>(2) to elect and replace directors that are not taken by the representatives of the staff and workers, and decide on matters relating to the remuneration of directors;<br>(3) to elect and replace supervisors that are not taken by the representatives of the staff and workers, and decide on matters relating to the remuneration of supervisors;<br>(4) to examine and approve reports of the board of directors;<br>(5) to examine and approve reports of the supervisory committee;<br>(6) to examine and approve the Company's proposed annual preliminary and final financial budgets;<br>(7) to examine and approve the Company's profit distribution plans and plans for making up losses;<br>(8) to decide on increases or decreases in the Company's registered capital;<br>(9) to decide on matters such as merger, division, dissolution and liquidation or change of the form of the Company;<br>(10) to decide on the issue of debentures by the Company;<br>(11) to decide on the appointment, dismissal or disengagement of the accountants of the Company;<br>(12) to amend these Articles; | 55. **The shareholders' meeting shall have the following functions and powers:**<br><br>(1) to elect and replace directors that are not taken by the employee representatives, and decide on matters relating to the remuneration of directors;<br>(2) to examine and approve reports of the board of directors;<br>(3) to examine and approve the Company's profit distribution plans and plans for making up losses;<br>(4) to resolve on increases or reductions in the Company's registered capital;<br>(5) to resolve on matters such as merger, division, dissolution and liquidation or change of the form of the Company;<br>(6) to resolve on the issue of debentures by the Company;<br>**(7) to make resolutions on the appointment or dismissal of the accounting firm that undertakes the Company's audit business;**<br>(8) to amend these Articles;<br>**(9) to review and approve matters of external guarantees as stipulated in these Articles;**<br>(10) to examine matters regarding the purchase and sales within one year by the Company of major assets which exceed 30% of the total assets of the Company at the most recent audit;<br>(11) to examine, approve and alter the usage of the funds raised;<br>(12) to consider the equity incentive scheme and the employee stock ownership plan (including only those cases which are required to be considered by the shareholders' meeting in accordance with applicable laws and regulations, **the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed);** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| | (13) to consider resolutions raised by shareholders severally or jointly holding 3% or more of the total shares of the Company carrying the right to vote;<br>(14) examining and approving the guarantee items prescribed in Article 66 hereof;<br>(15) examining matters regarding the purchase and sales within one year by the Company of major assets which exceed 30% of the total assets of the Company at the most recent audit;<br>(16) examining, approving and altering the usage of the funds raised;<br>(17) to consider the equity incentive scheme and the employee share ownership plan (including only those cases which are required to be considered by the shareholders' general meeting in accordance with relevant laws and regulations, listing rules and regulatory documents);<br>(18) the annual shareholders' general meeting of the Company may authorize the board of directors to decide the issuance of A shares with a total financing amount of no more than RMB300 million and no more than20% of the net assets as at the end of the latest year to specific subscriber(s),and such authorisation will expire on the convention date of the annual shareholders' general meeting for the next year, subject to other laws and regulations, including the relevant regulations of the Hong Kong Listing Rules (if applicable);<br>(19) to consider other matters which require resolution of the shareholders in general meeting according to laws and administrative regulations or these Articles.<br><br>The above-mentioned functions and powers of the general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization. | **(13) the Company's annual shareholders' meeting may authorise the board of directors to decide on the issuance of A Shares to specific parties with a total financing amount not exceeding RMB 300 million and not exceeding 20% of the net assets at the end of the most recent year;** this authorisation shall expire on the date of the next annual shareholders' meeting, **subject to the provisions of applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed;**<br>**(14) the Company's shareholders' meeting may authorise the board of directors to decide on the issuance of H Shares to specific parties not exceeding 20% of the total issued shares of the Company at that time; this authorisation shall expire on the date of the next annual shareholders' meeting, subject to the provisions of applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed;**<br>**(15)** to review other matters that, according to laws, administrative regulations, **departmental rules, and these Articles, shall be resolved by the shareholders' meeting.**<br><br>**The Company may, by a resolution of the shareholders' meeting, or by a resolution of the board of directors as authorised by these Articles or the shareholders' meeting, issue shares, corporate bonds convertible into shares, and corporate bonds. The specific implementation shall comply with the provisions of applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed,.**<br><br>**Unless otherwise provided by laws, administrative regulations, the regulations of the CSRC, or the rules of the stock exchanges,** the aforementioned powers of the shareholders' meeting shall not be delegated to the board of directors or other institutions or individuals for exercise. |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 51. | 66. The below listed external guarantee acts of the Company shall be approved by the shareholders' general meeting:<br><br>(1) the total amount of external guarantee offered by the Company and any of the Company's controlling subsidiaries exceeds 50% of the total assets of the Company in the most recent audit;<br>(2) the amount of guarantee based on the calculation principle of accumulating amount of 12 consecutive months exceeds 30% of the total assets of the Company in the most recent audit;<br>(3) the guarantee is provided to the guaranteed object where the asset-liability ratio exceeding 70%;<br>(4) the amount of a single guarantee exceeds 10% of the net assets of the Company in the most recent audit;<br>(5) the guarantee is provided to the shareholders, the actual controllers or their associated parties;<br>(6) other guarantees which shall be subject to the consideration and passing at the general meeting as required by laws, administrative regulations, departmental rules, the stock exchange of the place of listing of the Company's shares and the Articles. | 56. The below listed external guarantee acts of the Company shall be approved by the shareholders' meeting:<br><br>(1) the total amount of external guarantee offered by the Company and any of the Company's controlling subsidiaries exceeds 50% of the total assets of the Company in the most recent audit;<br>(2) the amount of guarantee based on the calculation principle of accumulating amount of 12 consecutive months exceeds 30% of the total assets of the Company in the most recent audit;<br>(3) the guarantee is provided to the guaranteed object where the asset-liability ratio exceeding 70%;<br>(4) the amount of a single guarantee exceeds 10% of the net assets of the Company in the most recent audit;<br>**(5) the guarantee provided after the total amount of external guarantees offered by the Company and its controlling subsidiaries exceeds 30% of the total assets of the Company in the most recent audit;**<br>(6) the guarantee is provided to the shareholders, the actual controllers or their associated parties;<br>**(7) other guarantees that require review and approval by the shareholders' meeting as stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
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| | In relation to matters concerning guarantees which are within the powers of the Board, in additional to the requirement that it shall be approved by the majority of all the Directors, it shall also be approved by two-third of the Directors present at the Board meeting; the guarantees mentioned in item (2) above shall be approved at the Shareholders' meeting by the Shareholders representing at least two-third of voting rights present.<br><br>In case of the Company provides guarantees to its wholly-owned subsidiaries or its holding subsidiaries and other shareholders of such holding subsidiary provide guarantees with the same proportion based on their entitled interests, such guarantees can be exempted from complying with the requirements under items (1), (3) and (4) above. The Company shall disclose the summary of the above guarantees in its annual and half-year reports. | **When the Company engages in a transaction of "providing a guarantee,"** in addition to the requirement that it shall be approved by more than half of all directors, it must also be approved by more than two-thirds of the directors present at the board of directors meeting **and be disclosed in a timely manner; the guarantee under item (2) of the first paragraph of this Article shall be approved by shareholders representing at least two-third of voting rights present at the shareholders' meeting.**<br><br>In case of the Company provides guarantees to its wholly-owned subsidiaries or its holding subsidiaries and other shareholders of such holding subsidiary provide guarantees with the same proportion based on their entitled interests, and the interests of the company are not prejudiced, **such guarantees can be exempted from complying with the requirements under items (1), (3) and (4) above of the first paragraph of this Article.** The Company shall disclose the summary of the above guarantees in its annual and half-year reports. |
| 52. | 67. The Company shall not, without the prior approval of the shareholders in general meeting, enter into any contract with any person other than a director, supervisor, general manager, deputy general manager or other senior officer whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person. | 57. **Except in special circumstances such as a crisis, the Company shall not, without the approval of the shareholders' meeting by a special resolution, enter into a contract with any person other than a director or senior officers to entrust the management of all or a significant part of the Company's business to that person.** |

| | The current Articles of Association | Amended Articles of Association |
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| 53. | 68. Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year and within 6 months from the end of the preceding financial year.<br><br>Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within 2 months after when one of the following circumstances occurs:<br><br>(1) when the number of directors is less than the number required by the Company Law or two-thirds of the number specified in these Articles;<br>(2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;<br>(3) when shareholders severally or jointly holding 10% or more of the Company's issued and outstanding shares carrying voting rights requests in writing the convening of an extraordinary general meeting;<br>(4) when the board of directors considers necessary or upon the request of the supervisory committee;<br>(5) upon independent directors' request;<br>(6) such other circumstances as required by laws, administrative regulations, departmental rules or the Articles. | 58. Shareholders' meetings are divided into annual meetings and extraordinary meetings. **The annual shareholders' meeting shall be held once a year** and within 6 months after the end of the preceding fiscal year.<br><br>Under any of the following circumstances, **the Company shall convene an extraordinary meeting within 2 months after when one of the following circumstances occurs:**<br><br>(1) when the number of directors is less than the number required by the Company Law or two-thirds of the number specified in these Articles;<br>**(2) when the unrecovered losses of the Company amount to one-third of the total amount of its share capital;**<br>(3) when a shareholder or shareholders severally or jointly holding 10% or more of the Company's shares request in writing to convene an extraordinary shareholders' meeting;<br>**(4) when the board of directors deems it necessary or upon the request of the Audit Committee;**<br>(5) such other circumstances as required by laws, administrative regulations, departmental rules or these Articles. |

| | The current Articles of Association | Amended Articles of Association |
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| 54. | 69. The independent directors shall have the right to propose the convening of the extraordinary shareholders' general meeting to the board of directors and the exercise of such power by an independent director shall be approved by more than half of all independent directors. With regard to such proposal, the board of directors shall, in accordance with the provisions of the laws, administrative rules, and provisions of these Articles, provide its feedback in writing on approval or disapproval within 10 days from the receipt of the said proposal.<br><br>Where the board of directors approves the convening of the extraordinary shareholders' general meeting, it shall send the notice thereof within 5 days after the said approval resolution of the board of directors; otherwise, the reasons for such disapproval shall be stated and announced. | 59. **The board of directors shall convene the shareholders' meeting on time within the prescribed period. With the consent of more than half of all independent (non-executive) directors, the independent (non-executive) directors have the right to propose to the board of directors to convene an extraordinary shareholders' meeting. With regard to such proposal,** the board of directors shall, in accordance with the provisions of the laws, administrative rules, and provisions of these Articles, provide its feedback in writing on approval or disapproval within 10 days from the receipt of the said proposal.<br><br>Where the board of directors approves the convening of the extraordinary shareholders' meeting, it shall send the notice thereof within 5 days after the said approval resolution of the board of directors; otherwise, the reasons for such disapproval shall be stated and announced. |
| 55. | 71. The shareholders singly or jointly holding more than 10% of the shares of the Company with voting rights at the extraordinary general meeting or class meetings to be held shall have the right to propose in writing to the board of directors the convening of the extraordinary shareholders' general meeting or the class meeting. The board of directors shall, in accordance with the provisions in laws, administrative rules and these Articles, provide feedback in writing on the approval or disapproval within 10 days from the receipt of such proposal.<br><br>Where the board of directors approves the convening of the extraordinary shareholders' general meeting or the class meeting, it shall, within 5 days after the approval resolution of the board of directors, send a notice thereof. Where the notice alters the original proposal, the approval of the relevant shareholders shall be required. | 61. **A shareholder or shareholders severally or jointly holding 10% or more of the Company's shares who request the board of directors to convene an extraordinary shareholders' meeting** shall submit a written request to the board of directors. The board of directors shall, in accordance with the provisions of the laws, administrative rules and these Articles, provide feedback in writing on approval or disapproval within 10 days from the receipt of the said proposal.<br><br>Where the board of directors approves to convene an extraordinary shareholders' meeting, it shall, within 5 days after the approval resolution of the board of directors, send a notice thereof. Where the notice alters the original proposal, the approval of the relevant shareholders shall be required. |

| | The current Articles of Association | Amended Articles of Association |
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| | Where the board of directors disapproves the convening of the extraordinary shareholders' general meeting or the class meeting or fails to provide feedback within 10 days from the receipt of the said proposal, the shareholders which singly or jointly hold more than 10% of the shares of the Company shall have the right to propose in writing the convening of the extraordinary shareholders' general or the class meeting to the board of supervisors and shall raise their request in writing to the board of supervisors.<br><br>Where the board of supervisors approves the convening of the shareholders' general meeting, it shall within 5 days from the receipt of the said written request send a notice thereof. If the notice changes the original proposal, the approval of the relevant shareholders shall be required.<br><br>Where the board of supervisors fails to send the said notice within the prescribed time limit, it shall be deemed that they failed to convene and preside over the shareholders' general meeting and shareholders which singly or jointly hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside the meeting independently.<br><br>Where the shareholders' general meeting is held independently by the shareholders due to board of directors' failure to fulfill the aforementioned request, all reasonable costs and expenses of the meeting shall be borne by the Company and deduced from the payment payable to the director neglecting his duty. | **Where the board of directors disapproves with convening an extraordinary shareholders' meeting, or fails to respond within 10 days from receipt of the said proposal, a shareholder or shareholders severally or jointly holding 10% or more of the Company's shares propose to the Audit Committee to convene an extraordinary shareholders' meeting, shall submit a written request to the Audit Committee.**<br><br>**Where the Audit Committee approves to convene an extraordinary shareholders' meeting, it shall within 5 days from the receipt of the said written request send a notice thereof.** If the notice changes the original proposal, the approval of the relevant shareholders shall be required.<br><br>**Where the Audit Committee fails to issue a notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee will not convene and preside over the shareholders' meeting,** and a shareholder or shareholders who have severally or jointly held 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over the meeting independently. |

| | The current Articles of Association | Amended Articles of Association |
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| 56. | 72. Where the board of supervisors or the shareholders decide to convene the shareholders' general meeting independently, they shall notify the board of directors in writing to such effect and put such on record with the Shanghai Stock Exchange and the Hong Kong Stock Exchange in accordance with the relevant rules.<br><br>For a general meeting convened and presided over by the shareholders<br><br>themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.<br><br>The convening shareholders shall, where sending the notice of the shareholders'general meeting and announcing the resolutions of the shareholders' general meeting, submit related certificates to the Shanghai Stock Exchange and the Hong Kong Stock Exchange in accordance with the relevant rules.<br><br>With respect to shareholders' general meetings independently convened by the board of supervisors or the shareholders, the board of directors and its secretary shall give their cooperation. The board of directors shall provide the register of shareholders which will be dated the day of equity registration.<br><br>Where the shareholders' general meeting is held independently by the board of supervisors or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company. | **62.Where the Audit Committee or the shareholders decide to convene the shareholders' meeting independently, they shall notify the board of directors in writing to such effect and put such on record with the Shanghai Stock Exchange and the HKSE in accordance with the relevant rules.**<br><br>For a meeting convened by the shareholders themselves, the total shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the meeting.<br><br>**For a shareholders' meeting convened by the Audit Committee or shareholders independently, the Audit Committee or the convening shareholders shall, when issuing the notice of the shareholders' meeting and the announcement of the resolutions of the shareholders' meeting, submit relevant supporting documents to the Shanghai Stock Exchange and the HKSE in accordance with relevant rules.**<br><br>**With respect to shareholders' meetings independently convened by the Audit Committee or the shareholders, the board of directors and its secretary shall give their cooperation. The board of directors shall provide the register of shareholders which will be dated the day of equity registration.**<br><br>**Where the shareholders' meeting is held independently by the Audit Committee or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.** |
| 57. | 73. When the Company is to hold a shareholders' annual general meeting, the shareholders shall be notified in the form of announcements at least twenty one (21) days prior to the meeting; when an extraordinary general meeting is convened by the Company, the shareholders shall be notified in the form of announcements at least fifteen (15) days prior to the meeting.<br><br>The day on which the general meeting is convened by the Company shall be excluded from calculating the starting period of the prior notice. | 63. **When the Company convenes an annual shareholders' meeting, the convener shall notify all shareholders by public announcement 20 days before the meeting is held; when convening an extraordinary shareholders' meeting, the convener shall notify all shareholders by public announcement 15 days before the meeting is held.**<br><br>**When the Company calculates the starting period, the date of the meeting shall not be included.** |

| | The current Articles of Association | Amended Articles of Association |
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| 58. | 74. At general meetings of the Company, the Board, the Supervisory Committee, and shareholder(s) individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose motions in writing to the Company. The Company shall place those matters in the proposed motions within the scope of the functions and powers of the shareholders' general meeting on the agenda.<br><br>The content of a proposal shall be determined by the general meeting, have definite topics and specific issues for resolution, and shall comply with the related provisions of the laws, administrative regulations and the Articles of Association.<br><br>Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written provisional motion to the convener before a general meeting is convened; the convener shall notify other shareholders within two (2) days after receipt of the said provisional motion, and ensure to announce the content of the said provisional motion ten (10) business days prior to the date of shareholders' general meeting.<br><br>Except as provided in the preceding paragraph, after the convener issues a public notice of the general meeting, he/she shall not change the proposals or add any new proposal in the notice of the general meeting.<br><br>Proposals not set out in the notice of general meeting or not complying with the provision herein shall not be voted on or resolved at the general meeting.<br><br>The business day mentioned in these Articles shall mean the date on which the Hong Kong Stock Exchange opens for securities trading. | 64. **When the Company convenes a shareholders' meeting, the board of directors, the Audit Committee, and a shareholder or shareholders severally or jointly holding 1% or more of the Company's shares have the right to submit proposals to the Company in writing.**<br><br>**The content of a proposal shall fall within the scope of the powers of the shareholders' meeting, have definite topics and specific issues for resolution, and shall comply with the related provisions of the laws, administrative regulations and these Articles.**<br><br>**A shareholder or shareholders severally or jointly holding 1% or more of the Company's shares may submit an extraordinary proposal in writing to the convener 10 days before the shareholders' meeting is held. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days of receiving the proposal, announce the content of the extraordinary proposal, and submit the extraordinary proposal to the shareholders' meeting for review. However, this does not apply if the extraordinary proposal violates the provisions of laws, administrative regulations, or these Articles, or does not fall within the scope of the powers of the shareholders' meeting.**<br><br>Except as provided in the preceding paragraph, after the convener issues a public notice of the shareholders' meeting, he/she shall not change the proposals or add any new proposal in the notice of the shareholders' meeting.<br><br>Proposals not set out in the notice of shareholders' meeting or not complying with the provision herein shall not be voted on or resolved at the shareholders' meeting. |

| | The current Articles of Association | Amended Articles of Association |
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| 59. | 75. A notice of shareholders' meeting shall meet the following requirements:<br><br>(1) be in writing;<br>(2) specify the place, the date and the time of the meeting;<br>(3) state the matters and motions for consideration and examination at the meeting;<br>(4) provide the shareholders with such information and explanation as are necessary for them to make an informed decision on the matters put before them. Without limiting the generality of the foregoing, where a proposal is made for the Company to merge with another, to repurchase shares, to reorganize its share capital, or to restructure in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be fully and properly explained; contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, general manager, deputy general manager or other senior officer in the matter to be discussed and the effect of the matter on them in their capacity as shareholders in so far as it is different from the effect on the other shareholders of the same class;<br>(5) contain the full text of any special resolution to be proposed at the meeting;<br>(6) contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote at the meeting instead of him and that a proxy so appointed need not be a shareholder;<br>(7) specify the time and place for lodging written reply and proxy forms for the relevant meeting; | 65. **The notice of a shareholders' meeting shall be made in writing and include the following content:**<br><br>**(1) the time, place, and duration of the meeting;**<br>**(2) the matters and proposals to be reviewed at the meeting;**<br>**(3) a clear statement that: all shareholders have the right to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and vote, and that such proxy need not be a shareholder of the Company;**<br>**(4) equity registration date for any shareholder entitled to attend the shareholders' meeting;**<br>**(5) name and telephone number of the related contact person in charge of shareholders' general meeting matters;**<br>**(6) the voting time and procedure of the Internet or any other means; and**<br>**(7) other contents required by the stock exchange where the company's shares are listed.** |

| | The current Articles of Association | Amended Articles of Association |
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| | (8) equity registration date for any shareholder entitled to attend the shareholders' general meeting;<br>(9) name and telephone number of the related contact person in charge of shareholders' general meeting matters; and<br>(10) the voting time and procedure of the Internet or any other means.<br><br>The interval between the equity registration date and the shareholders' general meeting date shall be no more than seven working days. The equity registration day once determined shall not be altered.<br><br>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice. | The interval between the equity registration date and the shareholders' general meeting date shall be no more than seven working days. The equity registration day once determined shall not be altered. |
| 60. | 78. Where the shareholders' general meeting intends to discuss matters related to the election of directors and supervisors, the notice of the shareholders' general meeting shall fully disclose detailed information about such director and supervisor candidates, including at least the following contents:<br><br>(1) such personal information as the education background, work experience, part-time job and so on;<br>(2) whether the directors or supervisors candidates have associated relationship with the Company or its controlling shareholders and the actual controllers;<br>(3) disclosure of the number of Company shares held by the directors or supervisors candidates; and<br>(4) whether the directors or supervisors candidates have received punishments by the CSRC or other departments or warning reprimands from the stock exchange.<br><br>Except for the election of directors and supervisors by means of a cumulative voting system, each director or supervisor candidate shall be nominated in a single proposal. | 68. **Where the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the director candidates, including at least the following contents:**<br><br>(1) such personal information as the education background, work experience, part-time job and so on;<br>**(2) whether the director candidates have associated relationship with the Company or its controlling shareholders and the actual controllers;**<br>**(3) the number of Company shares held by the candidates;**<br>**(4) whether the director candidates have received punishments by the CSRC or other departments or warning reprimands from the stock exchange;**<br>**(5) other content required by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.**<br><br>**Except for the election of directors by cumulative voting, each director candidate shall be nominated in a separate proposal.** |

| | The current Articles of Association | Amended Articles of Association |
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| 61. | 81. Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:<br><br>(1) the shareholder's right to speak at the meeting;<br>(2) the right to demand, whether on his own or together with others, a poll;<br>(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.<br><br>Where that shareholder is a clearing company within the meaning of the Hong Kong Listing Rules or its proxy (the "Clearing Company"), it may authorize such person or persons as it thinks fit to act as its representative (representatives) at any shareholders' general meeting or any meeting of any class of shareholders provided that, if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which such person is so authorized. The person so authorized will be entitled to exercise the same power on behalf of the Clearing Company as that Clearing Company could exercise if it were an individual shareholder of the Company, including the right to attend and speak and vote at general meetings and meetings of creditors. | 71. **All shareholders registered on the share registration record date or their proxies have the right to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles. Shareholders may attend the shareholders' meeting in person, or may appoint a proxy to attend, speak, and vote on their behalf.**<br><br>Where that shareholder is a clearing company within the meaning of the Hong Kong Listing Rules or its proxy (the "Clearing Company"), it may authorise such person or persons as it thinks fit to act as its representative(s) at any shareholders' meeting provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the Clearing Company as that person could exercise if it were an individual shareholder of the Company, including the right to attend and speak and vote at shareholders' meetings and meetings of creditors. |

| | The current Articles of Association | Amended Articles of Association |
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| 62. | 82. Where the individual shareholders personally attend the shareholders' general meeting, they shall present their identification cards or other valid certificates which verify their identities, and their stock account cards; where the individual shareholders entrust their proxies to attend the meeting on their behalf, such proxies shall present their valid identity certificates and the power of attorney from the shareholder.<br><br>In the case of legal person shareholders, their legal representatives or proxies entrusted by such legal representatives shall attend the meeting. The legal representatives, if attending the meeting, shall present their identification cards and valid certificates which verify their qualifications as legal representative; where proxies are entrusted by such legal representatives to attend the meeting, such proxies shall present their identification cards, and the written power of attorney as issued legally by the legal representatives of the legal person shareholders. | 72. Where the individual shareholders personally attend the shareholders' meeting, they shall present their identification cards or other valid certificates which verify their identities; **where the individual shareholders entrust their proxies to attend the meeting on their behalf, such proxies shall present their valid identity certificates and the power of attorney from the shareholder.**<br><br>In the case of legal person shareholders, their legal representatives or proxies entrusted by such legal representatives shall attend the meeting **(which shall be deemed as attendance in person).** The legal representatives, if attending the meeting, shall present their identification cards and valid certificates which verify their qualifications as legal representative; where proxies are entrusted by such legal representatives to attend the meeting, such proxies shall present their identification cards, and the written power of attorney as issued legally by the legal representatives of the legal person shareholders. |

| | The current Articles of Association | Amended Articles of Association |
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| 63. | 83. An instrument appointing a proxy shall be in writing under the hand of the appointer. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' general meeting shall contain the following items:<br><br>(1) the name of each proxy;<br><br>(2) whether each proxy has voting rights;<br><br>(3) indication on affirmative, negative or abstention vote upon each matter which is listed in the agenda of and shall be deliberated at the shareholders' general meeting;<br><br>(4) issuing date and term of validity of the power of attorney;<br><br>(5) the amount of shares in respect of which each proxy is so appointed. If more than one proxy, the instrument of appointment must specify the number of shares in respect of which each proxy is so appointed;<br><br>(6) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal person shareholder shall be affixed. | 73. An instrument appointing a proxy shall be in writing under the hand of the appointer. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' meeting shall contain the following items:<br><br>**(1) the name of the principal, and the class and number of shares of the Company held;**<br>(2) the name of the proxy;<br>**(3) the shareholder's specific instructions, including instructions to vote for, against, or abstain on each matter on the agenda of the shareholders' meeting, etc.;**<br>(4) issuing date and term of validity of the power of attorney;<br>(5) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal person shareholder shall be affixed. |

| | The current Articles of Association | Amended Articles of Association |
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| 64. | 84. The instrument appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy propose to vote or the time specified for the passing of the resolution. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.<br><br>If the appointer is a legal person, its legal representative or any person authorized by resolutions of its board of directors or other governing body shall attend the shareholder's meeting as the appointer's representative. | 74. **If the power of attorney for proxy voting is signed by a person authorised by the principal, the power of attorney or other authorisation document for such signature shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.** |
| 65. | 85. Any form issued to a shareholder by the board of directors for the purpose of appointing a proxy shall be such as to enable the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed and in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that in the absence of instructions from the appointer, the proxy may vote as he thinks fit. | (Deleted) |
| 66. | 86. A vote made by a proxy in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares, provided that no notice in writing of such events shall have been received by the Company prior to the commencement of the relevant meeting. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 67. | 87. The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.<br><br>A general meeting shall be held at a meeting place in the form of on-site meeting. The Company shall, also enable shareholders to have access to the general meeting by providing online voting. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.<br><br>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities. | 75. The place for holding the Company's shareholders' meetings shall be: **the domicile of the company or the place specified in the notice of the shareholders' meeting.**<br><br>**A shareholders' meeting shall be held at a meeting place in the form of on-site meeting. The Company shall also provide the convenience of online voting for shareholders.**<br><br>**The identity of shareholders that attend the shareholders' meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.** |
| 68. | 88. The register of the shareholders' general meeting attendants shall be prepared by the Company. The register shall expressly record such matters as the name of the attendant (or of the unit thereof), the identification card number, domicile address of the attendee, the number of voting shares held or represented by the attendee, and the name of the principal (or of the unit thereof). | 76. The register of the shareholders' meeting attendants shall be prepared by the Company. The register shall expressly record such matters as the name of the attendant (or of the unit thereof), **the identification card number of the attendee, the number of voting shares held or represented with voting rights by the attendee,** and the name of the principal (or of the unit thereof), etc. |

| | The current Articles of Association | Amended Articles of Association |
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| 69. | 89. When a shareholders' general meeting is being held, the Company shall engage lawyers to observe the meeting, give legal opinions as to the matters set out below, and make announcements as to the matters set out below as required by the listing rules of the place in which the shares of the Company are listed:<br><br>(1) whether the procedures for convening and holding the shareholders' general meeting are in compliance with the requirements of laws, administrative regulations and the Articles of the Company;<br><br>(2) whether the qualifications of attendees and convener are legal and valid;<br><br>(3) whether the voting procedures and voting outcome of the meeting are legal and valid;<br><br>(4) issue legal opinions on other relevant issues at the request of the Company. | 77. **When the Company convenes a shareholders' meeting, it shall engage a lawyer to issue a legal opinion on the following matters and make a public announcement:**<br><br>**(1) whether the procedures for convening and holding the shareholders' meeting are in compliance with the requirements of laws, administrative regulations and these Articles;**<br>(2) whether the qualifications of attendees and convener are legal and valid;<br>(3) whether the voting procedures and voting outcome of the meeting are legal and valid;<br>(4) issue legal opinions on other relevant issues at the request of the Company. |
| 70. | 91. At the time of the shareholders' general meeting, all the directors, supervisors and the secretary of the board of directors, of the Company shall attend the meeting, and general managers and other senior officers shall attend as nonvoting delegates. | 79. **If the shareholders' meeting requires directors and senior officers to attend the meeting, the directors and senior officers shall attend and accept inquiries from shareholders.** |

| | The current Articles of Association | Amended Articles of Association |
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| 71. | 92. The shareholders' general meeting shall be convened by the chairman. Where the chairman is unable to or fails to perform his duties, the shareholders' general meeting shall be presided over by the vice-chairman (where there are more than two vice chairmen, the shareholders' general meeting shall be presided over by the vice-chairman jointly elected by the majority of all the directors). Where the vice chairman is unable to or fails to perform his duties, the shareholders' general meeting shall be presided over by a director jointly elected by the majority of all the directors. If none of the Directors can be elected by more than a half of the Directors to preside over the meeting, the shareholders present at the meeting may elect a shareholder to preside over the meeting. If for any reason, the shareholders fail to elect the chairman to preside over the meeting, the shareholder (or proxy) present and holding the largest number of shares carrying voting rights shall preside over the meeting and act as the chairman.<br><br>If independently convened by the board of supervisors, the shareholders' general meeting shall be presided over by the chairman thereof. Where the chairman of the board of supervisors is unable to or fails to perform his duties, a supervisor shall be jointly elected by the majority of all the supervisors to preside over the shareholders' general meeting.<br><br>Shareholders' general meetings independently convened by the shareholders shall be presided over by a representative recommended by the convener.<br><br>Where the convener violates the procedural rules while the shareholders' general meeting is being held so that the meeting is unable to continue, a presider may, with the approval by the majority of voting rights represented by the shareholders present at the shareholders' general meeting, be elected by the shareholders' general meeting to continue the meeting. | 80. **The shareholders' meeting shall be presided over by the Chairman of the board of directors. Where the Chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the Vice Chairman of the board of directors (if the Company has two or more Vice Chairmen, by the Vice Chairman jointly elected by more than half of the directors); where the Vice Chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.**<br><br>**A shareholders' meeting convened by the Audit Committee independently shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by an Audit Committee member jointly elected by more than half of the Audit Committee members.**<br><br>**A shareholders' meeting convened by shareholders independently shall be presided over by the convener or a representative elected by them.**<br><br>**Where the presider violates the procedural rules while the shareholders' meeting is being held so that the meeting is unable to continue, a presider may, with the approval by the shareholders who hold more than half of the voting rights at the shareholders' meeting, be elected by the shareholders' meeting to continue the meeting.** |

| | The current Articles of Association | Amended Articles of Association |
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| 72. | 93. The Company shall formulate the procedural rules of the shareholders'general meeting, which shall prescribe the detailed holding and voting procedures of said meeting, including the notice, registration, deliberation of proposals, ballot, vote calculation, announcement of voting results, formulation of meeting resolutions, meeting minutes and signature, announcement and other items, as well as the principles by which the shareholders' general meeting authorizes the board of directors. The authorized content shall be definite and specific. The procedural rules of the shareholders' general meeting shall be attached as an appendix to these Articles and shall be drafted by the board of directors and approved by the shareholders' general meeting. | 81.The Company shall formulate the procedural rules of the shareholders' meeting, which shall prescribe the detailed convening, holding and voting procedures of said meeting, including the notice, registration, deliberation of proposals, ballot, vote calculation, announcement of voting results, formulation of meeting resolutions, meeting minutes and signature, announcement and other items, as well as the principles by which the shareholders' meeting authorises the board of directors. The authorised content shall be definite and specific. The procedural rules of the shareholders' meeting shall be attached as an appendix to these Articles and shall be drafted by the board of directors and approved by the shareholders' meeting. |
| 73. | 95. Directors, supervisors, and senior officers shall at the shareholders' general meeting give explanations and clarifications on the inquiries and recommendations raised by the shareholders. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 74. | 97. The shareholders' general meeting shall have meeting minutes and these shall be the responsibility of the secretary of the board of directors.<br><br>The meeting minutes shall record the following items:<br><br>(1) time, place, agenda, and name of the convener of the meeting;<br>(2) name of the presider and each of the directors, supervisors, managers and any other senior officers who attend the meeting with or without voting right;<br>(3) number of shareholders and proxies who attend the meeting, total number of voting shares held by them, and proportion of such total number in the Company's shares;<br>(4) deliberation procedure, main speech points and voting result of each proposal;<br>(5) inquiries or recommendations of the shareholders and the relevant replies or explanations thereto;<br>(6) name of lawyers, vote counters and pollwatchers; and<br>(7) the number of voting shares held by the attending shareholders who hold A Shares (including proxies thereof) or Overseas-Listed Foreign-Invested Shares (including proxies thereof) and the proportions of such numbers in the total shares of the Company;<br>(8) when the voting results are recorded, the votes by the attending shareholders who hold A Shares and those who hold Overseas-Listed Foreign-Invested Shares upon each matter deliberated;<br>(9) other items shall be recorded in the meeting minutes in accordance with the provisions hereof. | 84. The shareholders' meeting shall have meeting minutes and these shall be the responsibility of the secretary of the board of directors.<br><br>The meeting minutes shall record the following items:<br><br>(1) time, place, agenda, and name of the convener of the meeting;<br>**(2) name of the presider and the directors and senior officers who attend the meeting;**<br>(3) number of shareholders and proxies who attend the meeting, total number of voting shares held by them, and proportion of such total number in the Company's shares;<br>(4) deliberation process, main speech points and voting result of each proposal;<br>(5) inquiries or recommendations of the shareholders and the relevant replies or explanations thereto;<br>(6) name of lawyers, vote counters and poll-watchers; and<br>**(7) the number of voting shares held by the attending shareholders who hold A Shares (including proxies thereof) or H Shares (including proxies thereof) and the proportions of such numbers in the total shares of the Company;**<br>**(8) when the voting results are recorded, the votes by the attending shareholders who hold A Shares and those who hold H Shares upon each matter deliberated shall also be recorded;**<br>**(9) other items that shall be recorded in the meeting minutes in accordance with these Articles hereof.** |

| | The current Articles of Association | Amended Articles of Association |
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| 75. | 98. The attending directors, supervisors, secretary of the board of directors, convener or representative thereof, and the meeting presider shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting. Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years. | 85. **The directors, secretary to the board of directors, convener or their representative, and the presider of the meeting who attend or are present at the meeting shall sign the meeting minutes and ensure that the content of the minutes is true, accurate, and complete. Meeting minutes shall, together with the register of the shareholders attending in person and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.** |
| 76. | 100. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.<br><br>To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favor of the resolution in order for it to be passed.<br><br>Shareholders presenting at the shareholders' general meeting (including the shareholders' proxy) shall give their opinions on each item submitted for vote, being: affirmative, negative or abstention vote, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Mainland-Hong Kong Stock Connect, make declarations according to the intention of actual holders.. The blank, falsely-filled and unreadable votes as well as the failure to vote shall be deemed as abstention, and the voting results represented by the shares of the abstention voter shall be filled with "abstention". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter. | 87. Resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions.<br><br>**To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders present at the shareholders' meeting must be exercised in favor of the resolution in order for it to be passed. A special resolution of the shareholders' meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting.**<br><br>**Shareholders presenting at the shareholders' meeting** shall give their opinions on each item submitted for vote, being: affirmative, negative or abstention vote, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Mainland-Hong Kong Stock Connect, make declarations according to the intention of actual holders. The blank, falsely-filled and unreadable votes as well as the failure to vote shall be deemed as abstention, and the voting results for the number of shares held by the shareholder shall be counted as "abstention". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter. |

| | The current Articles of Association | Amended Articles of Association |
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| | Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. | **Where any shareholder is, under the Hong Kong Listing Rules,** required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.<br><br>**For the purpose of this Article, 'shareholders' includes shareholders who attend a shareholders' meeting by proxy.** |
| 77. | 101. A shareholder (including proxy), when voting at a shareholders' general meeting, shall exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote, except under the circumstances where cumulative voting system is used.<br><br>The votes casted by minority investors shall be separately counted when material matters affecting the interests of minority investors are being deliberated at the shareholders' general meeting. The results of the separate vote-counting shall be publicly disclosed in a timely manner.<br><br>The shares held by the Company itself shall have no voting rights and shall not be calculated into the total number of voting shares held by the attending shareholders.<br><br>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting. | 88. **A shareholder,** when voting at a shareholders' meeting, shall exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote, except under the circumstances where cumulative voting system is used.<br><br>The votes casted by minority investors shall be separately counted when material matters affecting the interests of minority investors are being deliberated at the shareholders' meeting. The results of the separate vote-counting shall be publicly disclosed in a timely manner.<br><br>The shares held by the Company itself shall have no voting rights and shall not be calculated into the total number of voting shares held by the attending shareholders.<br><br>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a shareholder' meeting. |

| | The current Articles of Association | Amended Articles of Association |
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| | The board of directors, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may publicly solicit the voting rights of shareholders. Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder. It is prohibited to solicit shareholders' voting rights in a covertly or overtly payable manner. Save for statutory conditions, the Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights. | **The board of directors, independent (non-executive) directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws,** administrative regulations or the provisions of CSRC may publicly solicit the voting rights of shareholders. Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder. It is prohibited to solicit shareholders' voting rights in a covertly or overtly payable manner. Save for statutory conditions, the Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights.<br><br>**For the purpose of the first paragraph of this Article, 'shareholders' includes shareholders who attend a shareholders' meeting by proxy.** |

| | The current Articles of Association | Amended Articles of Association |
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| 78. | 102. Votes at the shareholders' general meeting shall be made by means of open ballot.<br><br>Prior to vote on proposals at the shareholders' general meeting, two shareholders shall be elected as representatives by the shareholders' general meeting to participate in the vote calculation and supervision. If shareholders have interests in the matters to be deliberated on, the concerned shareholders and proxies thereof shall not take part in the vote calculation and supervision.<br><br>When the shareholders' general meeting is voting on proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the vote calculation and supervision thereof and announce the voting results in the meeting which shall be recorded into the minutes of the meeting.<br><br>Shareholders of the Company or their proxies who cast votes via internet or through any other means shall have the right to examine their voting results by accessing to the corresponding voting system. | 89. Votes at the shareholders' meeting shall be made by means of open ballot.<br><br>Prior to vote on proposals at the shareholders' meeting, two shareholders shall be elected as representatives by the shareholders' meeting to participate in the vote calculation and supervision. If shareholders have association with the matters to be deliberated on, the concerned shareholders and proxies thereof shall not take part in the vote calculation and supervision.<br><br>**When the shareholders' meeting is voting on proposals, the lawyers, representatives of shareholders shall be jointly responsible for the vote calculation and supervision thereof and announce the voting results in the meeting which shall be recorded into the minutes of the meeting. The Company shall, in accordance with the requirements of the securities regulatory authorities and the stock exchange of the place where its H Shares are listed, appoint its auditor or share registrar or an external accountant qualified to act as an auditor to act as the scrutineer for the vote count, and shall state the identity of the scrutineer in the announcement.**<br><br>Shareholders of the Company or their proxies who cast votes via internet or through any other means shall have the right to examine their voting results by accessing to the corresponding voting system. |
| 79. | 103. On a poll taken at a meeting, a shareholder (including proxy) entitled to more than two votes need not cast all his votes in the same way. | (Deleted) |
| 80. | 104. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to one additional vote. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 81. | 105. The following matters shall be resolved by an ordinary resolution of a shareholders' general meeting:<br><br>(1) work reports of the board of directors and the supervisory committee;<br><br>(2) proposals formulated by the board of directors for distribution of profits and for making up losses;<br><br>(3) appointment and removal of the members of the board of directors and of the supervisory committee, their remuneration and method of payment;<br><br>(4) annual preliminary and final budgets and the annual reports of the Company;<br><br>(5) matters other than those required by the laws and administrative regulations or these Articles to be adopted by special resolutions. | 90. The following matters shall be resolved by an ordinary resolution of a shareholders' meeting:<br><br>**(1) work reports of the board of directors;**<br>(2) proposals formulated by the board of directors for distribution of profits and for making up losses;<br>**(3) appointment and removal of the members of the board of directors,** their remuneration and method of payment;<br>**(4) matters other than those required by the laws and administrative regulations or these Articles to be adopted by special resolutions.** |

| | The current Articles of Association | Amended Articles of Association |
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| 82. | 106. The following matters shall be resolved by a special resolution of a shareholders' general meeting:<br><br>(1) the increase or reduction of the Company's share capital and the issue of share of any class, warrants and other similar securities;<br>(2) the issue of debentures of the Company;<br>(3) the division, spin-off, merger, dissolution and liquidation of the Company;<br>(4) amendments to these Articles;<br>(5) where, within the period of one year, purchases or sales by the Company or the amount of the guarantee provided by the Company exceeds 30% of the total assets of the Company as of the most recent audit;<br>(6) stock-based incentive plan;<br>(7) amendments to rights of holders holding different categories of shares; and<br>(8) any other matters stipulated by laws, administrative regulations and these Articles, and considered by the shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.<br><br>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles. | 91. The following matters shall be resolved by a special resolution of a shareholders' meeting:<br><br>**(1) the increase or reduction of the Company's registered capital;**<br>(2) the division, spin-off, merger, dissolution and liquidation of the Company;<br>(3) amendments to these Articles;<br>(4) where, within the period of one year, **the amount of the Company's purchases or sales of major assets or the amount of the guarantee provided to others by the Company exceeds 30% of the total assets of the Company as of the most recent audit;**<br>**(5) equity incentive plan;**<br>(6) any other matters stipulated by laws, administrative regulations and these Articles, and considered by the shareholders' meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.<br><br>**Any resolution passed by the shareholders' meeting shall comply with the relevant provisions of Chinese laws, administrative regulations, and the provisions of these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
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| 83. | 108. The name list of directors and supervisors candidates shall take the form of proposal and be submitted to the shareholders' general meeting for vote.<br><br>When the shareholders' general meeting votes upon the election of directors and supervisors in accordance with the provisions of these Articles or the resolution adopted by the shareholders' general meeting, the cumulative voting system may be used. If two or more independent directors are elected at the shareholders' general meeting of the Company, a cumulative voting system shall be implemented.<br><br>The "cumulative voting" stated in the preceding paragraph shall mean when the shareholders' general meeting is electing directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors who are up for election, and the voting rights of all the shareholders may be exercised in a centralized manner. The board of directors shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders. | 93. **The name list of director candidates shall take the form of proposal and be submitted to the shareholders' meeting for vote.**<br><br>**When the shareholders' meeting votes upon the election of directors in accordance with the provisions of these Articles or the resolution adopted by the shareholders' meeting, the cumulative voting system may be used. A cumulative voting system shall be implemented if a single shareholder of the Company and parties acting in concert with them hold more than 30% of the shares with equity interests, or if the Company's shareholders' meeting elects two or more independent (non-executive) directors.**<br><br>**The "cumulative voting" stated in the preceding paragraph shall mean when the shareholders' meeting is electing directors, each share shall have the same number of voting rights as the number of directors who are up for election, and the voting rights of all the shareholders may be exercised in a centralised manner. The board of directors shall announce the resume and basic information of each candidate of directors to the shareholders.** |
| 84. | 113. The chairman of the meeting shall determine whether or not a resolution of the general meeting shall be adopted according to poll results. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the meeting minutes. The Company shall announce the resolutions of the shareholders' general meetings in accordance with the relevant requirements of the stock exchange on which the shares of the Company are listed. | 98. **The Company shall announce the resolutions of the shareholders' meeting in accordance with the relevant provisions of applicable laws and regulations, the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.** |

| | The current Articles of Association | Amended Articles of Association |
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| 85. | 114. If the chairman of the meeting has any doubt as to the result of a resolution put to the vote, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the results announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of results, and the chairman of the meeting shall have the votes counted immediately. | 99. **If the presider of the meeting has any doubt about the result of a resolution submitted for voting, he/she may have the votes counted. If the presider of the meeting fails to have the votes counted, a shareholder or shareholder's proxy present at the meeting who objects to the result announced by the presider has the right to demand that the votes be counted immediately after the announcement of the voting result, and the presider shall have the votes counted immediately.** |
| 86. | 115. If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minute book.<br><br>Minute shall be made in respect of all resolutions passed at a shareholders' general meeting and signed by directors present at the meeting. The minutes, shareholders' attendance list and proxy forms shall be kept at the Company's domicile. | 100. If votes are counted at a shareholders' meeting, the result of the count shall be recorded in the minute book. |
| 87. | 119. Shareholders may, during the business hours of the Company, inspect copies of the minutes of any shareholders' general meetings without charge. If a shareholder requests from the Company a copy of the minutes of any meeting, the Company shall send a copy of such minutes to him within 7 days after receipt of reasonable charges. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 88. | 128. Directors shall be elected or replaced by the shareholders' general meeting, and may be dismissed at the shareholders' general meeting prior to expiration of the term of office. The term of office of each director is 3 years. The directors may, after the expiration of the term of office, be re-elected and re-appointed. The shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.<br><br>The chairman and vice-chairman(s) shall be elected and removed by more than one half of all the members of the board of directors. The term of office for each of the chairman and the vice-chairman(s) is 3 years, renewable upon re-election.<br><br>The term of office of each director shall commence as of his assumption of office until the expiration of the current board of directors. Where the directors fail to be promptly reelected upon the expiration of the term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulation, and provisions of these Articles.<br><br>The term of office of any one appointed by the board of directors as director to fill up the temporary vacancy of the board of directors or augmentatively appointed as director shall be valid until the next shareholders' anniversary general meeting, and such person are qualified to be re-elected.<br><br>General managers or other senior officers may serve concurrently as directors, however, the directors who concurrently serve as managers or other senior officers and staff representatives shall not exceed half of all the directors of the company.<br><br>A director shall not be required to hold shares of the Company. | 112. Directors shall be elected or replaced by the shareholders' meeting, and may be dismissed at the shareholders' meeting prior to expiration of their term of office, **with the dismissal taking effect on the date the resolution of the shareholders' meeting is made.** The term of office of each director is 3 years. The directors may, after the expiration of the term of office, be re-elected and re-appointed. **If a director is dismissed from office before the expiration of his/her term without a valid reason, the director may demand compensation from the Company. The Company shall have at least one employee director. The employee director on the board of directors shall be democratically elected by the Company's employees through the employee representative congress, the employee assembly, or other forms, and does not need to be submitted to the shareholders' meeting for review.**<br><br>**The term of office of each director shall commence as of his/her assumption of office until the expiration of the current board of directors.** Where the directors fail to be promptly re-elected upon the expiration of the term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulation, and provisions of these Articles.<br><br>**Senior officers may serve concurrently as directors. However, the directors who concurrently serve as senior officers and staff representatives shall not exceed half of all the directors of the company.** |

| | The current Articles of Association | Amended Articles of Association |
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| 89. | 129. Notice in writing of the intention to propose a person for election as a director and notice in writing by that person of his willingness to be elected shall have been given to the Company 7 days before the date of such shareholder's general meeting. The period for lodgment of the notices referred to in this paragraph will commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.<br><br>The number of directors elected each term shall not be less than the number as provided in these Articles and shall not exceed the maximum number of directors elected through ordinary voting by the shareholders' general meeting. When the number of directors elected exceeds the maximum number, the elected directors shall be determined by the number of votes by sequence. | (Deleted) |
| 90. | 130. The directors shall abide by laws, administrative rules, and these Articles and faithfully perform the following obligations for safeguarding the interests of the Company:<br><br>(1) safeguard the interests of the Company and all shareholders, and shall not prejudice the interests of the Company for the interest of beneficial controllers, shareholders, employees, himself or other third parties;<br>(2) not abuse their functions and powers to accept bribery or other illegal income and not misappropriate the Company's assets;<br>(3) not embezzle the Company's funds;<br>(4) not open accounts in their own name or in the names of others, for depositing the funds or assets of the Company; | 113. **Directors shall comply with the provisions of laws, administrative regulations, and these Articles, owe a duty of loyalty to the Company, take measures to avoid conflicts between their own interests and the interests of the Company, and not use their position to seek improper benefits.**<br><br>**A director owes the following duties of loyalty to the Company:**<br><br>**(1) not embezzle Company property or misappropriate Company funds;**<br>**(2) not deposit Company funds in an account opened in his/her own name or in the name of others;**<br>**(3) not use his/her position to accept bribes or other illegal income;**<br>**(4) not directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval by a resolution of the board of directors;** |

| | The current Articles of Association | Amended Articles of Association |
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| | (5) not lend the Company's funds to others or provide guarantees for others with the Company's assets in violation of the provisions hereof and without the approval of the shareholders' general meeting or the board of directors;<br>(6) not enter into any contract or transaction with the Company in violation of the provisions hereof and without the approval of the shareholders' general meeting;<br>(7) without the approval of the shareholders' general meeting, not abuse its powers and functions to seek business opportunities for themselves or others as should have been attributed to the Company, nor operate for themselves or entrust others to operate or operate others businesses similar to those of the company;<br>(8) not accept commission derived from transactions of the Company, as personal gains;<br>(9) not abuse associated relationships to impair the interests of the Company;<br>(10) keep the trade secrets confidential, not to disclose major information to be disclosed, not to acquire interests through inside information and shall perform the non-competition obligation after resignation as agreed with the Company;<br>(11) other faithful discharge of obligations as prescribed in the laws, administrative rules, departmental regulations and these Articles.<br><br>Any income of the directors arising from their acts above mentioned shall be owned by the company; where the directors cause losses to the company, they shall bear compensation liabilities. | **(5) not use his/her position to seek for himself/herself or others a business opportunity belonging to the Company, except where he/she has reported to the board of directors or the shareholders' meeting and obtained approval by a resolution of the shareholders' meeting, or where the Company is unable to utilise such business opportunity according to the provisions of laws, administrative regulations, or these Articles;**<br>**(6) not engage in, for his/her own account or for others, any business that is of the same type as the Company's business, without reporting to the board of directors or the shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting;**<br>**(7) not accept commission derived from transactions between others and the Company, as personal gains;**<br>(8) not abuse associated relationships to impair the interests of the Company;<br>**(9) not disclose Company secrets without authorisation;**<br>(10) other faithful discharge of obligations as prescribed in the laws, administrative rules, departmental regulations and these Articles.<br><br>Any income of the directors arising from their acts above mentioned shall be owned by the company; where the directors cause losses to the company, they shall bear compensation liabilities.<br><br>**The provisions of item (4) of the second paragraph of this Article shall apply when the close relatives of a director or senior officers, an enterprise directly or indirectly controlled by a director, senior officers, or their close relatives, or any other related person having other affiliations with a director or senior officers, enters into a contract or conducts a transaction with the Company.** |

| | The current Articles of Association | Amended Articles of Association |
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| 91. | 131. The directors shall abide by the laws, administrative rules and these Articles, and shall perform the following obligations with due diligence and shall not reluctant to take their responsibilities:<br><br>(1) ensuring that they have reserve sufficient time and effort for participating in the Company's affairs and cautiously judging the risks and gains arising from the resolutions proposed;<br>(2) The directors, in principle, shall attend the meeting of the Board in person. Any director who fails to attend the meeting due to some reasons and authorises another director in writing to attend on his/her behalf shall cautiously select a proxy, with specific authorised matters and intent of decision-making, and shall not give carte blanche to his/her proxy;<br>(3) prudently, earnestly and diligently exercising the rights conferred by the company so as to ensure the compliance of the company's business acts with the requirements of the State laws, administrative rules and the various State economic policies and that business activities shall not exceed the business scope mentioned in the business license;<br>(4) treating all the shareholders fairly;<br>(5) focusing on matters including operating condition of the Company and timely report relevant issues and risks to the Board, and shall not be released from such liability by the reason that they are not familiar with the Company's business or do not understand the related matters; | 114. **Directors shall comply with the provisions of laws, administrative regulations, and these Articles, owe a duty of diligence to the Company, and in the performance of their duties, shall exercise the reasonable care that a manager would normally be expected to exercise for the best interests of the Company.**<br><br>**A director owes the following duties of diligence to the Company:**<br><br>(1) ensuring that they have sufficient time and effort for participating in the Company's affairs and cautiously judging the risks and gains arising from the resolutions proposed;<br>(2) the directors, in principle, shall attend the meeting of the Board in person. Any director who fails to attend the meeting due to some reasons and authorises another director in writing to attend on his/her behalf shall cautiously select a proxy, with specific authorised matters and intent of decision-making, and shall not give carte blanche to his/her proxy;<br>(3) prudently, earnestly and diligently exercising the rights conferred by the company so as to ensure the compliance of the company's business acts with the requirements of the State laws, administrative rules and the various State economic policies and that business activities shall not exceed the business scope mentioned in the business license;<br>(4) treating all the shareholders fairly;<br>**(5) staying informed in a timely manner about the Company's business operations and management, and timely reporting relevant issues and risks to the Board, and shall not be released from such liability by the reason that they are not familiar with the Company's business or do not understand the related matters;** |

| | The current Articles of Association | Amended Articles of Association |
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| | (6) reporting regularly to the company and signing the written confirmation opinions, and ensuring the authenticity, accuracy and completeness of the information disclosed by the company;<br>(7) providing the relevant information and materials to the board of supervisors faithfully, and not impeding the board of supervisors or supervisors in exercising their functions and powers;<br>(8) actively promoting the regulated operation of the Company, supervising the performance of information disclosure obligations by the Company, timely rectifying and reporting the non-compliance behaviour of the Company and supporting the performance of social responsibility of the Company;<br>(9) other obligations of diligence as prescribed in the relevant laws, administrative rules, departmental regulations and these Articles. | (6) reporting regularly to the company and signing the written confirmation opinions, and ensuring the authenticity, accuracy and completeness of the information disclosed by the company;<br>**(7) providing relevant information and materials truthfully to the Audit Committee and not impeding the Audit Committee in the exercise of its powers;**<br>(8) other obligations of diligence as prescribed in the relevant laws, administrative rules, departmental regulations and these Articles. |
| 92. | 133. A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose relevant situation in accordance with the requirements of the stock exchange where the Company's shares are listed.<br><br>If the number of members of the Board of Directors falls below the statutory minimum number because of the resignation of a director, or the proportion of independent directors on the Board of Directors or its specialised committees does not comply with the requirements of laws, regulations or the Articles of Association due to the resignation of an independent director, or if there is a lack of accounting professionals among the independent directors, the existing director shall continue to perform his/her duties as a director in accordance with relevant laws, administrative regulations, department rules and the provisions of these Articles until a newly elected Director takes office. The resignation of the original director shall be effective only after the succeeding director has filled his vacancy.<br><br>Other than the circumstances specified in the preceding paragraph, the resignation of a director shall take effect upon receipt of the resignation by the Board of Directors. | 116. **A director may resign before the expiration of his/her term of office. A director who resigns shall submit a written resignation report to the Company. The resignation shall take effect on the date the Company receives the resignation report, and the Company will disclose the relevant information within 2 trading days. The board of directors will also disclose relevant information as required by the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed (if required).**<br><br>**If the number of members of the Board of Directors falls below the statutory minimum number because of the resignation of a director, or the proportion of independent (non-executive) directors on the Board of Directors or its specialised committees does not comply with the requirements of laws, regulations or these Articles due to the resignation of an independent (non-executive) director, or if there is a lack of accounting professionals among the independent (non-executive) directors, the existing director shall continue to perform his/her duties as a director in accordance with relevant laws, administrative regulations, department rules and the provisions of these Articles until a newly elected director takes office. The resignation of the original director shall be effective only after the succeeding director has filled his/her vacancy.** |

| | The current Articles of Association | Amended Articles of Association |
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| 93. | 134. Where the resignation of each director comes into force or his term of office expires, the director shall deal with all the required hand-over formalities to the board of directors. His/her fiduciary duties towards the Company and the shareholders shall remain in force for six months after the end of his/her term of service. | 117. **The Company shall establish a management system for the resignation of directors, which shall specify safeguard measures for holding them accountable and seeking recourse for unfulfilled public commitments and other outstanding matters. Where the resignation of each director comes into force or his/her term of office expires, the director shall deal with all the required hand-over formalities to the board of directors. His/her fiduciary duties towards the Company and the shareholders shall remain in force for six months after the end of his/her term of service. The liability that a director should bear for the performance of his/her duties during his/her term of office shall not be exempted or terminated due to his/her departure from office.** |
| 94. | 136. Where the law, administrative rules, departmental regulations or provisions of these Articles are violated, thus causing losses to the Company in performing duties for the Company, the directors shall be liable for compensation. | 119. Where the law, administrative rules, departmental regulations or provisions of these Articles are violated, thus causing losses to the Company in performing duties for the Company, the directors shall be liable for compensation.<br><br>**Where a director causes harm to others in the performance of his/her duties for the Company, the Company shall bear the liability for compensation; if the director has acted with intent or gross negligence, the director shall also bear the liability for compensation.** |

| | The current Articles of Association | Amended Articles of Association |
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| 95. | 137. The Company shall have a board of directors. The board of directors shall consist of 7-11 directors, and shall comprising 1 chairman and may comprising 1 to 2 vice chairman(s). The directors of the Company shall consist of executive directors, non-executive directors and independent non-executive directors (independent directors). An executive director refers to a director who assumes a position competent in operations and management and is not independent as defined by law at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent non-executive director refers to a director who holds no position in the Company other than the position of director and complies with the relevant provisions of the independence of independent directors in accordance with the requirements of the stock exchange where the Company's shares are listed, and has no direct or indirect relationship with the Company, its major shareholder(s) and its actual controller or other factors that may influence them from making objective and independent judgment. | 120. **The Company shall have a board of directors, which shall consist of 5-11 directors. The board of directors shall have one Chairman and may have one to two Vice Chairmen. The chairman and vice-chairman(s) shall be elected and removed by more than one half of all the members of the board of directors. The term of office for each of the chairman and the vice-chairman(s) is 3 years, renewable upon re-election. The Company's directors include executive directors, non-executive directors, independent (non-executive) directors, and employee directors. An executive director refers to a director who assumes a position competent in operations and management and is not independent as defined by law at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent (non-executive) director refers to a director who holds no position in the Company other than the position of director and complies with the relevant provisions of the independence of independent (non-executive) directors in accordance with the requirements of the stock exchange where the Company's shares are listed, and has no direct or indirect relationship with the Company, its major shareholder(s) and its actual controller or other factors that may influence them from making objective and independent judgment.**<br><br>More than half of the directors shall be external directors (the directors who don't hold posts in the Company), **including at least 3 independent (non-executive) directors who shall account for at least one-third of the board members and at least one independent (non-executive) director shall possess proper professional qualifications or proper accounting or finance-related management expertise as required by applicable laws and regulations.** |

| | The current Articles of Association | Amended Articles of Association |
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| | More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent non-executive directors who shall account for at least one-third of the board members and at least one independent non-executive director shall possess proper professional qualifications or proper accounting or finance-related management expertise.<br><br>External directors shall have sufficient time and necessary knowledge and ability to perform their duties. When an external director performs his/her/its duties, the Company shall provide necessary information. Among them, independent directors shall focus on matters closely relating to the interests of minority shareholders. External directors may engage securities service institutions such as accountants or law firms to conduct auditing and examination or give opinions on relevant matters in accordance with relevant requirements of the stock exchange where the Company's shares are listed. | External directors shall have sufficient time and necessary knowledge and ability to perform their duties. When an external director performs his/ her/its duties, the Company shall provide necessary information. Among them, independent (non-executive) directors shall focus on matters closely relating to the interests of minority shareholders. **Independent (non-executive) directors may engage securities service institutions such as accounting firms or law firms to conduct auditing and examination or give opinions on relevant matters in accordance with relevant requirements of the stock exchange where the Company's shares are listed.** |
| 96. | 138. Based on its needs, the Company shall establish specialized committees including the Strategy Committee of the Board of Directors, the Audit Committee of the Board of Directors, the Remuneration Committee of the Board of Directors and the Nomination Committee of the Board of Directors. The members of the specialized committees shall all consist of directors. In particular, the independent non-executive directors shall account for more than half of the members of the Remuneration Committee and Nomination Committee and act as the convener or chairman. The Audit Committee shall consist of at least three members and all of its members shall be non-executive directors who do not hold senior management positions in the Company and its conveners or chairmen shall be an independent non-executive director who is accounting professional. | 121. **As needed, the Company's board of directors shall establish special committees such as a Strategy Committee, an Audit Committee, a Remuneration Committee, and a Nomination Committee.** |

| | The current Articles of Association | Amended Articles of Association |
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| 97. | 139. The Company shall establish and the Board of Directors shall approve the rules of procedures for specialized committees of the Board of Directors. Each specialized committee shall exercise its authority in accordance with the Articles and its rules of procedures and responsible to the Board of Directors as well as to report its works to the Board of Directors. | 122. **The Company shall formulate rules of procedure for the special committees of the board of directors, which shall be approved by the board of directors. Each special committee of the board of directors shall exercise its powers in accordance with these Articles and its rules of procedure.** |
| 98. | 140. The board of directors is responsible to the shareholders' general meeting and exercises the following powers:<br>(1) convening the shareholders' general meeting and reporting its work to the shareholders' general meeting;<br>(2) implementing the resolutions of the shareholders' general meeting;<br>(3) deciding the business plan and investment plan of the Company;<br>(4) formulating the annual financial budget and final settlement plan of the Company;<br>(5) formulating profit allocation plan and plan to recover losses, of the Company;<br>(6) formulating the debt and financial policies, the plans of the Company regarding the increase or decrease in the registered capital, the issuance of bonds or other securities and the listing of the Company;<br>(7) drawing up Company plans concerning major acquisitions or sales, the acquisition of Company stocks or merger, division, dissolution and alteration in corporate form;<br>(8) within the scope of authorization granted by the shareholders' general meeting, deciding such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and connected transactions and external donations; | 123. **The board of directors shall exercise the following powers:**<br>(1) convening the shareholders' meeting and reporting its work to the shareholders' meeting;<br>(2) implementing the resolutions of the shareholders' meeting;<br>(3) deciding the business plan and investment plan of the Company;<br>(4) formulating profit allocation plan and plan to recover losses, of the Company;<br>**(5) formulating plans for the increase or reduction of the Company's registered capital, as well as plans for the issuance of corporate bonds or other securities and their listing;**<br>(6) drawing up Company plans concerning major acquisitions or sales, the acquisition of Company stocks or merger, division, dissolution and alteration in corporate form;<br>(7) within the scope of authorisation granted by the shareholders' meeting, deciding such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and related/ connected transactions and external donations;<br>(8) deciding the establishment of the internal management office of the Company; |

| | The current Articles of Association | Amended Articles of Association |
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| | (9) deciding the establishment of the internal management office of the Company;<br>(10) appointing or dismissing the general manager and the secretary of the board of directors of the Company, appointing or dismissing the deputy general manager(s), the financial principal and other senior management personnel of the Company according to the nomination of the general manager, and deciding on matters of remuneration, rewards and punishments thereof;<br>(11) formulating the basic management system of the Company;<br>(12) formulating the plan for amendment to these Articles;<br>(13) controlling the disclosure of the Company's information;<br>(14) proposing to the shareholders' general meeting the appointment or replacement of the accounting firm which renders audit service to the Company;<br>(15) hearing the Company management work report and examining the work of the general managers;<br>(16) in addition to matters that shall be decided by resolution of the shareholders' general meeting in line with the Company law and theses Articles, deciding other material matters and administrative matters, and execute other material agreements; and<br>(17) other functions and powers conferred by the laws, administrative rules, departmental regulations, and these Articles.<br><br>Except for the board of director's resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (12) of this provision which shall be passed by more than two-thirds of all the directors, the board of director's resolutions in respect of all other matters may be passed by more than one half of all the directors. | (9) appointing or dismissing the general manager and the secretary of the board of directors of the Company, **deciding on their remuneration, rewards, and penalties; appointing or dismissing the deputy general manager(s), the Chief Financial Officer and other senior officers of the Company according to the nomination of the general manager, and deciding on matters of remuneration, rewards and punishments thereof;**<br>(10) formulating the basic management system of the Company;<br>(11) formulating the plan for amendment to these Articles;<br>(12) controlling the disclosure of the Company's information;<br>(13) proposing to the shareholders' meeting the appointment or replacement of the accounting firm which renders audit service to the Company;<br>(14) hearing the Company management work report and examining the work of the general managers;<br>**(15) deciding on other major and administrative affairs of the Company, except for matters that are required by the Company Law and these Articles to be resolved by the shareholders' meeting;**<br>(16) other functions and powers conferred by the laws, administrative rules, departmental regulations, these Articles or shareholders' meeting.<br><br>**Matters exceeding the scope of authorisation granted by the shareholders' meeting shall be submitted to the shareholders' meeting for review.** |

| | The current Articles of Association | Amended Articles of Association |
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| 99. | 143. The board of directors shall set forth powers regarding the approval of external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and connected associated transactions and external donations; shall establish strict examination and decision-making procedures; the major investment projects shall be subject to review by the relevant experts and professionals and be reported to the shareholders' general meeting for approval.<br><br>The board of directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the aggregate of the amount or value of the consideration for the proposed disposition, and the amount or value of the consideration for any such disposition of any fixed assets of the Company that has been completed in the period of 4 months immediately preceding the proposed disposition, exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders in general meeting.<br><br>For the purposes of this Article, a disposal of fixed assets includes an act involving the transfer of an interest in fixed assets but does not include the provision of security with fixed assets.<br><br>The validity of a transaction entered into by the Company for the disposal of fixed assets shall not be affected by the breach of the second paragraph of this Article.<br><br>In making decisions on market development, merger and acquisition, investment in new areas, if the amount of investment or merger & acquisition is more than 10% of the Company's total assets, the board of directors shall engage consulting organizations to provide opinions as important basis for decision making. | 126. The board of directors shall determine the approval authority for external investments, acquisition and sale of assets, asset mortgages, external guarantees, entrusted wealth management, related/connected transactions, and external donations, and establish strict review and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and submitted to the shareholders' meeting for approval in accordance with applicable laws and regulations, and the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed. |
| 100. | 145. The Chairman of the board of directors exercises the following powers:<br>(1) to preside shareholders' general meetings and to convene and preside meetings of the board of directors;<br>(2) to supervise the implementation of resolutions of the board of directors;<br>(3) to sign the securities certificates issued by the Company;<br>(4) to exercise other powers conferred by the board of directors. | 128.The Chairman of the board of directors exercises the following powers:<br>(1) to preside shareholders' meetings and to convene and preside meetings of the board of directors;<br>(2) to supervise and inspect the implementation of resolutions of the board of directors;<br>(3) to exercise other powers conferred by the board of directors. |

| | The current Articles of Association | Amended Articles of Association |
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| 101. | 147. Meetings of the board of directors shall be held at least fourth every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting.<br><br>The Company shall convene a meeting attended by all the Independent Directors on a regular or irregular basis.<br><br>The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:<br><br>(1) it is deemed necessary by the chairman;<br>(2) it is proposed by the general;<br>(3) it is proposed by shareholders representing more than 10% voting right;<br>(4) it is proposed by more than one-third of the directors;<br>(5) it is proposed by more than half of the independent directors;<br>(6) It is proposed by the Supervisory Committee;<br>(7) it is required by the relevant regulatory authorities.<br><br>In case of convening an extraordinary meeting of the board of directors, it shall not be restricted by notifying ways of meeting as provided in the first paragraph of this Article.<br><br>For any important matter subject to decision by the board of directors, all of the executive directors and external directors must be given advance notice by the time as required by this Article and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The directors may demand that supplementary materials be provided. If two or more of the independent directors believe that there is insufficient information or that the arguments are inconclusive, they may jointly propose in writing that the board meeting be postponed or that some of the matters to be discussed at the board meeting be discussed at a later time. In such circumstances the board of directors shall accept the proposal. | 130. **The board of directors shall hold at least four regular meetings each year, which shall be convened and presided over by the Chairman of the board of directors.**<br><br>**The chairman shall convene and preside over an extraordinary Board meeting within ten days under the following circumstances:**<br><br>(1) it is proposed by shareholders representing more than 10% voting right;<br>(2) it is proposed by more than one-third of the directors;<br>**(3) it is proposed by more than half of the independent (non-executive) directors;**<br>**(4) it is proposed by the Audit Committee;**<br>(5) it is required by the relevant regulatory authorities.<br><br>For any important matter subject to decision by the board of directors, **all of the directors must be given advance notice by the time as required by these Articles and provided with sufficient materials. When two or more independent (non-executive) directors believe that the meeting materials are incomplete, the arguments are insufficient, or the materials are not provided in a timely manner, they may jointly propose in writing to postpone the board of directors meeting or to defer deliberation on some of the matters to be discussed by the Board, and the board of directors shall accept such proposal.** |

| | The current Articles of Association | Amended Articles of Association |
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| 102. | 148. Regular meetings and extraordinary meetings of the board of directors shall be notified in the following ways:<br><br>(1) For convening director's regular meeting, notice of the time and place of the meeting of the board of directors shall be sent by the Chairman through the secretary to the board of directors to each of the directors and the supervisors by telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than 14 days before the meeting.<br>(2) For convening director's extraordinary meeting, written notice of the meeting shall be sent by the secretary to the board of directors to each of the directors and the supervisors by announcement, telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than 4 days before the meeting.<br>(3) Notices shall be in Chinese and, where necessary, in English also and shall include an agenda of the meeting. Any director may waive its right of requesting notification from the board of directors.<br><br>If the situation is urgent and an extraordinary meeting of the board of directors needs to be convened as soon as possible, a notice of the meeting may be sent by telephone or by other verbal means at any time, this shall be acknowledged in the resolution of the board of directors.<br><br>Notice of a meeting shall be deemed to have been given to a director who attends the board meeting without protesting against, before or upon his attendance at the meeting, any lack of notice.<br><br>Any meeting of the board of directors may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other, and all such directors shall be deemed to be present in person at the meeting. | 131. Regular meetings and extraordinary meetings of the board of directors shall be notified in the following ways:<br><br>**(1) to convene a regular meeting of the board of directors, the Chairman of the board of directors shall, through the Secretary to the board of directors, notify all directors in writing at least 14 days in advance by means such as email, telephone, fax, express courier, registered mail, or personal delivery.**<br>**(2) to convene an extraordinary meeting of the board of directors, the Secretary to the board of directors shall notify all directors in writing 4 days before the meeting is held by means such as email, telephone, fax, express courier, registered mail, or personal delivery.**<br>(3) notices shall be in Chinese and, where necessary, in English also and shall include an agenda of the meeting. Any director may waive its right of requesting notification from the board of directors<br><br>If the situation is urgent and an extraordinary meeting of the board of directors needs to be convened as soon as possible, a notice of the meeting may be sent by telephone or by other verbal means at any time, **but the convener must explain it at the meeting and this shall be acknowledged in the resolution of the board of directors.**<br><br>**Notice of a meeting shall be deemed to have been given to a director who attends the board meeting without protesting against, before or upon his/her attendance at the meeting, any lack of notice.**<br><br>Any meeting of the board of directors may be held by telephone conference or similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other, and all such directors shall be deemed to be present in person at the meeting. |

| | The current Articles of Association | Amended Articles of Association |
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| 103. | 149. The notice on the meeting of the board of directors shall include the following context:<br><br>(1) session of the meeting and the date and place of the meeting;<br>(2) form of the meeting;<br>(3) matters to be considered;<br>(4) convener and chairperson of the meeting;<br>(5) the requirement that a Director shall attend the meeting in person or by proxy;<br>(6) the contact person and contact method;<br>(7) date of giving the notice. | 132. The notice on the meeting of the board of directors shall include the following context:<br><br>**(1) session, time, place, and duration of the meeting;**<br>(2) form of the meeting;<br>**(3) matters and topics to be considered at the meeting;**<br>**(4) convener and the presider of the meeting;**<br>(5) the requirement that a director shall attend the meeting in person or by proxy;<br>**(6) the contact person and contact information for the meeting;**<br>(7) date of giving the notice. |
| 104. | 150. A meeting of the board of directors (including the directors appointing other directors to present at the meeting through written power of attorney as provided by Article 106) shall be held only if more than half of all the directors are present.<br><br>Each director shall have one vote. Other than matters that must be passed by no less than two-thirds of all directors as prescribed by laws, regulations, regulatory documents and the Articles, resolutions of the board of directors must be passed by more than half of all the directors.<br><br>Where the number of votes cast for and against a resolution are equal, the Chairman shall have the right to cast an additional vote. | 133. **A board of directors meeting may be held only if more than half of all directors (including directors who have appointed other directors in writing to attend the board of directors meeting on their behalf in accordance with these Articles) are present.**<br><br>**Voting at a board of directors meeting shall be conducted on the basis of one vote per person. Unless otherwise provided by laws, regulations, normative documents, and these Articles, a resolution of the board of directors must be passed by more than half of all directors.** |

| | The current Articles of Association | Amended Articles of Association |
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| | The opinions of independent directors shall be clearly stated in resolutions of the board of directors. Any related-party transaction proposed by the Company which is required to be disclosed in accordance with laws and regulations, any proposal by the Company and its related parties to change or waive their undertakings, any decision proposed to be made and measures to be taken by the Board of Directors of the Company in relation to the acquisition of the Company, and any other matters stipulated in the laws, administrative rules and regulations and the Articles of Association of the Company shall be submitted to the Board of Directors for deliberation with the approval of more than half of all the independent directors of the Company. | |
| 105. | 151. Where directors have connected relationship with the enterprises mentioned in any resolution made by the board of directors, such directors shall neither vote on the said resolutions nor act as proxies for other directors to exercise their voting right upon the said resolutions. Such meetings of the board of directors may not be held unless attended by the majority of all the non-connected directors, and resolutions adopted at such meeting shall be passed by the majority of all the non-connected directors. Where the number of the non-connected directors attending the meeting of the board of directors is less than three, the matters shall be submitted to the shareholders' general meeting for examination and deliberation. | 134. **If a director has a related-party relationship with an enterprise or individual involved in a matter to be resolved by the board of directors, the director shall promptly report this to the board of directors in writing. A director with a related-party relationship shall not exercise voting rights on the resolution,** nor shall they exercise voting rights on behalf of other directors. Such meetings of the board of directors may not be held unless attended by the majority of all the non-connected directors, and resolutions adopted at such meeting shall be passed by the majority of all the non-connected directors. **Where the number of non-related directors present at a board of directors meeting is less than 3, the matter shall be submitted to the shareholders' meeting for review.** |

| | The current Articles of Association | Amended Articles of Association |
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| 106. | 152. Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The power of attorney shall set out the name of the authorized person, the authorized items, scope of the authorization and valid period for the authorization, and should be signed or executed by the authorizer.<br><br>A director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.<br><br>Fees arising from directors' attending board meetings shall be paid by the Company. These fees include transportation fees accrued (if directors' locations are different from that of the place of meetings) and the board and lodging fees arising from the term of the board meetings. The rental of place for meetings and other local transportation fees shall also be paid by the Company.<br><br>In respect of any matter requiring the resolution of any extraordinary meeting of the board of directors, the board of directors may accept written proposals instead of board meetings. A resolution approved in writing by at least such number of directors as may be required pursuant to Article 99 hereof after the resolution has been reduced into writing (including delivery by courier, mail or fascimile), and delivered to all the directors, shall be deemed to be a valid resolution and a board meeting shall be dispensed with. | 135. Directors shall attend the meetings of the board of directors in person. **If a director is unable to attend for any reason, he/she may appoint another director in writing to attend on his/her behalf.** The power of attorney shall set out the name of the authorised person, the authorised items, scope of the authorisation and valid period for the authorisation, and should be signed or stamped by the authoriser.<br><br>A director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his/her behalf, **he shall be deemed to have waived his/her right to vote at the meeting.**<br><br>Fees arising from directors' attending board meetings shall be paid by the Company. These fees include transportation fees accrued (if directors' locations are different from that of the place of meetings) and the board and lodging fees arising from the term of the board meetings. The rental of place for meetings and other local transportation fees shall also be paid by the Company.<br><br>**Unless otherwise provided by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles, for matters requiring a resolution by an extraordinary meeting of the board of directors, if the board of directors has sent the proposed resolution in writing (including by personal delivery, mail, or fax) to all directors, and the number of directors who have signed in agreement with the resolution has reached the number required by these Articles to make such a resolution, a valid resolution may be formed.** |

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| | Minutes shall be made in Chinese in respect of all resolutions passed at a board meeting, whether a board meeting is held or not. The meeting minutes of each board meeting shall be circulated to all directors for review. Directors who wants to make amendments or supplements shall make a report in writing to the chairman of the board within one week after its receipt of such minutes. After the finalization of such minutes, all the directors presenting at the meeting together with the recorder shall sign on the minutes. The minutes shall be deposited at the Company's domicile located inside China and the copies shall be distributed to all directors. The minutes of the meeting of the board of directors shall be kept on file at the Company for a period of no less than 10 years.<br><br>The minutes of the meeting of the board of directors shall include the following context:<br><br>(1) session of the meeting, and its date, venue and convening method;<br>(2) information on the giving of the notice of the meeting;<br>(3) convener and the chairman of the meeting;<br>(4) information on directors' attending in person and on behalf of any other director;<br>(5) agenda of the meeting;<br>(6) proposals considered by the meeting, key points in speech of each director and main opinions of each director on relevant issues;<br>(7) voting method and result of each issue for resolution (voting result shall indicate the number of affirmative votes, dissenting votes or abstention votes respectively);<br>(8) other issues to which directors present at the meeting deem it necessary to record. | Minutes shall be made in Chinese in respect of all resolutions passed at a board meeting. The meeting minutes of each board meeting shall be circulated to all directors for review as soon as possible. Directors who want to make amendments or supplements shall make a report in writing to the chairman of the board within one week after its receipt of such minutes. After the finalisation of such minutes, all the directors presenting at the meeting together with the recorder shall sign on the minutes. The minutes shall be deposited at the Company's domicile located inside China and the copies shall be distributed to all directors. The minutes of the meeting of the board of directors shall be kept on file at the Company for a period of no less than 10 years.<br><br>The minutes of the meeting of the board of directors shall include the following contents:<br>(1) session of the meeting, and its date, venue and convening method;<br>(2) information on the giving of the notice of the meeting;<br>**(3) convener and the presider of the meeting;**<br>**(4) names of the directors present and names of the directors (proxies) who attended the board of directors meeting on behalf of others;**<br>(5) agenda of the meeting;<br>(6) proposals considered by the meeting, key points in speech of each director and main opinions of each director on relevant issues;<br>(7) voting method and result of each issue for resolution (voting result shall indicate the number of affirmative votes, dissenting votes or abstention votes respectively);<br>(8) other issues to which directors present at the meeting deem it necessary to record. |

| | The current Articles of Association | Amended Articles of Association |
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| 107. | / | 137. **Independent (non-executive) directors shall, in accordance with the provisions of applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles, diligently perform their duties, play a role in participating in decision-making, providing supervision and checks and balances, and offering professional advice within the board of directors, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.** |
| 108. | / | 138. **Independent (non-executive) directors must maintain their independence. The following persons shall not serve as independent (non-executive) directors:**<br><br>**(1) persons employed by the Company or its affiliated enterprises, and their spouses, parents, children, and major social relations (major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of spouses of children, etc.);**<br>**(2) natural person shareholders who directly or indirectly hold 1% or more of the Company's issued shares or are among the top ten shareholders of the Company, and their spouses, parents, and children;**<br>**(3) persons employed by a shareholder who directly or indirectly holds 5% or more of the Company's issued shares or by one of the top 5 shareholders of the Company, and their spouses, parents, and children;**<br>**(4) persons employed by an affiliated enterprise of the Company's controlling shareholder or actual controller, and their spouses, parents, and children;** |

| | The current Articles of Association | Amended Articles of Association |
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| | | **(5) persons who have significant business dealings with the Company, its controlling shareholder, its actual controller, or their respective affiliated enterprises, or persons employed by an entity that has significant business dealings with them or by the controlling shareholder or actual controller of such an entity;**<br>**(6) persons who provide financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholder, its actual controller, or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary agency providing the services, reviewers at all levels, persons who sign the reports, partners, directors, senior officers, and principal responsible persons;**<br>**(7) persons who have fallen under any of the circumstances listed in items (1) to (6) within the last 12 months;**<br>**(8) other persons who lack independence as stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.**<br><br>**The affiliated enterprises of the Company's controlling shareholder or actual controller mentioned in items (4) to (6) of the first paragraph of this Article do not include enterprises that are controlled by the same state-owned assets management institution as the Company and do not constitute a related-party relationship with the Company in accordance with relevant regulations.**<br><br>**Independent (non-executive) directors shall conduct an annual self-assessment of their independence and submit the self-assessment report to the board of directors. The board of directors shall annually assess the independence of the incumbent independent (non-executive) directors and issue a special opinion, which shall be disclosed simultaneously with the annual report.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 109. | / | 139. **An independent (non-executive) director of the Company shall meet the following conditions:**<br><br>**(1) qualified to serve as a director of a listed company in accordance with laws, administrative regulations, and other relevant provisions;**<br>**(2) meeting the independence requirements stipulated in these Articles;**<br>**(3) possessing basic knowledge of the operations of a listed company and be familiar with relevant laws, regulations, and rules;**<br>**(4) having more than 5 years of work experience in law, accounting, economics, or other fields necessary for performing the duties of an independent (non-executive) director;**<br>**(5) having good personal integrity and no record of major dishonesty or other adverse records;**<br>**(6) other conditions stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 110. | / | 140. **As members of the board of directors, independent (non-executive) directors owe a duty of loyalty and a duty of diligence to the Company and all its shareholders, and shall prudently perform the following duties:**<br><br>**(1) participating in the decision-making of the board of directors and expressing clear opinions on the matters under discussion;**<br>**(2) supervising potential material conflicts of interest between the Company and its controlling shareholder, actual controller, directors, and senior officers, and protecting the legitimate rights and interests of minority shareholders;**<br>**(3) providing professional and objective advice on the Company's business development and promoting the improvement of the board of directors' decision-making level;**<br>**(4) other duties stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.** |
| 111. | / | 141. **Independent (non-executive) directors shall exercise the following special powers:**<br><br>**(1) independently engaging intermediary agencies to audit, consult on, or verify specific matters of the Company;**<br>**(2) proposing to the board of directors to convene an extraordinary shareholders' meeting;**<br>**(3) proposing to convene a board of directors meeting;**<br>**(4) publicly soliciting shareholder rights from shareholders in accordance with the law;**<br>**(5) expressing independent opinions on matters that may harm the interests of the Company or minority shareholders;** |

| | The current Articles of Association | Amended Articles of Association |
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| | | **(6) other powers stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.**<br><br>**When independent (non-executive) directors exercise the powers listed in items (1) to (3) of the first paragraph of this Article, it shall be approved by more than half of all independent (non-executive) directors.**<br><br>**When independent (non-executive) directors exercise the powers listed in the first paragraph of this Article, the Company will make a timely disclosure. If the afore-mentioned powers cannot be exercised normally, the Company will disclose the specific circumstances and reasons.** |
| 112. | / | 142. **The following matters shall be submitted to the board of directors for review after being approved by more than half of all independent (non-executive) directors of the Company:**<br><br>**(1) related/connected transactions that shall be disclosed;**<br>**(2) plans for the Company and related parties to change or waive commitments;**<br>**(3) decisions made and measures taken by the board of directors in response to an acquisition when the Company is being acquired;**<br>**(4) other matters stipulated by laws, administrative regulations, the CSRC, and these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 113. | / | 143. **The Company shall establish a special meeting mechanism attended exclusively by independent (non-executive) directors (hereinafter referred to as the Special Meeting of Independent (Non-Executive) Directors). When the board of directors review matters such as related/connected transactions, prior approval shall be obtained from the Special Meeting of Independent (Non-Executive) Directors.**<br><br>**The Company shall convene Special Meetings of Independent (Non-Executive) Directors on a regular or ad hoc basis. The matters listed in items (1) to (3) of the first paragraph of Article 141 and Article 142 of these Articlesshall be reviewed by the Special Meeting of Independent (Non-Executive) Directors.**<br><br>**The Special Meeting of Independent (Non-Executive) Directors may, as needed, study and discuss other matters of the Company.**<br><br>**The Special Meeting of Independent (Non-Executive) Directors shall be convened and presided over by one independent (non-executive) director jointly elected by more than half of all independent (non-executive) directors; if the convener fails to perform or is unable to perform his/her duties, two or more independent (non-executive) directors may convene the meeting on their own and elect one representative to preside.**<br><br>**Minutes shall be kept for the Special Meeting of Independent (Non-Executive) Directors in accordance with regulations, and the opinions of the independent (non-executive) directors shall be recorded in the minutes. Independent (non-executive) directors shall sign and confirm the meeting minutes.**<br><br>**The Company shall provide convenience and support for the convening of the Special Meeting of Independent (Non-Executive) Directors.** |

| | The current Articles of Association | Amended Articles of Association |
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| 114. | / | 144. **The Company's board of directors shall establish an Audit Committee, which shall exercise the powers of the board of supervisors as stipulated in the Company Law.** |
| 115. | / | 145. **The Audit Committee shall be composed of 3 or more directors who do not hold senior management positions in the Company, of which independent (non-executive) directors shall constitute a majority, and the convener shall be an independent (non-executive) director who is an accounting professional.** |
| 116. | / | 146. **The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the board of directors for review after being approved by more than half of all members of the Audit Committee:**<br><br>**(1) disclosure of financial accounting reports and financial information in periodic reports, and internal control evaluation reports;**<br>**(2) appointment or dismissal of the accounting firm that undertakes the Company's audit business;**<br>**(3) appointment or dismissal of the Company's Chief Financial Officer;**<br>**(4) changes in accounting policies or accounting estimates, or correction of material accounting errors for reasons other than changes in accounting standards;**<br>**(5) other matters stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 117. | / | 147. **The Audit Committee shall hold at least one meeting per quarter. An extraordinary meeting may be convened upon the proposal of 2 or more members, or when the convener deems it necessary. A meeting of the Audit Committee may be held only if more than two-thirds of its members are present.**<br><br>**A resolution of the Audit Committee shall be passed by more than half of the members of the Audit Committee.**<br>**Voting on resolutions of the Audit Committee shall be conducted on the basis of one vote per person.**<br><br>**Minutes shall be kept for resolutions of the Audit Committee in accordance with regulations, and the Audit Committee members present at the meeting shall sign the meeting minutes.**<br><br>**The rules of procedure for the Audit Committee shall be formulated by the board of directors.** |
| 118. | / | 148. **The Company's board of directors shall establish other special committees such as a Strategy Committee, a Nomination Committee, and a Remuneration Committee, which shall perform their duties in accordance with these Articles and the authorisation of the board of directors. Proposals from the special committees shall be submitted to the board of directors for review and decision. The rules of procedure for the special committees shall be formulated by the board of directors.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 119. | / | 149. **Independent (non-executive) directors shall constitute a majority of the members of the board of directors' Nomination Committee, and an independent (non-executive) director shall serve as the convener. The Nomination Committee is responsible for drafting the selection criteria and procedures for directors and senior officers, selecting and reviewing candidates for director and senior management positions and their qualifications, and making recommendations to the board of directors on the following matters:**<br><br>**(1) nomination or appointment and removal of directors;**<br>**(2) appointment or dismissal of senior officers;**<br>**(3) other matters stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.**<br><br>**If the board of directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting them in the resolution of the board of directors, and shall make a disclosure.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 120. | / | 150. **Independent (non-executive) directors shall constitute a majority of the members of the board of directors' Remuneration Committee, and an independent (non-executive) director shall serve as the convener. The Remuneration Committee is responsible for formulating and conducting performance assessments for directors and senior officers, and for formulating and reviewing remuneration policies and plans, including the remuneration decision-making mechanism, decision-making process, and payment and clawback arrangements for directors and senior officers, and shall make recommendations to the board of directors on the following matters:**<br><br>**(1) remuneration of directors and senior officers;**<br>**(2) formulating or changing equity incentive plans or employee stock ownership plans, and the fulfilment of conditions for incentive recipients to be granted and exercise their rights and interests;**<br>**(3) arrangements for directors and senior officers to hold shares in a proposed spin-off of a subsidiary;**<br>**(4) other matters stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.**<br><br>**If the board of directors does not adopt or does not fully adopt the recommendations of the Remuneration Committee, it shall record the opinions of the Remuneration Committee and the specific reasons for not adopting them in the resolution of the board of directors, and shall make a disclosure.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 121. | 154. The Company shall have one secretary of the board of directors who shall be a senior officer of the Company and possess corresponding job qualifications, and the secretary shall faithfully and diligently perform the duties. | 151. The Company shall have one secretary of the board of directors who shall be a senior officer of the Company and possess corresponding job qualifications, and the secretary shall faithfully and diligently perform the duties. **The provisions of these Articles regarding circumstances disqualifying a person from serving as a director, the management system for departure from office, and the duties of loyalty and diligence of directors shall also apply to the Secretary to the board of directors.** |
| 122. | 155. The secretary of the board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His primary responsibilities are to ensure that:<br>(1) the Company has complete organizational documents and records;<br>(2) the Company prepares and submits all reports and documents required by the competent authorities entitled thereto in accordance with law;<br>(3) the Company's registers of shareholders are properly maintained, and that persons entitled to the Company's records and documents are furnished with such records and documents without delay;<br>(4) he/she is responsible for matters such as preparation for general meetings and Board meetings;<br>(5) he/she is responsible for information disclosures matters and disclosing information in a timely and fair manner, ensuring that the information disclosed is true, accurate and complete;<br>(6) he/she shall perform other duties as required by the laws of the Company's place of registration and place of listing of its shares, administrative rules, departmental regulations and these Articles. | 152. The secretary of the board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are to ensure that:<br>(1) the Company has complete organisational documents and records;<br>(2) the Company prepares and submits all reports and documents required by the competent authorities entitled thereto in accordance with law;<br>(3) the Company's registers of shareholders are properly maintained, and that persons entitled to the Company's records and documents are furnished with such records and documents without delay;<br>(4) he/she is responsible for matters such as preparation for shareholders' meetings and Board meetings;<br>(5) he/she is responsible for information disclosures matters and disclosing information in a timely and fair manner, ensuring that the information disclosed is true, accurate and complete;<br>**(6) other duties stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, and these Articles.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 123. | 156. A director or other senior officer of the Company may hold the office of the secretary of the board of directors concurrently. The accountant(s) of the certified public accountants appointed by the Company shall not act as the secretary of the board of directors.<br><br>Provided that where the office of the secretary of the board of directors is held concurrently by a director, and an act is required to be done by a director and the secretary separately, the person who holds the office of director and secretary may not perform the act in dual capacity. | 153. A director or other senior officer of the Company may hold the office of the secretary of the board of directors concurrently. |
| 124. | 157. During any vacancy in such office, the Board shall designate a director or a senior management personnel to perform the duties of the secretary to the Board. Where the vacancy of the secretary to the Board has lasted for more than three months, the authorized representative of the Company shall take the office of the secretary to the Board. | 154. During any vacancy in such office, **the Company shall designate a director or a senior officer to perform the duties of the secretary to the Board. If the position is vacant for more than 3 months, the legal representative of the Company shall act as the Secretary to the board of directors and complete the appointment of a new secretary to the board of directors within 6 months.** |
| 125. | 161. When exercising their power, the general managers, deputy general managers and other senior management shall faithfully and diligently perform their duties in accordance with the requirements of the laws, administrative regulations and Articles 130 and 131 of these Articles. | 158. When exercising their powers, **the Company's general manager, deputy general managers, and other senior officers shall, in accordance with the provisions of laws, administrative regulations, and these Articles, perform their duties of loyalty and diligence.**<br><br>**The provisions of these Articles regarding circumstances disqualifying a person from serving as a director, the management system for departure from office of directors, and the duties of loyalty and diligence of directors shall also apply to the Company's general manager and other senior officers.** |

| | The current Articles of Association | Amended Articles of Association |
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| 126. | 164. The general manager shall be accountable to the board of directors and exercise the following functions and powers:<br><br>(1) to be in charge of the Company's production, operation and management and to organize the implementation of the resolutions of the board of directors;<br>(2) to organize the implementation of the Company's annual business plan and investment plan;<br>(3) to draft plans for the establishment of the Company's internal management structure;<br>(4) to draft the Company's basic management system;<br>(5) to formulate basic rules and regulations of the Company;<br>(6) to propose the appointment or dismissal of the Company's deputy general managers and the financial controller;<br>(7) to appoint and dismiss management personnel other than those required to be appointed or dismissed by the board of directors;<br>(8) other functions and powers conferred by these Articles and the board of directors. | 161. The general manager shall be accountable to the board of directors and exercise the following functions and powers:<br><br>(1) to be in charge of the Company's production, operation and management and to organise the implementation of the resolutions of the board of directors, **and report on his/her work to the board of directors;**<br>(2) to organise the implementation of the Company's annual business plan and investment plan;<br>(3) to draft plans for the establishment of the Company's internal management structure;<br>(4) to draft the Company's basic management system;<br>(5) to formulate basic rules and regulations of the Company;<br>**(6) to propose to the board of directors the appointment or dismissal of the Company's deputy general managers and Chief Financial Officer;**<br>(7) to appoint and dismiss management personnel other than those required to be appointed or dismissed by the board of directors;<br>(8) other functions and powers conferred by these Articles and the board of directors. |
| 127. | 165. The general manager shall be present at meetings of the board of directors. The general manager has no voting rights at the board meetings unless he is also a director. | 162. **The Company's general manager shall attend board of directors meetings.** |

| | The current Articles of Association | Amended Articles of Association |
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| 128. | 168. Where the general managers and the senior executives of the Company violate laws, administrative rules, departmental regulations or these Articles when performing their duties, thus causing losses to the company, they shall be liable for compensation.<br><br>Senior management of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. Senior management of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties. | 165. **Where the senior officers of the Company violate laws, administrative rules, departmental regulations or these Articles when performing their duties, thus causing losses to the company, they shall be liable for compensation.**<br><br>**If a senior officer of the Company causes harm to others in the performance of his/her duties, the Company shall bear the liability for compensation; if the senior officers has acted with intent or gross negligence, the senior officers shall also bear the liability for compensation.**<br><br>Senior officers of the Company shall fulfil their duties honestly, protect the best interests of the Company and all the shareholders. Senior officers of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties. |
| 129. | 170-186 | (Deleted) |
| 130. | 187. A person may not serve as a director, supervisor, general manager, deputy general manager or any other senior officer of the Company if he falls into any of the following categories:<br><br>(1) a person without capacity for civil conduct or with restricted capacity for civil conduct;<br>(2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or disrupting socialist market economy order, and has been published because of committing such offence; or who has been deprived of his political rights, in each case where 5 years have not yet elapsed since the date of completion of implementation of his punishment; | 167. **A person may not serve as a director, general manager, deputy general manager or any other senior officer of the Company if he falls into any of the following categories:**<br><br>(1) a person without capacity for civil conduct or with restricted capacity for civil conduct;<br>(2) **a person who has been sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property, or disrupting the order of the socialist market economy, or having been deprived of political rights for a crime, where less than five years have passed since the completion of the sentence; or who has been given a suspended sentence, where less than two years have passed since the expiration of the probation period;** |

| | The current Articles of Association | Amended Articles of Association |
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| | (3) a person who is a former director or factory manager or director of a company or enterprise which has entered into insolvent liquidation due to mismanagement and is personally liable for the insolvency of such company or enterprise, where 3 years have not yet elapsed since the date of completion of the insolvency and liquidation of the company or enterprise;<br>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked or ordered to close down due to a violation of the law and who incurred personal liability, where 3 years have not yet elapsed since the date of revocation of the business license of the company or enterprise;<br>(5) a person who has a relatively large amount of debts due and outstanding;<br>(6) a person who is under investigation or prosecution by judicial authorities for violation of criminal law which is not yet concluded;<br>(7) a person who is not eligible for enterprise leadership according to the laws and administrative regulations;<br>(8) a non-natural person;<br>(9) a person who is convicted by the competent authorities of contravention of provisions of the relevant securities laws and regulations, and such conviction involves a finding that he has acted fraudulently or dishonestly, where 5 years have not yet elapsed since the date of the conviction;<br>(10) circumstances as specified in relevant laws of the places in which the Company's shares are listed. | **(3) a person who is a former director or factory director or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where 3 years have not yet elapsed since the date of completion of the insolvency and liquidation of the company or enterprise;**<br>**(4) a person who is a former legal representative of a company or enterprise which has its business license revoked or which was ordered to close down due to illegal activities, and who incurred personal liability, where less than three years have passed since the date the business license was revoked or the company/enterprise was ordered to close down;**<br>**(5) a person who has been listed by a people's court as a judgment debtor subject to enforcement for dishonesty due to failure to repay a relatively large personal debt that has become due;**<br>**(6) a person who has been subject to a market entry ban by the CSRC, prohibiting him/her from serving as a director or senior officers of a listed company, and the ban has not yet expired;**<br>**(7) a person who has been publicly identified by a stock exchange as unsuitable to serve as a director or senior officers of a listed company, and the period of unsuitability has not yet expired;**<br>(8) a person who is not eligible for enterprise leadership according to the laws and administrative regulations;<br>(9) a non-natural person;<br>**(10) other circumstances stipulated by applicable laws and regulations, and the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.** |

| | The current Articles of Association | Amended Articles of Association |
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| | Any election, appointment or employment of directors, supervisors or other senior executives in violation of the above provisions shall be invalid.<br><br>The Company shall dismiss the director, supervisor and senior executive if he is involved in the said circumstances set out in paragraph 1 of this Article during his term of office. | **Any election, appointment or employment of directors or other senior executives in violation of the above provisions shall be invalid.**<br><br>**If a director or senior officers falls under any of the circumstances listed in items (1) to (10) of the first paragraph of this Article during his/her term of office, the Company will remove him/her from the position and suspend his/her duties.** |
| 131. | 188. The validity of an act of a director, general manager, deputy general manager or other senior officer on behalf of the Company shall not, vis-a-vis a bona fide third party, be affected by any irregularity in his office, election or any defect in his qualification. | (Deleted) |
| 132. | 189. In addition to the obligations imposed by the laws and administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors, general manager, deputy general managers and other senior officers, owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:<br><br>(1) not to cause the Company to operate outside the scope of business specified in its business license;<br>(2) to act honestly in the best interests of the Company;<br>(3) not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company;<br>(4) not to expropriate personal rights and interests of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of the Company submitted to and approved by the shareholders' general meeting in accordance with these Articles. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 133. | 190. Each of the Company's directors, supervisors, general manager, deputy general manager and other senior officers owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise under the similar circumstances. | (Deleted) |
| 134. | 191. Each of the Company's directors, supervisors, general manager, deputy general managers and other senior officers shall exercise his powers and carry on his duties in accordance with the principles of fiduciary and shall not place himself in a position where his duty and his interest may conflict. This principle includes (without limitation) discharging the following obligations:<br><br>(1) to act honestly in the best interests of the Company;<br>(2) to exercise his powers within the scope of his authority and not act in excess of his powers;<br>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another person and, unless and to the extent permitted by the laws or administrative regulations or with the informed consent of shareholders given in general meeting, not to delegate the exercise of his discretion to another person;<br>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;<br>(5) not to enter into any contract, transaction or arrangement with the Company, except in accordance with these Articles or with the informed consent of shareholders given in general meeting;<br>(6) not to use the Company's property for his own benefit in any manner, except with the informed consent of shareholders given in general meeting; | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| | (7) not to exploit his position to accept bribes or other unlawful income or expropriate the Company's property in any manner, including (without limitation) opportunities advantageous to the Company;<br>(8) not to accept any commission in connection with any transaction in which the Company is involved, except with the informed consent of shareholders given in general meeting;<br>(9) to abide by these Articles, perform his duties honestly and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;<br>(10) not to compete with the Company in any way except with the informed consent of shareholders given in general meeting;<br>(11) not to misappropriate the Company's funds or lend such funds to any other person, not to open any bank account in his own name or other name for the deposit of the Company's assets and not to provide security for debt of a shareholder of the Company or any other individuals with the Company's assets;<br>(12) not to disclose any confidential information of the Company acquired by him while in office or use such information other than in the interests of the Company, without the informed consent of shareholders given in general meeting, save that disclosure of such information to a court or other governmental authorities is permitted if:<br>(i) disclosure is made under compulsion of law;<br>(ii) the interests of the public require disclosure;<br>(iii) the personal interests of the relevant director, supervisor, general manager, deputy general manager or other senior officers require disclosure. | |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 135. | 192. A director, supervisor, general manager, deputy general manager or other senior officer of the Company shall not direct the following persons or institutions (the "Related Persons") to do what he is prohibited from doing:<br><br>(1) the spouse or minor child of that director, supervisor, general manager, deputy general manager or other senior officer;<br>(2) a person acting in the capacity of trustee for that director, supervisor, general manager, deputy general manager or other senior officer or of any person referred to in item (1) of this Article;<br>(3) a person acting in the capacity of partner of that director, supervisor, general manager, deputy general manager or other senior officer or of any person referred to in item (1) and (2) of this Article;<br>(4) a company in which that director, supervisor, general manager, deputy general manager or other senior officer, alone or jointly with one or more persons referred to in item (1), (2) and (3) of this Article or with any of other directors, supervisors, general manager, deputy general managers or other senior officers of the Company, have de facto control;<br>(5) the directors, supervisors, general manager, deputy general managers and other senior officers of the controlled company referred to in item (4) of this Article. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 136. | 193. The fiduciary duties of a director, supervisor, general manager, deputy general manager and other senior officer of the Company do not necessarily cease with the termination of his tenure. The duty of confidentiality in relation to trade secrets of the Company survives the termination of his term of office. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of his term of office and the occurrence of the matter in question and the circumstances and the terms under which the relationships between him and the Company are terminated. | (Deleted) |
| 137. | 194. A director, supervisor, general manager, deputy general manager or other senior officer of the Company may be relieved of liability for a specific breach of his duty by informed consent of shareholders given in general meeting, except in the circumstances referred to in Article 62 hereof. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 138. | 195. Where a director, supervisor, general manager, deputy general manager or other senior officer of the Company has, directly or indirectly, a material interest in a contract, transaction or arrangement entered into or proposed to be entered into by the Company (other than his contract of employment), he shall declare the nature and extent of his interest to the board of directors at the earliest opportunity, whether or not the matters in question are otherwise subject to the approval of the board of directors.<br><br>Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) has material rights and interests nor shall be counted in the quorum present at the meeting.<br><br>Unless the interested director, supervisor, general manager, deputy general manager or other senior officer disclose his interests in accordance with the preceding paragraph and the contract, transaction or arrangement is approved by the board of directors (subsequent to such disclosure) at a meeting at which the interested director, supervisor, general manager, deputy general manager or other senior officer is not counted in the quorum and refrain from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party acting without notice of the breach of duty by that director, supervisor, general manager, deputy general manager or other senior officer.<br><br>For the purpose of this Article, a director, supervisors, general manager, deputy general manager or other senior officer of the Company is deemed to be interested in a contract, transaction or arrangement in which a Related Person of him has an interest. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 139. | 196. Where a director, supervisor, general manager, deputy general manager or other senior officer of the Company gives the board of directors a general notice in writing stating that, by reason of the facts stated in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be entered into by the Company, then he shall be deemed to have made a disclosure for the purposes of the preceding Article so far as the content stated in such notice is concerned, if 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 by the Company. | (Deleted) |
| 140. | 197. The Company shall not in any manner pay taxes for or on behalf of a director, supervisor, general manager, deputy general manager or other senior officer. | (Deleted) |
| 141. | 198. The Company shall not, directly or indirectly, make a loan or provide any guarantee for a loan to a director, supervisor, general manager, deputy general manager or other senior officer of the Company or of the Company's holding company or any of their respective Related Persons.<br><br>The prohibition contained in the preceding paragraph shall not apply to the following transactions:<br><br>(1) the provision by the Company of a loan or a guarantee for a loan to a subsidiary of the Company; | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| | (2) the provision by the Company of a loan or a guarantee for a loan or other funds to any of its directors, supervisors, general manager, deputy general managers or other senior officers to meet expenditure incurred or to be incurred by him in the interests of the Company or for the purpose of enabling him to perform his duties for the Company, in accordance with the terms of an employment contract approved by the shareholders' general meeting;<br>(3) where the ordinary course of business of the Company includes the lending of money or the provision of guarantees, the Company may make a loan to or provide a guarantee for a loan to relevant directors, supervisors, general manager, deputy general managers or other senior officers and their respective Related Persons, provided that the loan or guarantee is on normal commercial terms. | |
| 142. | 199. A loan made by the Company in breach of the preceding Article shall be repaid immediately by the recipient of the loan regardless of the terms of the loan. | (Deleted) |
| 143. | 200. A guarantee for a loan provided by the Company in breach of Article 198 hereof shall not be enforceable against the Company, unless:<br><br>(1) the guarantee was provided in connection with a loan to a Related Person of a director, supervisor, general manager, deputy general manager or other senior officer of the Company or of the Company's holding company and at the time the loan was advanced, the lender was not aware of the relevant circumstances;<br>(2) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 144. | 201. For the purposes of the foregoing Articles of this Chapter, a "guarantee" includes an undertaking or property provided to secure the performance of obligations of the obligor. | (Deleted) |
| 145. | 202. In addition to the rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager, deputy general manager or other senior officer of the Company is in breach of his duties to the Company, the Company has the right to:<br><br>(1) claim damages from the director, supervisor, general manager, deputy general manager or other senior officer in compensation for losses sustained by the Company as a result of such breach;<br>(2) rescind any contract or transaction entered into by the Company with the director, supervisor, general manager, deputy general manager or other senior officer or with a third party (where such third party knows or should have known that there is a breach of duties of such director, supervisor, general manager, deputy general manager or other senior officer);<br>(3) demand an account of the profits made by the director, supervisor, general manager, deputy general manager or other senior officer as a result of breach of his duties;<br>(4) recover any monies received by the director, supervisor, general manager, deputy general manager or other senior officer which should have been received by the Company, including (without limitation) commissions;<br>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, general manager, deputy general manager or other senior officer on the monies that should have been paid to the Company. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 146. | 203. The Company shall, with the prior approval of the shareholders' general meeting, enter into a contract in writing with each director and supervisor in respect of his emoluments. The aforesaid emoluments include:<br><br>(1) emoluments in respect of his services as director, supervisor or senior officer of the Company;<br>(2) emoluments in respect of his services as director, supervisor or senior officer of a subsidiary of the Company;<br>(3) emolument in respect of other services provided in connection with the management of the affairs of the Company and any of its subsidiaries;<br>(4) monies payable as compensation for his loss of office or as consideration for his retirement from office.<br><br>Except pursuant to a contract as described above, a director or supervisor may not institute any proceedings against the Company for benefits due to him in respect of the matters mentioned above. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 147. | 204. The contract concerning the emoluments between the Company and its director or supervisor shall provide that in the event of a takeover of the Company, the Company's director or supervisor shall, subject to the prior approval of shareholders in general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. A takeover of the Company referred to in this paragraph means any of the following:<br><br>(1) an offer made by any person to all shareholders of the Company;<br>(2) an offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning set out in Article 63 hereof.<br><br>If the relevant director or supervisor fails to comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of their acceptance of the offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and not be paid out of that sum. | (Deleted) |
| 148. | 205. The Company shall establish its financial and accounting systems and internal audit system in accordance with the laws, administrative regulations and Chinese accounting standards formulated by the finance regulatory authority of the State Council. | 168. **The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations, and the provisions of relevant state departments.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 149. | 206. At the end of each financial year (the financial year shall be calculated from Jan 1st to Dec 31st), the Company shall prepare a financial report which shall be examined and verified in accordance with law. The Company shall use RMB as the booking money and the accounts shall be written in Chinese.<br><br>The Company's financial reports shall include the following accounting statements and schedules:<br><br>(1) balance sheet;<br>(2) income statement;<br>(3) statement of comprehensive income;<br>(4) statement of changes in equity;<br>(5) statement of cash flows;<br>(6) notes to the financial statements.<br><br>The Company shall submit its annual financial and auditing report to the CSRC and the securities exchange within four months from the end of each fiscal year; its semi-annual financial and auditing report to the CSRC office and the securities exchange within two months from the end of the first six months of each fiscal year; its quarterly financial and auditing reports to the CSRC office and the stock exchange within one month from the end of the first three months and the first nine months of each fiscal year.<br><br>The aforesaid financial and auditing reports shall be prepared in accordance with the relevant laws, administrative rules and departmental regulations. | 169. **The Company shall prepare a financial report at the end of each fiscal year, which shall be audited and verified in accordance with the law. A fiscal year shall run from January 1 to December 31 of the Gregorian calendar. The Company shall use RMB as the booking money and the accounts shall be written in Chinese.**<br><br>The Company's financial reports shall include the following accounting statements and schedules:<br><br>(1) balance sheet;<br>(2) income statement;<br>(3) statement of comprehensive income;<br>(4) statement of changes in equity;<br>(5) statement of cash flows;<br>(6) notes to the financial statements.<br><br>**The Company shall submit and disclose its annual report to the local office of the CSRC and the stock exchange within 4 months from the end of each fiscal year, submit and disclose its interim report within 2 months from the end of the first 6 months of each fiscal year, and submit and disclose its quarterly reports within 1 month from the end of the first 3 months and the first 9 months of each fiscal year.**<br><br>**The afore-mentioned reports shall be prepared in accordance with the provisions of applicable laws and regulations, and the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.** |
| 150. | 207. The board of directors of the Company shall place before the shareholders at every annual general meeting such financial reports as are required by the laws, administrative regulations or directives promulgated by competent local governments and supervisory authorities to be prepared by the Company. These financial reports shall be verified. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
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| 151. | 208. The Company's financial reports shall be made available for shareholders' inspection at the Company's domicile 20 days prior to the shareholders' annual general meeting. Each shareholder shall have the right to obtain a copy of the financial reports referred to in this Chapter.<br><br>For each shareholder of overseas listed foreign shares, the Company shall at least 21 days prior to the date of the annual general meeting send or otherwise make available the aforesaid report and the report of the Board of Directors in electronic form or make available the aforesaid report and/or corporate communication on the Company's website and the website of the Stock Exchange.<br><br>On the condition that the Company acts according to applicable laws and regulations and has obtained prior written approval from relative shareholders, the Company may distribute financial abstract report to substitute the aforesaid corporate financial report. "Financial abstract report" has interpretation of GEM Listing Rules and Hong Kong Companies Ordinance.<br><br>The related details shall implement in accordance with GEM Listing Rules and other applicable laws and regulations. | 170. For each shareholder of overseas-listed foreign shares, the Company shall, **at least 21 days before the convening of the Annual shareholders' meeting, send the annual report and the board of directors' report in electronic form or otherwise provide the aforementioned reports and/or corporate communications, or publish the relevant reports and/or corporate communications on the Company's website and the website of the HKSE.**<br><br>On the condition that the Company acts according to applicable laws and regulations and has obtained prior written approval from relative shareholders, the Company may distribute financial abstract report to substitute the aforesaid corporate financial report. **"Financial abstract report" has interpretation of the Hong Kong Listing Rules and Hong Kong Companies Ordinance.**<br><br>**The relevant details shall be implemented in accordance with applicable laws and regulations, and the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.** |
| 152. | 212. The Company shall implement an internal audit system, and establish an internal auditing organization or provide internal auditing personnel to undertake the internal auditing and supervision over the Company's income and expenses and other economic activities under the leadership of the supervisory committee. | 174. The Company shall implement an internal audit system, **which shall specify the leadership structure, duties and authorities, staffing, funding guarantees, application of audit results, and accountability for internal audit work.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| | | **The Company's internal audit system shall be implemented after being approved by the board of directors and shall be disclosed to the public.**<br><br>**The Company's internal audit department shall supervise and inspect matters such as the Company's business activities, risk management, internal controls, and financial information.**<br><br>**The internal audit department is responsible to the board of directors. In the process of supervising and inspecting the Company's business activities, risk management, internal controls, and financial information, the internal audit department shall accept the supervision and guidance of the Audit Committee. If the internal audit department discovers any relevant major issues or leads, it shall immediately report them directly to the Audit Committee.**<br><br>**The specific organisation and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit department. The Company shall issue an annual internal control evaluation report based on the evaluation report and related materials issued by the internal audit department and reviewed by the Audit Committee.**<br><br>**When the Audit Committee communicates with external audit units such as accounting firms and state audit institutions, the internal audit department shall actively cooperate and provide necessary support and collaboration.**<br><br>**The Audit Committee shall participate in the performance appraisal of the head of internal audit.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 153. | 213. When distributing each year's after-tax profits, the Company shall set aside 10% of its after-tax profits for the company's statutory common reserve fund. When the aggregate balance in the statutory common reserve fund is 50% or more of the registered capital of the Company, the company need not make any further allocation to that fund.<br><br>When the Company's statutory common reserve fund is not sufficient to make up for the Company's losses of the previous year, current year profits shall be used to make up for the losses before allocations are set aside for the statutory common reserve fund in accordance with the previous paragraph.<br><br>After having set aside the statutory common reserve fund from the after-tax profits, the Company may also, with the approval of the resolution of the shareholders' general meeting, set aside any common reserve fund from the after-tax profits.<br><br>After the Company has made up its losses and made allocations to its common reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders. If the shareholders' general meeting or the board of directors violates the provisions in the preceding paragraph and profits are distributed to the shareholders before the Company makes up for losses or makes allocations to the statutory common reserve fund, the profits distributed in violation of the provisions must be returned by such shareholders to the Company.<br><br>The shares held by the Company itself shall not be subject to profit distribution. | 175. When distributing each year's after-tax profits, the Company shall set aside 10% of its after-tax profits for the company's statutory common reserve fund. When the aggregate balance in the statutory common reserve fund is 50% or more of the registered capital of the Company, the company need not make any further allocation to that fund.<br><br>When the Company's statutory common reserve fund is not sufficient to make up for the Company's losses of the previous year, current year profits shall be used to make up for the losses before allocations are set aside for the statutory common reserve fund in accordance with the previous paragraph.<br><br>After having set aside the statutory common reserve fund from the after-tax profits, the Company may also, with the approval of the resolution of the shareholders' meeting, set aside any discretionary reserve fund from the after-tax profits.<br><br>**The remaining after-tax profit of the Company, after making up for losses and allocating to reserve funds, may be distributed in proportion to the shares held by the shareholders. If the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, the shareholders and the responsible directors and senior officers shall be liable for compensation.**<br><br>The shares held by the Company itself shall not be subject to profit distribution. |

| | The current Articles of Association | Amended Articles of Association |
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| | The Company shall not share the stock dividend or share the profit in other forms of bonuses before loss making-up and drawing statutory common reserve fund. The stock dividend shall not bear any interest unless the Company fails to distribute the stock interest to shareholders before due date. The shareholder shall benefit from the stock interest of the shares before the called-up shares payment. The shareholder shall not have the right to benefit from the interest of shares arising from its advance payment before due date. | |
| 154. | 215. The common reserve fund of the Company (the statutory reserve fund, discretionary reserve fund and capital reserve fund) shall be applied to the following purposes:<br><br>(1) making up losses;<br>(2) expansion of the Company's production and operation;<br>(3) increase of the Company's capital.<br><br>When the Company concerts its common reserve fund into its capital upon a resolution adopted in the shareholders' general meeting, the Company shall either distribute new shares in proportion to the shareholders' number of shares, or increase the par value of each share, provided, however, that when the statutory common reserve fund is converted to capital, the balance of the statutory common reserve fund may not fall below 25% of the register capital before the conversion.<br><br>The capital reserve fund shall not be used to make up the losses of the Company. | 176. **The Company's reserve funds (referring to the statutory reserve fund, discretionary reserve fund, and capital reserve) may be used to make up for the Company's losses, expand the Company's production and operation, or be converted into an increase in the Company's registered capital.**<br><br>**To make up for the Company's losses with reserve funds, the discretionary reserve fund and the statutory reserve fund shall be used first; if they are still insufficient, the capital reserve may be used in accordance with regulations.**<br><br>**When the statutory reserve fund is converted into an increase in the Company's registered capital, the remaining amount of such reserve fund shall not be less than 25% of the Company's registered capital before the conversion.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 155. | 216. Dividends shall be distributed in accordance with the proportion of shares held by shareholders.<br><br>When the Company convenes an annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, upper limit on the percentage and upper limit on the amount of cash dividends to be distributed in the interim period of the following year. The maximum amount of the next year's interim dividend to be considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. | 178. Dividends shall be distributed in accordance with the proportion of shares held by shareholders.<br><br>**When the Company convenes an annual shareholders' meeting to review the annual profit distribution plan, it may review and approve the conditions, maximum ratio, maximum amount, etc., for the interim cash dividend for the following year. The maximum interim dividend for the following year reviewed by the Annual shareholders' meeting shall not exceed the net profit attributable to the Company's shareholders for the corresponding period. The board of directors may, as authorised by the shareholders' meeting, formulate a specific interim dividend plan under conditions that permit profit distribution.** |
| 156. | 217. The Company may distribute dividends in the form of:<br><br>(1) cash;<br>(2) shares.<br><br>In the event that the Company implement the power to confiscate the dividends not being drawn, such power shall be implemented after the end of applicable term.<br><br>Concerning the termination of powers' implementation by post, in the event that the dividends sheets are not drawn, such powers shall not be implemented until the dividends sheets are not drawn in consecutive two years. Nevertheless, the powers can be implemented in the event that the dividends sheets are failed to be delivered to the recipient and are returned at first time. | 179. The Company may distribute dividends in the form of:<br><br>(1) cash;<br>(2) shares. |

| | The current Articles of Association | Amended Articles of Association |
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| | Concerning the powers' implementation to sell shares held by ones out of communication, the powers cannot be implemented unless the provisions hereunder are satisfied:<br><br>(1) The dividends of relative shares shall be distributed at least three times in twelve years, and no one claims for the dividends in such period; and<br>(2) The Company shall advertise on the newspaper after the twelve-year-period, and illuminate the intent to sell such shares and inform the stock exchange where such shares are listed. | |
| 157. | 222. The profit distribution of the Company shall satisfy the regulatory requirements or regulations, not exceeding cumulative allocable profits, and not affecting the ability of consistent operation. If the Company achieved profitability in the last fiscal year, and the board of directors have not proposed cash dividends plan after the end of the last fiscal year, the Company shall clarify the reasons of not distributing profit, the use of credit reserved in the Company in the annual report.<br><br>If the following situation appear and passed by the shareholders representing more than two thirds of the voting rights of all shareholders present at the shareholders' general meeting, the Company can adjust or change the aforementioned profit distribution policy:<br><br>(1) relevant regulations or rules have changed or been adjusted;<br>(2) warning signs appear in risk control index including net capital;<br>(3) the deterioration of the Company operation;<br>(4) the board of directors propose to adjust. | 184. The profit distribution of the Company shall satisfy the regulatory requirements or regulations, not exceeding cumulative allocable profits, and not affecting the ability of consistent operation. **If the Company was profitable in the previous fiscal year and had the ability to pay dividends, and the board of directors have not proposed cash dividends plan after the end of the last fiscal year, the Company shall clarify the reasons of not distributing profit, the use of credit reserved in the Company in the annual report.**<br><br>**Where the following situation occurs and is passed by the shareholders representing more than two thirds of the voting rights of all shareholders present at the shareholders' meeting, the Company can adjust or change the aforementioned profit distribution policy:**<br><br>(1) relevant regulations or rules have changed or been adjusted;<br>(2) warning signs appear in risk control index including net capital;<br>(3) the deterioration of the Company's operation;<br>(4) the board of directors propose to adjust. |

| | The current Articles of Association | Amended Articles of Association |
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| | By the end of each fiscal year, the board of directors shall propose distribution plan, and submit to shareholders' general meeting for decision-making process. The opinions of independent directors and minority shareholders shall be fully listened and network platform for voting shall be provided for shareholders attending the meeting. The Company accept the supervisions and suggestions of profits distribution by all shareholders. The adjustment or change of profits distribution policy shall be adopted by at least two-thirds of the voting rights represented by the shareholders present at the general meeting of shareholders.<br><br>The Company shall disclose the formulation and implementation of profits distribution policy and other relevant situations in the annual report. For adjustment or change of cash dividends, whether the conditions and process are legal and transparent need to be clarified with more details.<br><br>When a shareholder occupies the funds of the Company illegally, the Company shall deduct the cash dividends distributed to the shareholder to cover the occupied credit. | By the end of each fiscal year, the board of directors shall propose distribution plan, and submit to shareholders' meeting for decision-making process. **The opinions of independent (non-executive) directors and minority shareholders shall be fully listened and network platform for voting shall be provided for shareholders attending the meeting. If it is indeed necessary to adjust or change the cash dividend policy stipulated in these Articles, the conditions stipulated in these Articles shall be met, and after detailed demonstration, the corresponding decision-making procedures shall be followed, and it shall be approved by more than two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.**<br><br>The Company shall disclose the formulation and implementation of profits distribution policy and other relevant situations in the annual report. For adjustment or change of cash dividends, whether the conditions and process are legal and transparent needs to be clarified with more details.<br><br>When a shareholder occupies the funds of the Company illegally, the Company shall deduct the cash dividends distributed to the shareholder to cover the occupied credit. |

| | The current Articles of Association | Amended Articles of Association |
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| 158. | 223. Dividends or other payments declared by the Company to be payable to holders of A Shares shall be declared and calculated in Renminbi, and paid in Renminbi; and those payable to holders of Foreign-Invested Shares shall be declared and calculated in Renminbi, and paid in the local currency at the place where such Foreign-Invested Shares are listed (if there is more than one place of listing, then the principal place of listing as determined by the board of directors).<br><br>Dividend paid in cash and other foreign currency required by the Company for payment of dividends or other sum to holders of Overseas-Listed Foreign-Invested Shares shall be handled in accordance with the relevant foreign exchange control regulations of the State. The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within 1 week before the announcement of the dividend and other payments. | 185. Dividends or other payments declared by the Company to be payable to holders of A Shares shall be declared and calculated in RMB, and paid in RMB; and those payable to holders of Foreign-Invested Shares shall be declared and calculated in RMB, and paid in the local currency at the place where such Foreign-Invested Shares are listed (if there is more than one place of listing, **then the payment shall be made in the currency of principal place of the Overseas-Listed Foreign-Invested Shares as determined by the board of directors).**<br><br>**Dividend paid in cash required by the Company for payment of dividends or other sum to holders of Overseas-Listed Foreign-Invested Shares shall be handled in accordance with the relevant foreign exchange control regulations of the State.** |
| 159. | 225. The Company shall appoint on behalf of holders of Overseas-Listed Foreign-Invested Shares receiving agents to receive on behalf of such shareholders dividends and other monies payable by the Company in respect of their shares.<br><br>The receiving agents appointed by the Company shall meet the requirements of the laws of the place of listing or relevant rules of the securities exchanges.<br><br>The receiving agent appointed on behalf of holders of H Shares shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong. | 187. The Company shall appoint on behalf of holders of Overseas-Listed Foreign-Invested Shares receiving agents to receive on behalf of such shareholders dividends and other monies payable by the Company in respect of their shares. |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 160. | 226. After the shareholders' general meeting has adopted the resolution on the plan for distribution of the Company's profits or after the board of directors of the Company has formulated a specific plan in accordance with the conditions and ceilings for the interim dividend distribution for the following year as considered and approved by the annual general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months. | 188. **After the shareholders' meeting has adopted the resolution on the plan for distribution of the Company's profits or after the board of directors of the Company has formulated a specific plan in accordance with the conditions and ceilings for the interim dividend distribution for the following year as considered and approved by the annual meeting,** the board of directors of the Company shall complete the distribution of dividends (or shares) within two months. |
| 161. | 227. The Company shall implement the internal auditing system and equip such with full-time auditors to undertake internal audit and supervision over the financial receipts, expenditures and the economic activities of the Company.<br><br>The Company's internal auditing system and the duties of the auditors shall be implemented only after approved by the board of directors. The person in charge of the audit shall be responsible to and report work to the board of directors. | 189. **The Company shall engage an accounting firm that meets the requirements of the Securities Law to provide it with financial report auditing, capital verification, and other related services.** |
| 162. | 228. The Company shall appoint a firm of accountants which is qualified under the relevant regulations of the State to provide services of auditing the Company's annual reports, capital authentication and other relevant services. | (Deleted) |
| 163. | 229. The accountants firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders until the conclusion of the next annual general meeting of shareholders. The appointment of accounting firms will be valid for one year and may be renewed. | 190. **The term of engagement for an accounting firm hired by the Company shall be 1 year, and it may be re-engaged.** |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 164. | 230. The accountants firm appointed by the Company shall have the following rights:<br><br>(1) to inspect at any times the books, records and vouchers of the Company, and to require the directors, general manager, deputy general managers and other senior officers of the Company to provide any relevant information and explanation;<br>(2) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary to enable it to discharge its duties;<br>(3) to attend shareholders' general meetings and to receive all notices of, and other communications relating to, such meetings as which a shareholder of the Company is entitled to receive, and to speak at any shareholders' general meeting on any matter concerning its role as the accountants of the Company. | (Deleted) |
| 165. | 231. The appointment by the Company of accounting firms shall be decided by the shareholders' general meeting and the board of directors shall not appoint the accounting firm before the resolution is adopted by the shareholders' general meeting. The auditing fee for the accounting firm shall be decided by the shareholders' general meeting.<br><br>The Company guarantees that it will provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any objection, omission or falsehood. | 191. **The appointment and dismissal of an accounting firm by the Company shall be decided by the shareholders' meeting. The board of directors shall not appoint an accounting firm before a decision is made by the shareholders' meeting. The audit fees of the accounting firm shall be reviewed and decided by the shareholders' meeting.**<br><br>The Company guarantees that it will provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any objection, omission or falsehood. |
| 166. | 232. The shareholders in general meeting may by ordinary resolution remove an accountants firm before the expiry of its term of office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| 167. | 233. The remuneration of an accountants firm or the manner in which such remuneration is determined shall be decided by the shareholders in general meeting. The remuneration of an accountants firm appointed by the board of directors shall be determined by the board of directors. | (Deleted) |
| 168. | 234. The Company's appointment of, removal of and non-reappointment of an accountants firm shall be resolved upon by the shareholders in general meeting. The resolution of shareholders' general meeting shall be filed with the securities regulatory authorities of the State Council.<br><br>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accountants firm which is not an incumbent firm to fill a vacancy in the office of the accountants firm, re-appointment of a retiring accountants firm which was appointed by the board of directors of the Company to fill a vacancy or removal of the accountants firm before the expiration of its term of office, the following provisions shall apply:<br><br>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year (leaving includes leaving by removal, resignation and retirement).<br>(2) If the firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the representations are received too late):<br>(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made;<br>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles. | (Deleted) |

| | The current Articles of Association | Amended Articles of Association |
|---|---|---|
| | (3) If the firm's representations are not sent in accordance with the preceding item (2), the relevant accountants firm may (in addition to its right to be heard) require that the representations be read out at the shareholders' general meeting.<br>(4) An accountants firm which is leaving its post shall be entitled to attend:<br>(i) the shareholders' general meeting at which its term of office would otherwise have expired;<br>(ii) any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;<br>(iii) any shareholders' general meeting convened on its resignation;<br><br>and to receive all notices of, and other communications relating to, any such meetings as referred to in this sub-paragraph (4), and to speak at any such meeting in relation to matters concerning its role as the former accountants firm of the Company. | |

| | The current Articles of Association | Amended Articles of Association |
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| 169. | 235. Prior to the removal or the non-renewal of the appointment of the accountants firm, notice of such removal or non-renewal shall be given to the accountants firm and such firm shall have the right to make representation to the shareholders' general meeting. Where the accountants firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.<br><br>An accountants firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice and such notice shall include the following:<br><br>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;<br>(2) a statement of any such circumstances.<br><br>Where a notice is deposited under the preceding subparagraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under item (2) of the second paragraph of Article 234, a copy of such statement shall be placed at the Company for shareholders' inspection. For each overseas listed foreign shareholders, the Company shall also send or otherwise make available to each overseas listed foreign shareholder a copy of the said statement in electronic form or post a copy of the statement on the Company's website and the website of the Stock Exchange. | 192. **When the Company dismisses or does not re-engage an accounting firm, it shall notify the accounting firm 30 days in advance. When the Company's shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to state its opinions.**<br><br>**If an accounting firm proposes to resign, it shall explain in writing to the shareholders' meeting whether there are any improper circumstances on the part of the Company.** |

| | The current Articles of Association | Amended Articles of Association |
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| | Where the accountants firm's notice of resignation contains a statement of any circumstance which should be brought to the notice of the shareholders or creditors of the Company, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation. | |
| 170. | 240. In the event of the merger or division of the Company, a plan shall be presented by the Company's board of directors and shall be approved in accordance with the procedures stipulated in these Articles and then the relevant examining and approving procedures shall be processed as required by law. A shareholder who objects to the plan of merger or division are entitled to demand the Company or any shareholders who agreed to the plan of merger or division to purchase his shares at a fair price.<br><br>The contents of the Company's merger or division resolution shall be made into special documents for shareholders' inspection. Such special documents shall be sent by mail to holders of Overseas-Listed Foreign-Invested Shares. | (Deleted) |

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| 171. | 241. Companies can adopt two forms to merge: merge by absorption and merge by consolidation.<br><br>Merger by absorption is where one company merges with another company whereby the absorbed company shall be dissolved. Merge by consolidation is where at least two companies are consolidated into a new company whereby the consolidated parties are dissolved respectively.<br><br>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution to merge and shall make an announcement of the merger in a newspaper within 30 days from the date of the Company's resolution to merge. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt.<br><br>After the merger, the rights and liabilities of each of the merged parties shall be assumed by the company which survives the merger or the new company established as a result of the merger. | 197. Companies can adopt two forms to merge: merge by absorption and merge by consolidation.<br><br>Merger by absorption is where one company merges with another company whereby the absorbed company shall be dissolved. Merge by consolidation is where at least two companies are consolidated into a new company whereby the consolidated parties are dissolved respectively.<br><br>**If the consideration paid for a merger of the Company does not exceed ten percent of the Company's net assets, it may be approved by a resolution of the board of directors without a resolution of the shareholders' meeting.**<br><br>**In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date the merger resolution is made, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. A creditor shall have the rights, within 30 days after receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to demand the Company to repay its debts or to provide a guarantee for such debt.**<br><br>After the merger, the rights and liabilities of each of the merged parties shall be assumed by the company which survives the merger or the new company established as a result of the merger. |

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| 172. | 242. When the Company is divided, its assets shall be split up accordingly.<br><br>In the event of division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the Company's resolution to divide and shall make an announcement of the division in a newspaper within 30 days from the date of the Company's resolution to divide.<br><br>For the debts of the Company prior to the said division, the Company existing thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts. | 198. When the Company is divided, its assets shall be split up accordingly.<br><br>In the event of division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date the division resolution is made, **and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days.**<br><br>For the debts of the Company prior to the said division, the Company existing thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts. |
| 173. | 243. Where the Company is required to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the resolution for reduction of registered capital and shall publish an announcement in newspapers within 30 days from the date of such resolution. A creditor has the rights, within 30 days after receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to demand the Company to repay its debts or to provide a guarantee for such debt. The registered capital of the Company after reduction shall not be less than the statutory minimum amount. | 199. **When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.**<br><br>**The Company shall notify its creditors within 10 days from the date the shareholders' meeting passes a resolution to reduce the registered capital, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. A creditor shall have the rights, within 30 days after receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to demand the Company to repay its debts or to provide a guarantee for such debt.**<br><br>**When the Company reduces its registered capital, it shall correspondingly reduce the capital contributions or shares in proportion to the shares held by the shareholders, unless otherwise provided by law or these Articles.** |

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| | | **If the Company still has losses after making them up in accordance with the provisions of these Articles, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscriptions.**<br><br>**If the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of this Article shall not apply, but a public announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date the shareholders' meeting passes the resolution to reduce the registered capital.**<br><br>**After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.**<br><br>**If the registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be restored to its original state; if losses are caused to the Company, the shareholders and the responsible directors and senior management personnel shall be liable for compensation.** |

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| 174. | / | 200. **When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, unless a resolution of the shareholders' meeting decides that shareholders shall have such rights.** |
| 175. | 245. The Company shall be dissolved and liquidated in accordance with law upon occurrence of any of the following events:<br><br>(1) a resolution for dissolution is passed by a shareholders' general meeting;<br><br>(2) dissolution is necessary due to a merger or division of the Company;<br><br>(3) the Company is legally declared insolvent due to its failure to repay debts due;<br><br>(4) the Company is ordered to close down or its business license is revoked, canceled because of its violation of laws or administrative regulations;<br><br>(5) the Company is dissolved by the People's Court in accordance with the provision of Article 182 of the Company Law;<br><br>(6) Pursuant to the provisions of these Articles, one of the other events which are grounds for dissolution has occurred. | 202. **The Company shall be dissolved if any of the following circumstances occur:**<br><br>(1) a resolution for dissolution is passed by a shareholders' meeting;<br>(2) dissolution is necessary due to a merger or division of the Company;<br>**(3) its business license is revoked, it is ordered to close down, or its registration is cancelled in accordance with the law;**<br>**(4) the Company encounters serious difficulties in its operation and management, and its continued existence would cause significant losses to the interests of shareholders, and this cannot be resolved through other means, in which case a shareholder or shareholders holding 10% or more of the Company's voting rights may request a people's court to dissolve the Company;**<br>(5) pursuant to the provisions of these Articles, one of the other events which are grounds for dissolution has occurred.<br><br>**Where the Company encounters the grounds for dissolution stipulated in the preceding paragraph, it shall publicly announce the grounds for dissolution through the National Enterprise Credit Information Publicity System within 10 days.** |

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| 176. | 246. The Company may survive by amending these Articles in the case of the circumstance mentioned in Item (6) of Article 245.<br><br>Any amendment hereto pursuant to the preceding paragraph shall require the approval of more than 2/3 of the voting rights represented by the shareholders attending the shareholders' general meeting. | 203. **If the Company is in the circumstances stipulated in items (1) and (5) of Article 206 of these Articles and has not yet distributed its property to shareholders, it may continue to exist by amending these Articles or by a resolution of the shareholders' meeting.**<br><br>**An amendment to these Articles or a resolution of the shareholders' meeting made in accordance with the provisions of the preceding paragraph must be passed by more than two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.** |
| 177. | 247. A liquidation group shall be set up within 15 days of the Company being dissolved pursuant to items (1), (4) and (5) and (6) of Article 245, and the composition of the liquidation group of the Company shall be determined by an ordinary resolution of shareholders in general meeting. If a liquidation group to carry out liquidation procedure is not set up within the specified time limit, the creditors may apply to the People's Court to have it designate relevant persons to form a liquidation group in order to carry out liquidation procedure.<br><br>Where the Company is dissolved under items (3) of the preceding Article 245, the People's Court shall in accordance with provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation group to carry out liquidation procedure. | 204. **If the Company is dissolved in accordance with the provisions of items (1), (3), (4), and (5) of Article 206 hereunder, it shall be liquidated. The directors are the persons obligated to conduct the liquidation of the Company and shall form a liquidation group to conduct the liquidation within 15 days from the date the grounds for dissolution arise.**<br><br>**The liquidation group shall be composed of the directors, unless the shareholders' meeting resolves to appoint other persons.**<br><br>**Where the persons obligated to conduct the liquidation incur losses to the Company or its creditors thereof due to failure to perform their liquidation obligations in a timely manner, they shall be liable for compensation.** |

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| 178. | 248. Where the board of directors proposes to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay all its debts in full within 12 months from the commencement of the liquidation.<br><br>Upon the passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.<br><br>The liquidation group shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the group's receipts and payments, the business of the Company and the progress of the liquidation, and to present a final report to the shareholders general meeting on completion of the liquidation. | (Deleted) |

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| 179. | 249. The liquidation group shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in newspapers. A creditor shall within 30 days of receiving the notice, or for creditors who do not receive the notice, within 45 days of the date of the public announcement, report its creditors' rights to the liquidation group.<br><br>When reporting creditors' rights, the creditor shall provide an explanation of matters relevant to the creditor's rights and shall provide materials as evidence. The liquidation group shall carry out registration of creditors' rights so reported.<br><br>During the period of registration of creditors' rights, the liquidation committee shall not repay the debt to creditors. | 205. **The liquidation group shall, within 10 days from the date of its establishment, notify the creditors, and shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 60 days.** A creditor shall within 30 days of receiving the notice, or for creditors who do not receive the notice, within 45 days of the date of the public announcement, report its creditors' rights to the liquidation group.<br><br>When reporting creditors' rights, the creditor shall provide an explanation of matters relevant to the creditor's rights and shall provide materials as evidence. The liquidation group shall carry out registration of creditors' rights so reported.<br><br>During the period of registration of creditors' rights, the liquidation committee shall not repay the debt to creditors. |

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| 180. | 251. After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to the shareholders' general meeting or to the relevant governing authorities for confirmation.<br><br>To the extent that the Company is able to repay its debts, it shall, in the following order, pay: the liquidation expenses, wages of the employees, social insurance premiums and statutory compensation, outstanding taxes, and the Company's debts.<br><br>The assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class and proportion of their shareholdings.<br><br>During the liquidation period, the Company continues to exist but may not carry out any operation that is not for purposes of carrying out liquidation. | 207. **After sorting out the Company's property and preparing a balance sheet and a list of assets, the liquidation group shall formulate a liquidation plan and submit it to the shareholders' meeting or a people's court for confirmation.**<br><br>**Where there is any remaining property of the Company after paying, in order, the liquidation expenses, the wages of employees, social insurance premiums and statutory compensation, the taxes owed, and the Company's debts, the Company may distribute it in proportion to the shares held by the shareholders.**<br><br>**The property of the Company shall not be distributed to shareholders before it has been repaid in accordance with the provisions of the preceding paragraph.**<br><br>During the liquidation period, the Company continues to exist but may not carry out any operation that is not for purposes of carrying out liquidation. |
| 181. | 252. If after putting the Company's assets in order and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company resulting from dissolution, the liquidation group discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation group shall immediately apply to the People's Court for a declaration of insolvency.<br><br>After a Company is declared insolvent by a ruling of the People's Court, the liquidation group shall turn over liquidation matters to the People's Court. | 208. **If, after sorting out the Company's property and preparing a balance sheet and a list of assets, the liquidation group discovers that the Company's property is insufficient to repay its debts, it shall apply to a people's court for bankruptcy liquidation in accordance with the law.**<br><br>**After a people's court accepts the bankruptcy application, the liquidation group shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people's court.** |

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| 182. | 253. Following the completion of liquidation, the liquidation group shall present a report on liquidation and prepare a statement of the receipts and payments during the period of liquidation and financial books and records which shall be audited by Chinese registered accountants and submitted to the shareholder's general meeting or the relevant governing authority for confirmation.<br><br>The liquidation group shall also after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company. | 209. **After the liquidation of the Company is completed, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or a people's court for confirmation, and submit it to the company registration authority to apply for cancellation of registration.** |
| 183. | 254. Members of the liquidation group shall be faithful to their duties and fulfill their liquidation obligations in accordance with the law. Members of the liquidation group shall not abuse their functions and powers to accept bribery or any other illegal income, nor embezzle the Company's properties. Where members of the liquidation group incur losses to the company or the creditors thereof intentionally or due to gross negligence, they shall be liable to compensation. | 210. **Members of the liquidation group, in performing their liquidation duties, owe a duty of loyalty and a duty of diligence. If members of the liquidation group cause losses to the Company due to negligence in performing their liquidation duties, they shall be liable for compensation; if they cause losses to creditors due to intent or gross negligence, they shall be liable for compensation.** |

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| 184. | 257. The Company may amend these Articles in accordance with the stipulations of laws, administrative regulations and these Articles.<br><br>The amendments of these Articles shall be in accordance with the following procedures:<br><br>(1) the board of directors shall pass resolutions, prepare proposals for amendments of these Articles in accordance with the provisions of these Articles, or the shareholders shall propose the amendments of these Articles;<br>(2) inform the shareholders of the amendment proposals and submit the proposals to the general meeting for passing;<br>(3) amendments as submitted to the general meeting shall be passed through a special resolution. | 213. The Company may amend these Articles in accordance with the stipulations of laws, administrative regulations and these Articles.<br><br>The amendments of these Articles shall be in accordance with the following procedures:<br><br>(1) the board of directors shall pass resolutions, prepare proposals for amendments of these Articles in accordance with the provisions of these Articles, or the shareholders shall propose the amendments of these Articles;<br>(2) inform the shareholders of the amendment proposals and submit the proposals to the general meeting for passing;<br>(3) amendments as submitted to the general meeting shall be passed through a special resolution.<br><br>**The board of directors shall amend these Articles in accordance with the resolution of the shareholders' meeting to amend these Articles and the approval opinions of the relevant competent authorities.** |
| 185. | 258. The amendments to these Articles involving any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law. | 214. **Amendments to these Articles that require approval from a competent authority must be submitted to that competent authority for approval; if they involve matters of company registration, a change of registration shall be handled in accordance with the law.** |
| 186. | 259. Any amendment to these Articles shall be subject to announcement if so required by the laws and regulations. | 215. **Any amendment to these Articles shall be subject to announcement if so required by applicable laws and regulations, the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed.** |

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| 187. | 260. The Company shall act according to the following principles to settle disputes:<br><br>(1) Whenever any disputes or claims arising between: holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested Shares and the Company's directors, supervisors, general manager, deputy general manager or other senior officers; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic-Invested Shares, based on these Articles or any rights or obligations conferred or imposed by the Company Law or any other laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.<br>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration, provided that such person is the Company or the Company's shareholder, director, supervisor, general manager, deputy general manager or other senior officer.<br>Disputes in relation to the definition of shareholders and disputes in relation to the shareholders' register need not be resolved by arbitration. | (Deleted) |

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| | (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.<br>If a claimant elects arbitration at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.<br>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (1) of this Article, the laws of China shall apply, save as otherwise provided in laws and administrative regulations.<br>(4) The award of an arbitration body shall be final and conclusive and binding on all parties. | |

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| 188. | 261. Save as otherwise required by these Articles, notices of the Company shall be served by the following methods:<br><br>(1) by hand;<br>(2) by mail;<br>(3) by announcement;<br>(4) by announcement on the website designated by the stock exchange at the location where the Company's shares are listed in accordance with the laws, administrative regulations and listing rules of the stock exchange at the location where the Company's shares are listed;<br>(5) by other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;<br>(6) by other means as required by these Articles.<br><br>Unless the context otherwise requires, "announcement" referred to herein means an announcement published in newspapers or websites in the PRC as to the announcement made to holders of Domestic Shares or the announcement required to be published in the PRC according to the relevant provisions and these Articles, which shall be as specified in PRC laws and regulations or designated, approved or permitted by the CSRC. In respect of the announcement sent to holders of H Shares of the Company or required to be sent in Hong Kong pursuant to relevant regulations and these Articles, the announcement shall be published on the designated websites of the Stock Exchange and the Company's website, or in the newspapers or other designated media as required by Hong Kong listing rules.<br><br>The "Corporate Communications" and "Corporate Communications for Action" required to be sent by the Company to the H Shareholders as set out in these Articles will be sent in accordance with the relevant requirements of the Hong Kong Listing Rules. | 216. Save as otherwise required by these Articles, notices of the Company shall be served by the following methods:<br><br>(1) by hand;<br>(2) by mail;<br>(3) by announcement;<br>**(4) by announcement on the designated information disclosure media of the stock exchange where the Company's shares are listed in accordance with applicable laws and regulations, and the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed;**<br>(5) by other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;<br>(6) by other means as required by these Articles.<br><br>Unless the context otherwise requires, "announcement" referred to herein means an announcement published in newspapers or websites in the PRC as to the announcement made to holders of Domestic Shares or the announcement required to be published in the PRC according to the relevant provisions and these Articles, which shall be as specified in PRC laws and regulations or designated, approved or permitted by the CSRC. In respect of the announcement sent to holders of H Shares of the Company or required to be sent in Hong Kong pursuant to relevant regulations and these Articles, the announcement shall be published on the designated websites of the Stock Exchange and the Company's website, or in the designated newspapers or other designated media as required by Hong Kong listing rules.<br><br>The "Corporate Communications" and "Corporate Communications for Action" required to be sent by the Company to the H Shareholders as set out in these Articles will be sent in accordance with the relevant requirements of the Hong Kong Listing Rules. |

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| 189. | 263. In these Articles, the meaning of an accountants firm is the same as that of "auditors".<br><br>The terms "or more", "or less", "within" herein shall include the given figure, while "without", "less than", "more than" shall not include the given figure.<br><br>The "actual controllers" shall refer to the persons, other than shareholders, who are able to actually control the acts of the Company through investment relationship, according to agreement or by any other arrangement. Spouse and direct relatives of the actual controllers and people who directly or indirectly hold more than 5% of the shares of the Company and serve as directors and senior management of the Company shall be deemed as joint actual controllers, unless there is evidence to the contrary.<br><br>The "connected relationship" shall refer to the relationship between the Company's controlling shareholders, actual controllers, directors, supervisors, senior officers, and enterprises directly or indirectly under their control, as well as any other relationship which may cause transfer of the Company's interests. However, the relationship between State-controlled enterprises is not a connected relationship due to the fact that such enterprises are under the common control of the State. | 218. In these Articles, the meaning of an accountant firm is the same as that of "auditors".<br><br>**The terms "or more", "within" herein shall include the given figure, while "over" "without", "less than", "more than" shall not include the given figure.**<br><br>**Controlling shareholder refers to a shareholder whose shareholding accounts for more than 50% of the Company's total share capital; or a shareholder whose shareholding ratio, although not exceeding 50%, has voting rights attached to the shares they hold that are sufficient to have a significant impact on the resolutions of the shareholders' meeting.**<br><br>**The "actual controller" shall refer to a natural person, legal person, or other organisation that, through investment relationships, agreements, or other arrangements, is able to actually control the Company's actions.**<br><br>**The "connected relationship" shall refer to the relationship between the Company's controlling shareholders, actual controllers, directors, senior officers, and enterprises directly or indirectly under their control,** as well as any other relationship which may cause transfer of the Company's interests. However, the relationship between State-controlled enterprises is not a connected relationship due to the fact that such enterprises are under the common control of the State. |
| 190. | 267. These Articles have been prepared in Chinese. In the event of any discrepancy between the Chinese version hereof and any translation hereof in any other language, the Chinese version shall prevail. | 222. These Articles have been prepared in Chinese. **If there is any discrepancy between the Chinese text of these Articles and any translated text in another language, the Chinese version of these Articles most recently approved and registered with the company registration authority shall prevail.** |

| | The current Articles of Association | Amended Articles of Association |
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| 191. | 268. Any matters unspecified in these Articles shall follow the requirements of relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed. If the requirements of these Articles are contradicted to those specified by relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed, the requirements of relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed shall prevail. | 223. **For matters not covered by these Articles, the applicable laws and regulations, and the rules of the securities regulatory authorities of the place where the Company's shares are listed and the stock exchanges shall apply accordingly. If the provisions of these Articles conflict with applicable laws and regulations, or the rules of the securities regulatory authorities and the stock exchanges of the place where the Company's shares are listed, the latter shall prevail.** |

*Note:* In addition to the above amendments, the following changes have been made to the Articles of Association: 1) "shareholders' general meeting" is changed to "shareholders' meeting"; 2) "Overseas-Listed Foreign-Invested Shares" is changed to "H Shares"; 3) "related-party transactions" is changed to "related (connected) transactions"; 4) "independent directors" is changed to "independent (non-executive) directors"; and 5) if the revised articles only involve the deletion of "board of supervisors" or "supervisors" or the replacement of "board of supervisors" with "Audit Committee", and no other modifications are made, the comparison before and after the amendments will not be listed individually in the comparison table.

If the addition or deletion of certain articles results in a change in the article number, the subsequent article numbers in the corresponding articles will be adjusted sequentially, either by extension or reduction, including the corresponding numbering of other articles referenced in the relevant articles.