THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Launch Tech Company Limited (the "Company"), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LAUNCH

深圳市元征科技股份有限公司

LAUNCH TECH COMPANY LIMITED*

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

(Stock Code: 2488)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (INCLUDING ABOLITION OF SUPERVISORY COMMITTEE AND SUPERVISORS AND ESTABLISHMENT OF EMPLOYEE DIRECTOR) (2) PROPOSED CAPITAL REDUCTION; AND (3) NOTICE OF SPECIAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular.

The notice dated 4 November 2025 convening the SGM, i.e. the special general meeting of the Company, to be held at 10/F R&D Block, Launch Industrial Park, No. 4012 North of Wuhe Road, Bantian Street, Longgang District, Shenzhen, the PRC on Wednesday, 19 November 2025 at 10:00 a.m., are set out on pages 88 to 89 of this circular.

Whether or not you intend to attend such meetings, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business at 10/F R&D Block, Launch Industrial Park, No. 4012 North of Wuhe Road, Bantian Street, Longgang District, Shenzhen, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding such meetings or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the meetings or at any adjourned meetings if you so wish.

* *for identification purpose only*

4 November 2025

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"Articles" or "Articles of Association"	the articles of association of the Company as amended from time to time
"Audit Committee"	the audit committee established by the Company under the Listing Rules
"Board"	the board of Directors of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	深圳市元征科技股份有限公司 (Launch Tech Company Limited*), a joint stock limited company incorporated in the PRC with limited liability
"Company Law"	the Company Law of the PRC
"CSRC"	the China Securities Regulatory Commission
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	domestic share(s) of RMB1.00 each in the share capital of the Company which are subscribed for in RMB
"Domestic Shareholder(s)"	Holder(s) of the Domestic Share(s)
"H Share(s)"	the overseas listed foreign invested share(s) of RMB1.00 each in the share capital of the Company which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK$
"H Shareholder(s)"	Holder(s) of the H Share(s)
"HK$" or "HKD"	Hong Kong Dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be convened and held on Wednesday, 19 November 2025 at 10:00 a.m.
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Repurchases

In this circular, the English names of the PRC entities are translations of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

* *for identification purpose only*

LAUNCH

深圳市元征科技股份有限公司

LAUNCH TECH COMPANY LIMITED*

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

(Stock Code: 2488)

Executive Directors
Mr. Liu Xin *(Chairman)*
Ms. Huang Zhao Huan
Mr. Jiang Shiwen
Mr. Liu Guozhu

Non-executive Director
Mr. Peng Jian

Independent non-executive Directors
Ms. Zhang Yanxiao
Mr. Bin Zhichao
Ms. He Xujin

Registered office
Launch Industrial Park,
No. 4012 North of Wuhe Road,
Bantian Street,
Longgang District,
Shenzhen, the PRC

Principal place of business
Launch Industrial Park,
No. 4012 North of Wuhe Road,
Bantian Street,
Longgang District,
Shenzhen, the PRC

Principal place of business in Hong Kong
Unit 1104, Crawford House,
70 Queen's Road Central,
Hong Kong

4 November 2025

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (INCLUDING ABOLITION OF SUPERVISORY COMMITTEE AND SUPERVISORS AND ESTABLISHMENT OF EMPLOYEE DIRECTOR) (2) PROPOSED CAPITAL REDUCTION; AND (3) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the SGM to be held on Wednesday, 19 November 2025 and to provide you with information regarding the resolutions to be proposed at the SGM to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the SGM regarding, among others, the amendments to the Articles of Association and to seek your approval of the other resolutions to be proposed thereat.

* *for identification purpose only*

SPECIAL RESOLUTION

1. ***To consider and approve the proposed amendments, the abolition of the Supervisory Committee as set out in the circular of the Company dated 4 November 2025 and to authorize the Directors of the Company to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters, and to make further amendments, if necessary, as required by the relevant governmental and/or regulatory authorities as a result of the proposed amendments and abolition of the Supervisory Committee.***

Reference is made to the announcement of the Company dated 4 November 2025 in relation to the proposed amendments to the Articles of Association (the "**Proposed Amendments**").

The Board proposes to amend the Articles of Association for the purposes of, among others, (i) updating and bring the Articles of Association in line with the latest regulatory requirements under the Company Law, the Guidelines for Articles of Association of Listed Companies, and other relevant laws and regulations; (ii) better aligning the Articles of Association with the actual circumstances and needs of the Company; (iii) establishing one employee director and making corresponding adjustments to the structure of the Board; and (iv) further improving corporate governance, the Company will no longer have Supervisory Committee and the position of Supervisors, and the functions and powers previously exercised by the Supervisory Committee under the Company Law and the Articles of Association will be taken over by the Audit Committee and the duties of Supervisors of the original Supervisory Committee will be naturally dispensed with. Pending the consideration and approval of the matters by the SGM, the Supervisory Committee will continue to perform its duties in strict accordance with the relevant laws and regulations and the Articles of Association to safeguard the interests of the Company and all Shareholders.

At the same time, the Board requests authorization from the general meeting of shareholders for the Board to make corresponding adjustments and amendments to the Articles of Association (including but not limited to adjustments and amendments to the text, chapters, articles and conditions for taking effect) within the scope approved by the SGM, in accordance with changes in the relevant laws, regulations (including but not limited to the Listing Rules) and policies as well as the requirements and recommendations of relevant domestic and foreign government authorities and regulatory bodies. The Secretary to the Board shall also process approval (if required), changes in registration, filing, and other related matters at the registrar of the Company and other relevant government authorities.

For details of the Proposed Amendments, please refer to Appendix I of this circular. The Proposed Amendments are subject to the approval of the Company's Shareholders at the SGM by way of a special resolution. Prior to the passing of such special resolution at the SGM, the existing Articles of Association shall remain valid.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the applicable laws of the PRC. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company

incorporated in the PRC and listed on the Hong Kong Stock Exchange. The Board believes that the Proposed Amendments have neither material impact on the rights of the Company's Shareholders nor adverse impact on the business operation of the Company, and they are in the interests of the Company and Shareholders as a whole.

Save for the amendments set out in Appendix I, the other articles of the Articles of Association remain unchanged.

The Articles of Association are prepared in Chinese without an official English version. Any English translation thereof is for reference only. If there is any discrepancy between the two versions, the Chinese version shall prevail.

2. To consider and approve the resolution in relation to the Reduction of Registered Capital.

The Board proposed that the Company reduce its registered capital accordingly due to completion of the repurchase of H Shares, details of which are as follows: As authorized by the annual general meeting convened on 25 April 2025, the Company repurchased the issued H Shares. As at 29 September 2025, upon completion of the repurchase of H Shares, the current structure of share capital of the Company consists of 410,155,600 ordinary Shares, of which, the number of H Shares has been reduced to 156,595,600. It was agreed that the registered capital of the Company shall be reduced to RMB410,155,600 accordingly, and the Chairman and his authorized representative shall be authorized to deal with all matters including announcements, amendments to the Articles of Association and change in business registration related to the abovementioned changes to the registered capital upon the approval of such resolution at the SGM.

Accordingly, it was proposed that corresponding regulatory adjustments to the expressions including registered capital, share capital and others in the Articles of Association shall be made to reflect the actual share capital of the Company. For details of the proposed amendments, please refer to Appendix II.

SGM BOOK CLOSURE PERIOD

The register of members of the Company in Hong Kong will be closed from Friday, 14 November 2025 to Wednesday, 19 November 2025, both days inclusive, during which no transfer of shares will be effected. In order to be eligible to attend the SGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 13 November 2025. All transfers of Domestic Shares together with the relevant share certificates must be delivered to the Company's principal place of business in the PRC at 10/F R&D Block, Launch Industrial Park, No. 4012 North of Wuhe Road, Bantian Street, Longgang District, Shenzhen, the PRC, no later than 4:30 p.m. on Thursday, 13 November 2025.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to vote at the SGM in accordance with the Articles and the Listing Rules. An announcement on the poll result will be made by the Company in accordance with the Listing Rules.

RECOMMENDATION

The Board is of the view that the resolutions including proposed amendments to the Articles of Association are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

(a) the information contained in this circular is accurate and complete in all material respects and not misleading;

(b) there are no other matters the omission of which would make any statement in this circular misleading; and

(c) all opinions expressed in this circular have been arrived at after due and careful consideration.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
for and on behalf of
Launch Tech Company Limited
Liu Xin
Chairman

The following are the proposed amendments to the existing Articles of Association, the deletions where is indicated by strikethrough or, where the relevant article or chapter to be deleted in its entirety is stated as "Deleted", and the additions or revisions is indicated by bolding and underlining.

The proposed amendments involve additions and deletions of articles and chapters and adjustment to the order of articles and chapters, and hence the numbering of the amended Articles of Association shall be re-numbered accordingly. The amended Articles of Association will also be revised accordingly for any changes in the numbering of articles and chapters with cross reference made in the existing Articles of Association.

Unless otherwise specified, all capitalised terms in the proposed amendments contained in this Appendix shall have the same meanings as defined in the existing Articles of Association and shall have the corresponding meanings ascribed to them in the existing Articles of Association.

The Articles of Association have been prepared written in Chinese. In case of any discrepancy between the Chinese and the English versions, the Chinese version shall prevail.

Current Articles of Association	**Proposed amendments***
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 3 Residence: Launch Industrial Park, No. 4012 North of Wuhe Road Bantian Street, Longgang District, Shenzhen, People's Republic of China Postal code: 518029 Tel: (86 755) 8452 8196 Fax: (86 755) 8452 8166	Article 3 Residence: Launch Industrial Park, No. 4012 North of Wuhe Road Bantian Street, Longgang District, Shenzhen, People's Republic of China Postal code: 518029 ~~Tel: (86755) 84528196~~ ~~Fax: (86755) 84528166~~
Article 4 Chairman of the Board of directors is the legal representative of the Company.	Article 4 Chairman of the Board of directors is the legal representative of the Company. **If the Chairman of the Board of directors who serves as the legal representative resigns, he is deemed to have resigned as the legal representative at the same time.** **If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of the legal representative's resignation.**

* Except for the items listed in this table, the following amendments will not be separately described: 1) re-numbering and adjustments to serial numbers of cross reference clauses resulting from addition or deletion of chapters or clauses; 2) amendments solely involving the addition or use of abbreviations, formating adjustments, overall or partial text refinements and standardized punctuation usage; 3) amendments solely involving the replacement of "general manager" with "manager" and "deputy general manager" with "deputy manager" and the deletion of all references to "supervisory committee" and "supervisor."

Current Articles of Association	Proposed amendments
Article 6 After the registration formalities were completed with the relevant Administration for Industry and Commerce, the original Articles of Association had taken effect since the date of incorporation of the Company. These Articles of Association, having been adopted by way of a special resolution passed in the general meeting of shareholders of the Company and approved by the relevant authority of China, shall take effect from the date of listing of foreign capital shares (H shares) overseas on the main board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange of Hong Kong"). Upon taking effect, the Articles of Association shall supersede the existing Articles of Association. Starting from its effective date, these Articles of Association shall become the document legally binding on the standardization of the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders, as well as among the shareholders.	Article 6 ~~After the registration formalities were completed with the relevant Administration for Industry and Commerce, the~~**The** original Articles of Association had ~~taken effect since the date of incorporation of the Company. These Articles of Association, having~~ been adopted by way of a special resolution passed in the general meeting of shareholders ~~of the Company and approved by the relevant authority of China, shall take effect from the date of listing of foreign capital shares (H shares) overseas on the main board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange of Hong Kong").~~ ~~Upon taking effect, the Articles of Association shall supersede the existing Articles of Association.~~ Starting from its effective date, these Articles of Association shall become the document legally binding on the standardization of the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders, as well as among the shareholders.

Current Articles of Association	Proposed amendments
Article 7 The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors, general managers and other senior management. Based on the Articles of Association, the aforesaid personnel may raise claims for rights related to the matters of the Company. Based on the Articles of Association, the shareholders may instigate litigation against the Company. Based on the Articles of Association, the Company may instigate litigation against the shareholders. Based on the Articles of Association, the shareholders may instigate litigation against the shareholders. Based on the Articles of Association, the shareholders may instigate litigation against the directors, supervisors, general managers and other senior management of the Company. Instigating litigation as mentioned in the preceding clause includes instigating litigation before the court or applying to the arbitration institution for arbitration.	Article 7 The Articles of Association shall be binding on the Company and its shareholders, directors, ~~supervisors, general~~ managers and other senior management. Based on the Articles of Association, the aforesaid personnel may raise claims for rights related to the matters of the Company. Based on the Articles of Association, the shareholders may instigate litigation against the Company. Based on the Articles of Association, the Company may instigate litigation against the shareholders**, directors, managers and other senior management**. Based on the Articles of Association, the shareholders may instigate litigation against the shareholders. Based on the Articles of Association, the shareholders may instigate litigation against the directors, ~~supervisors, general~~ managers and other senior management of the Company. Instigating litigation as mentioned in the preceding clause includes instigating litigation before the court or applying to the arbitration institution for arbitration.
Article 8 The Company may invest in other limited companies and joint stock limited companies, with its accountability limited to the capital contributed for the companies in which it invested. The Company shall not become the shareholder with unlimited liability of other profit-making organizations.	Article 8 The Company may invest in other ~~limited companies and joint stock limited~~ companies~~, with its accountability limited to the capital contributed for the companies in which it invested~~. ~~The Company shall not become the shareholder with unlimited liability of other profit- making organizations.~~ **If it is stipulated by law that the Company shall not become a contributor severally and jointly liable for the debts of its investee enterprises, the Company shall comply with such law.**

Current Articles of Association	**Proposed amendments**
Article 9 The whole of the Company's capital shall be divided into ordinary shares of equal value. The liability of the shareholders are limited to their individual shareholding. The debt accountability of the Company is limited to its entire assets. Subject to complying with the laws and administrative regulations in China, the Company is entitled to financing or borrowing, which include (but not limited to) issuing bonds and charging all or a part of its assets and business for the purpose of security or pledge, as well as other rights permitted by the laws and administrative regulations in China. However, in exercising the said rights the Company shall not damage or repeal any rights of the shareholders.	Article 9 The whole of the Company's capital shall be divided into ordinary shares of equal value. The liability of the shareholders are limited to their individual shareholding. The debt accountability of the Company is limited to its entire ~~assets~~**properties**. Subject to complying with the laws and administrative regulations in China, the Company is entitled to financing or borrowing, which include (but not limited to) issuing bonds and charging all or a part of its assets and business for the purpose of security or pledge, as well as other rights permitted by the laws and administrative regulations in China. However, in exercising the said rights the Company shall not damage or repeal any rights of the shareholders.
Newly added	**Article 11 As required by the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China to carry out the activities of the Party. The Company shall provide the necessary conditions for the activities of the organization of the Party.**

Current Articles of Association	**Proposed amendments**
Chapter 2 Business Objectives and Scope	Chapter 2 Business Objectives and Scope
Article 11 The business objectives of the Company are: development of area of usage of computers development of leading edge technology, active research and development of new products based on computer technology and the strategy of "Utilization of areas of usage for hardware breakthrough and integration of systems for exit of software", and promotion of development of hi-tech for China's motor car business market.	Article 12 The business objectives of the Company are: ~~development of area of usage of computers development of leading edge technology, active research and development of new products based on computer technology and the strategy of "Utilization of areas of usage for hardware breakthrough and integration of systems for exit of software", and promotion of development of hi-tech for China's motor car business market.~~ **focusing on the development of automotive diagnostic technology, utilizing new technologies such as artificial intelligence and big data, establishing an open automotive maintenance service platform, and striving to become the world's leading brand in automotive services.**
Article 12 The business scope of the Company shall be subject to that approved by the company registration authority. The business scope of the Company shall include: developing software related to diagnosis, testing, maintenance, and equipment preservation for motor cars, production and sale and rental of such software, R & D, production and sale and rental of motor car electronic products, rental of self-owned properties, commercial advertising; information network servicing (excluding franchised commercial products and restricted items) and export and import business specified under (Class certificate for export/import business) Letter No.17 of Shenzhen Trade Regulation Registration Certificate.	Article 13 The business scope of the Company shall be subject to that approved by the company registration authority. The business scope of the Company shall include: developing software related to diagnosis, testing, maintenance, and equipment preservation for motor cars, production and sale and rental of such software, R & D, production and sale and rental of motor car electronic products, rental of self-owned properties, commercial advertising; information network servicing (excluding franchised commercial products and restricted items) and export and import business specified under (Class certificate for export/import business) Letter No.17 of Shenzhen Trade Regulation Registration Certificate.

Current Articles of Association	Proposed amendments
Upon approval by relevant government authorities and approval of the shareholders of the Company by Resolution in General Meeting of the Company, the Company may timely adjust the investment policy, as well as the business scope and means, based on the domestic and international market trend, the development requirements for domestic business, the capability of self-development and the business requirements of the Company, and set up branches and offices (whether wholly owned or not) in the domestic and foreign territories as well as Hong Kong, Macau and Taiwan Regions.	Upon approval by relevant government authorities and approval of the shareholders of the Company by Resolution in General Meeting of the Company, the Company may timely adjust the investment policy, as well as the business scope and means, based on the domestic and international market trend, the development requirements for domestic business, the capability of self-development and the business requirements of the Company, and set up branches and offices (whether wholly owned or not) in the domestic and foreign territories as well as Hong Kong, Macau and Taiwan Regions.
Chapter 3 Shares and Registered Capital	Chapter 3 Shares and Registered Capital
Article 16 The shares issued by the Company for subscription in Renminbi by the domestic investors shall be referred to as the domestic capital shares. The shares issued by the Company for subscription in foreign currency by the overseas investors shall be referred to as the foreign capital shares. The foreign capital shares listed overseas shall be listed at the main board of the Hong Kong Stock Exchange. The domestic capital shares issued by the Company having been approved by the Shareholders in general meeting of the Company and by the relevant Government authority may be listed on the Stock Exchange(s) in China whereas foreign capital shares listed outside China may be listed in the main board of the Hong Kong Stock Exchange.	Article 17 The shares issued by the Company for subscription in Renminbi by the domestic investors **and other qualified investors** shall be referred to as the domestic capital shares. The shares issued by the Company for subscription in foreign currency by the overseas investors **and other qualified investors** shall be referred to as the foreign capital shares. ~~The foreign capital shares listed overseas shall be listed at the main board of the Hong Kong Stock Exchange.~~ The domestic capital shares issued by the Company having been approved by the Shareholders in general meeting of the Company and by the relevant Government authority may be listed on the Stock Exchange(s) in China whereas foreign capital shares listed outside China may be listed in the main board of the Hong Kong Stock Exchange.

Current Articles of Association	Proposed amendments
Upon filing with the securities regulatory authorities of the State Council and other authorities, the holders of domestic shares of the Company is allowed to transfer their part or all shares to foreign investors and those shares maybe listed on the main board of the Hong Kong Stock Exchange; All or part of the shall be able to be, subject to the conditions under the relevant law and regulations, transformed to foreign shares. And those foreign shares transferred and transformed shall be listed and traded on the main board of the Hong Kong Stock Exchange and shall also comply with the regulatory procedures, rules and requirements of the Hong Kong Stock Exchange. The aforesaid situations where shares are transferred to foreign investors and then listed on or transformed to foreign shares and then listed on the Hong Kong Stock Exchange do not require passing of resolutions at a shareholders' meeting.	Upon filing with the securities regulatory authorities of the State Council and other authorities, the holders of domestic shares of the Company is allowed to transfer their part or all shares to foreign investors and those shares maybe listed on the main board of the Hong Kong Stock Exchange; All or part of the shall be able to be, subject to the conditions under the relevant law and regulations, transformed to foreign shares. And those foreign shares transferred and transformed shall be listed and traded on the main board of the Hong Kong Stock Exchange and shall also comply with the regulatory procedures, rules and requirements of the Hong Kong Stock Exchange. The aforesaid situations where shares are transferred to foreign investors and then listed on or transformed to foreign shares and then listed on the Hong Kong Stock Exchange do not require passing of resolutions at a shareholders' meeting.

Current Articles of Association	Proposed amendments
Article 20 Based on the requirements for operation and development, the Company may approve the capital increase according to relevant stipulations of these Articles of Association. The Company may increase capital by way of the following: (1) by issuing new shares to non-specified investors to raise fund; (2) by issuing new shares to existing shareholders by means of placement; (3) by distributing new shares to existing shareholders; (4) by other means permitted by the laws and administrative regulations. After issuing new shares to increase the capital of the Company as approved by the Articles of Association, the Company shall proceed with the formalities according to the procedure required by the relevant laws and administrative regulations in China as well as the registration of alteration with the company registration authority, and make the relevant announcement.	Article 21 Based on the requirements for operation and development, the Company may approve the capital increase according to relevant stipulations of these Articles of Association. The Company may increase capital by way of the following: (1) by issuing new shares to non-specified investors to raise fund; (2) by issuing new shares to existing shareholders by means of placement; (3) by distributing new shares to existing shareholders; (4) **by converting the reserve fund into share capital;** **(5)** by other means permitted by the laws and administrative regulations. After issuing new shares to increase the capital of the Company as approved by the Articles of Association, the Company shall proceed with the formalities according to the procedure required by the relevant laws and administrative regulations in China as well as the registration of alteration with the company registration authority, and make the relevant announcement.

Current Articles of Association	Proposed amendments
Newly added	**Article 22 The Company shall not provide gifts, loans, guarantees or other financial assistance to other persons for the acquisition of shares in the Company or its parent company, except for the implementation of the Company's employee share ownership plans.** **For the interests of the Company, upon resolutions at the general meeting of shareholders or resolutions made by the Board in accordance with the Articles of Association or the authorization of the general meeting of shareholders, the Company may provide financial assistance to other persons for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board shall be approved by more than two-thirds of all Directors.** **In the event of violation against the provisions of the preceding two paragraphs which causes losses to the Company, the responsible Directors, managers and senior management shall be liable for compensation.**

Current Articles of Association	**Proposed amendments**
Chapter 4 Capital Reduction and Share Repurchase	Chapter 4 Capital Reduction and Share Repurchase
Article 26 For the purpose of decreasing its registered capital, the Company shall compile the balance sheet and the financial inventory. The Company shall inform the creditors within ten days from the date of adopting the resolution of reducing the registered capital and publish the announcement at least three times in the newspaper within thirty days. The creditors shall, within thirty days from the date of receiving the notice, and those having not received the notice shall, within forty-five days from the date of the first announcement, be entitled to request the Company to reimburse the debts or provide corresponding guarantee for reimbursement of the debts. The registered capital of the Company shall not be less than the minimum authorized capital after the capital reduction.	Article 28 For the purpose of decreasing its registered capital, the Company ~~shall~~ **should** compile the balance sheet and the ~~financial~~ **property** inventory. The Company shall inform the creditors within ten days from the date of adopting the resolution of reducing the registered capital **at the general meeting of shareholders** and publish the announcement at least three times in the newspaper **or the National Enterprise Credit Information Publicity System** within thirty days. The creditors shall, within thirty days from the date of receiving the notice, and those having not received the notice shall, within forty-five days from the date of the ~~first~~ announcement, be entitled to request the Company to reimburse the debts or provide corresponding guarantee for reimbursement of the debts. The registered capital of the Company shall not be less than the minimum authorized capital after the capital reduction.

Current Articles of Association	Proposed amendments
Article 27 Under the following circumstances, the Company shall, by way of the procedure prescribed by laws and regulations and the Articles of Association, repurchase its shares in issue: (1) Share cancellation for the purpose of reducing the capital of the Company; (2) Merger with the other company holding the shares of the Company; (3) utilizing shares in the employee share ownership scheme or for share inventive; (4) acquiring shares held by shareholders, who vote against any resolution proposed in any general meeting on the merger or division of the Company, upon their request; (5) utilizing shares to satisfy the conversion of corporate bonds which are convertible into shares issued by the listed company; (6) safeguarding the corporate value and the shareholders' interests as the listed company deems necessary; (7) Other circumstances permitted by the laws or administrative regulations. Acquisition of the Company's shares under circumstances specified in item (1) and item (2) of this Article shall be subject to the resolution of the general meeting. Acquisition of the Company's shares under circumstances specified in items (3), (5) and (6) of this Article shall be subject to approval by way of resolution at the Board meeting attended by a two-thirds majority of the Directors.	Article 29 Under the following circumstances, the Company shall, by way of the procedure prescribed by laws and regulations and the Articles of Association, repurchase its shares in issue: (1) Share cancellation for the purpose of reducing the capital of the Company; (2) Merger with the other company holding the shares of the Company; (3) utilizing shares in the employee share ownership scheme or for share inventive; (4) acquiring shares held by shareholders, who vote against any resolution proposed in any general meeting on the merger or division of the Company, upon their request; (5) utilizing shares to satisfy the conversion of corporate bonds which are convertible into shares issued by the listed company; (6) safeguarding the corporate value and the shareholders' interests as the listed company deems necessary; (7) Other circumstances permitted by the laws or administrative regulations. Acquisition of the Company's shares under circumstances specified in item (1) and item (2) of this Article shall be subject to the resolution of the general meeting. Acquisition of the Company's shares under circumstances specified in items (3), (5) and (6) of this Article shall be subject to approval by way of resolution at the Board meeting attended by a two-thirds majority of the Directors.

Current Articles of Association	Proposed amendments
Article 28 After the repurchase of shares by the Company, it shall cancel the shares acquired under the circumstance specified in item (1) of Article 27 of the Articles of Association within 10 days after the acquisition; transfer or cancel the shares under the circumstances specified in items (2) and (4) of Article 27 of the Articles of Association within 6 months after the acquisition. In case of the circumstances specified in items (3), (5) and (6) of Article 27 of the Articles of Association, the total shares of the Company held by the Company itself shall not exceed 10% of its total shares in issue and shall be transferred or cancelled within 3 years after the acquisition. After the repurchase of shares of the Company under the circumstances specified in items (3), (5) and (6) of Article 27 of the Articles of Association, it shall be conducted through open centralized trading. After the repurchase of shares by the Company according to the laws, the Company shall apply to the original company registration authority for registration of alteration of its registered capital. After completion of reduction of capital and registration of alteration of its registered capital the Company shall publicly announce the same. Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.	Article 30 After the repurchase of shares by the Company, it shall cancel the shares acquired under the circumstance specified in item (1) of Article 2~~7~~**9** of the Articles of Association within 10 days after the acquisition; transfer or cancel the shares under the circumstances specified in items (2) and (4) of Article 2~~7~~**9** of the Articles of Association within 6 months after the acquisition. In case of the circumstances specified in items (3), (5) and (6) of Article 2~~7~~**9** of the Articles of Association, the total shares of the Company held by the Company itself shall not exceed ~~10%~~**ten percent** of its total shares in issue and shall be transferred or cancelled within 3 years after the acquisition. After the repurchase of shares of the Company under the circumstances specified in items (3), (5) and (6) of Article 2~~7~~**9** of the Articles of Association, it shall be conducted through open centralized trading. After the repurchase of shares by the Company according to the laws, the Company shall apply to the original company registration authority for registration of alteration of its registered capital. After completion of reduction of capital and registration of alteration of its registered capital the Company shall publicly announce the same. Where the laws, regulations and any other provisions of the relevant requirements of the Securities Regulatory Authority in the place where the Company's shares are listed in respect of the share repurchases, such provisions shall prevail.

Current Articles of Association	**Proposed amendments**
Chapter 5 Share Certificates and Share Register	Chapter 5 Share Certificates and Share Register
Article 32 Where the laws and regulations and the securities regulatory authorities in the place where the Company's shares are listed stipulate the period of closure of the register of shareholders before the date of a general meeting or before the record date for the Company's distribution of dividend, such provisions shall prevail.	Article 34 Where the laws and regulations and the securities regulatory authorities in the place where the Company's shares are listed stipulate the period of closure of the register of shareholders before the date of a general meeting or before the record date for the Company's distribution of dividend, such provisions shall prevail.
Article 33 For the purposes of convening the general meeting of shareholders, distributing dividends, liquidation and engaging in other activities requiring the confirmation of shareholdings, the Board of Directors or the convenor of the general meeting of shareholders shall determine a record day for the determination of the shareholdings. Shareholders whose names are registered on the share register at closing on the record date shall be the shareholders of the Company entitled to the relevant interests.	Article 35 For the purposes of convening the general meeting of shareholders, distributing dividends, liquidation and engaging in other activities requiring the confirmation of shareholdings, the Board of Directors or the convenor of the general meeting of shareholders shall determine a record day for the determination of the shareholdings. Shareholders whose names are registered on the share register at closing on the record date shall be the shareholders of the Company entitled to the relevant interests.
Chapter 6 Rights and Obligations of Shareholders	Chapter 6 Rights and Obligations of Shareholders
Article 36 Shareholders of the ordinary shares of the Company shall be entitled to the following rights: (1) To collect dividends and other forms of benefit distribution according to the number of shares held by them; (2) To attend or appoint proxies to attend the general meeting of shareholders and exercise voting rights;	Article 38 Shareholders of ~~the ordinary shares of~~ the Company shall be entitled to the following rights: (1) To ~~collect~~**obtain** dividends and other forms of benefit distribution according to the number of shares held by them; (2) To **request to hold, convene, preside over**, attend or appoint proxies to attend the general meeting of shareholders and exercise **corresponding** voting rights **in accordance with the law**;

Current Articles of Association	Proposed amendments
(3) To supervise the management of the business operation of the Company and make recommendations or enquiries;	(3) To supervise the ~~management of the business~~ operation of the Company and make recommendations or enquiries;
(4) To transfer shares in accordance with the provisions of laws, administrative regulations and the Articles of Association;	(4) To transfer, **donate or pledge** shares **held** in accordance with the provisions of laws, administrative regulations, **the listing rules of the exchange where the Company's shares are listed**, and the Articles of Association;
(5) The right to inspect and copy the Articles of Association of the company, share register, counterfoil of company debentures, the minutes of shareholders' general meetings, board resolutions, resolutions of the supervisory committee and the financial and accounting reports, and to make suggestions or inquiries in respect of the company's operations;	(5) ~~The right to~~ inspect and **reproduce**~~, copy~~ the Articles of Association of the company, share register, ~~counterfoil of company debentures,~~ the minutes of shareholders' general meetings, board resolutions~~, resolutions of the supervisory committee~~ and the financial and accounting reports, and to make suggestions or inquiries in respect of the company's operations; **shareholders who meet the requirements may review the Company's accounting books and accounting vouchers;**
(6) Upon termination or liquidation of the Company, the right to participation in the distribution of the remaining assets of the Company in proportion to the shares held by them;	(6) Upon termination or liquidation of the Company, the right to participation in the distribution of the remaining assets of the Company in proportion to the shares held by them;
(7) Other rights conferred by the Articles of Association and relevant laws and administrative regulations.	(7) **For shareholders who object to resolutions of merger or division proposed at the general meeting of shareholders, the right to request the Company to purchase the shares held by them;** **(8)** Other rights ~~conferred~~ **stipulated** by the relevant laws and administrative regulations, **departmental rules or** the Articles of Association.

Current Articles of Association	Proposed amendments
Article 37 Shareholders of the ordinary shares of the Company shall assume the following obligations: (1) To comply with the Articles of Association; (2) To pay the sum of subscription according to the number of shares subscribed by them and the method of share subscription; (3) To assume other obligations imposed by laws, administrative regulations and the Articles of Association. A shareholder shall not be further liable to the share capital in any way other than those conditions agreed by the subscriber of the relevant shares on subscription.	Article 39 Shareholders of ~~the ordinary shares of~~ the Company shall assume the following obligations: (1) To abide by the **laws, administrative regulations, the listing rules where the Company's shares are listed** and the Articles of Association; (2) To pay the sum of subscription according to the number of shares subscribed by them and the method of share subscription; (3) **Not to withdraw their capital contributions unless required by the laws and regulations;** **(4) Not to abuse the shareholders' rights to impair the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to impair the interests of any creditor of the Company;** **(5)** To assume other obligations imposed by laws, administrative regulations, **the listing rules where the Company's shares are listed** and the Articles of Association. ~~A shareholder shall not be further liable to the share capital in any way other than those conditions agreed by the subscriber of the relevant shares on subscription.~~

Current Articles of Association	Proposed amendments
	Where the abuse of rights by a shareholder of the Company has caused damage to the Company or other shareholders, it shall bear its liability to compensation in accordance with the law. Where the abuse of its independent status as a legal person and limited liability or evasion of debts by a shareholder of the Company has caused serious damage to interests of creditors of the Company, it shall bear several and joint liability for the debt of the Company.
Chapter 7 General Meeting of Shareholders	Chapter 7 General Meeting of Shareholders
Article 38 The general meeting of shareholders is the organ of power of the Company, and shall exercise its functions and powers according to the laws.	**Consolidated into Article 40**
Article 39 The general meeting of shareholders shall exercise the following functions and powers: (1) To decide on the business policies and investment plans of the Company; (2) To elect and replace Directors and to decide on matters related to the remuneration of Directors; (3) To elect and replace those Supervisors who shall be appointed from among the shareholders' representatives, and to decide on matters related to the remuneration of the Supervisors;	Article 40 **The general meeting of shareholders of the Company shall be composed of all the shareholders.** The shareholders' general meeting is the authority organ of the Company and shall exercise the following functions and powers according to law: ~~(1) To decide on the business policies and investment plans of the Company;~~ ~~(2)~~ **(1)** To elect and replace Directors and to decide on matters related to the remuneration of Directors; ~~(3) To elect and replace those Supervisors who shall be appointed from among the shareholders' representatives, and to decide on matters related to the remuneration of the Supervisors;~~

Current Articles of Association	Proposed amendments
(4) To consider and approve the reports of the Board of Directors;	~~(4)~~ **(2)** To consider and approve the reports of the Board of Directors;
(5) To consider and approve reports of the Supervisory Committee;	~~(5) To consider and approve reports of the Supervisory Committee;~~
(6) To consider and approve the annual financial budget proposal and final accounts of the Company;	~~(6) To consider and approve the annual financial budget proposal and final accounts of the Company;~~
(7) To consider and approve the proposal for profit distribution and proposal for making good the losses of the Company;	~~(7)~~ **(3)** To consider and approve the proposal for profit distribution and proposal for making good the losses of the Company;
(8) To resolve on the increase or reduction of the registered capital of the Company;	~~(8)~~ **(4)** To resolve on the increase or reduction of the registered capital of the Company;
(9) To resolve on matters such as merger, division, dissolution and liquidation of the Company;	~~(9)~~ **(5)** To resolve on matters such as merger, division, dissolution, liquidation **and change the corporate form** of the Company;
(10) To resolve on the issue of bonds by the Company;	~~(10)~~ **(6)** To resolve on the issue of bonds by the Company;
(11) To consider and approve the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;	~~(11)~~ **(7)** To consider and approve the purchase or disposal of material assets or provision of guarantee **to others** by the Company within a year of a value exceeding **thirty percent**~~30%~~ of the Company's latest audited total assets;
(12) To resolve on the appointment, removal or non-renewal of the accounting firm by the Company;	~~(12)~~ **(8)** To resolve on the appointment~~,~~ **and** removal ~~or non-renewal~~ of the accounting firm **undertaking the Company's audit work** by the Company;
(13) To amend the Articles of Association;	~~(13)~~ **(9)** To amend the Articles of Association;

Current Articles of Association	Proposed amendments
(14) To consider proposals submitted by the shareholders representing more than three percent (including 3%) of the voting shares of the Company; (15) Other matters which are required by the laws and administrative regulations and the Articles of Association to be resolved at the general meeting of shareholders. All "within one year" in the above refer to "within one accounting year".	~~(14)~~ **(10)** To consider proposals submitted by the shareholders representing individually or jointly holding more than ~~three~~ **one** percent (including **1**%) of the voting shares of the Company; ~~(15)~~ **(11) To consider and approve the change of use of proceeds;** **(12) To consider share incentive schemes and employee share ownership plans;** **(13)** Other matters which are required by the laws and administrative regulations**, the listing rules of the place where the Company's shares are listed** ~~and~~ **or** the Articles of Association to be resolved at the general meeting of shareholders. **The general meeting of shareholders may authorize the Board of directors to make resolutions regarding the issuance of corporate bonds.** All "within one year" in the above refer to "within one accounting year".
Article 40 The Company shall not enter into any contract with any person other than the Director, the Supervisor, the general manager or other senior officers of the Company for handing over to such a person the management of the whole or the substantial part of the business of the Company without the prior approval of shareholders in the general meeting.	Article 41 **Except in special circumstances such as the Company being in crisis, t**he Company shall not enter into any contract with any person other than the Director, ~~the Supervisor,~~ the general manager or other senior officers of the Company for handing over to such a person the management of the whole or the substantial part of the business of the Company without the prior approval of shareholders in the general meeting.

Current Articles of Association	Proposed amendments
Article 41 The general meeting of shareholders shall be classified as the annual general meeting and the extraordinary general meeting. The Board of Directors shall convene the general meeting of shareholders and decide on its date and venue. The annual general meeting shall be convened once a year, and shall take place within six months from the end of the previous fiscal year. The Board of Directors shall convene the extraordinary general meeting within two months under one of the following circumstances: (1) Where the number of Directors is less than the number stipulated in the Company Law or is less than two-thirds of the number required by the Articles of Association; (2) Where the accrued losses of the Company amount to one-third of its total share capital; (3) Where shareholders holding more than ten per cent (including 10%) of the voting shares outstanding of the Company request in writing to convene an extraordinary general meeting; (4) Where the Board of Directors considers it necessary or the Supervisory Committee proposes to convene such a meeting; (5) Where the independent Directors propose to convene such a meeting.	Article 42 The general meeting of shareholders shall be classified as the annual general meeting and the extraordinary general meeting. The Board of Directors shall convene the general meeting of shareholders and decide on its date and venue. The annual general meeting shall be convened once a year, and shall take place within six months from the end of the previous fiscal year. The Board of Directors shall convene the extraordinary general meeting within two months under one of the following circumstances: (1) Where the number of Directors is less than the number stipulated in the Company Law or is less than two-thirds of the number required by the Articles of Association; (2) Where the accrued losses of the Company amount to one-third of its total share capital; (3) Where shareholders **individually or jointly** holding more than ten per cent (including 10%) of the voting shares outstanding of the Company request in writing to convene an extraordinary general meeting; (4) Where the Board of Directors considers it necessary or the ~~Supervisory Committee~~ **Audit Committee under the Board of directors** proposes to convene such a meeting; (5) Where **more than half of** the independent Directors propose to convene such a meeting~~.~~**;** **(6) Other circumstances as stipulated in the Articles of Association.**

Current Articles of Association	Proposed amendments
Article 42 Where the Company convenes the annual general meeting of shareholders, the notice in the form prescribed in Article 148 of the Articles of Association shall be given, twenty days in advance, to inform all shareholders whose names appear in the share register of the matters proposed to be considered at the meeting and the date and venue of the meeting. Where the Company convenes the special general meeting of shareholders, the written notice shall be given, fifteen days in advance, to inform all shareholders whose names appear in the share register of the matters proposed to be considered at the meeting and the date and venue of the meeting. Notice of general meeting of shareholders shall not be given more than 60 days before the date of the meeting.	Article 43 Where the Company convenes the annual general meeting of shareholders, the notice in the form prescribed in Article 148**5** of the Articles of Association shall be given, twenty days in advance, to inform all shareholders ~~whose names appear in the share register~~ of the matters proposed to be considered at the meeting and the date and venue of the meeting **by way of an announcement**. Where the Company convenes the special general meeting of shareholders, the written notice shall be given, fifteen days in advance, to inform all shareholders ~~whose names appear in the share register~~ of the matters proposed to be considered at the meeting and the date and venue of the meeting **by way of an announcement**. Notice of general meeting of shareholders shall not be given more than 60 days before the date of the meeting. The period for issuing the notice shall exclude both the meeting date and the date of giving the notice.
Article 43 When a general meeting is convened by the Company, the Board, Supervisory Committee and shareholders who individually or jointly hold three percent or more of the shares of the Company, shall be entitled to make proposals to the Company. Shareholders, who individually or jointly hold three percent or more of the shares of the Company, may submit ad hoc proposals in writing to the convener ten days before the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within two days upon receipt of the proposals.	Article 44 When a general meeting is convened by the Company, the Board, ~~Supervisory Committee~~ **Audit Committee** and shareholders who individually or jointly hold ~~three~~ **one** percent or more of the shares of the Company, shall be entitled to make proposals to the Company. **The contents of the proposals shall fall within the scope of reference of the general meeting of shareholders, have clear agenda and specific resolution matters, and comply with the relevant requirements of the laws, administrative regulations and the Articles of Association.**

Current Articles of Association	Proposed amendments
Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals, and state the contents of ad hoc proposals. The general meeting shall not vote or resolve on any proposals which are not contained in a notice of the general meeting or are not incompliance with this article herein.	Shareholders, who individually or jointly hold ~~three~~ **one** percent or more of the shares of the Company, may submit ad hoc proposals in writing to the convener ten days before the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within two days upon receipt of the proposals, and ~~state~~ **announce** the contents of ad hoc proposals**, and submit such ad hoc proposals to the general meeting of shareholders for consideration, unless the ad hoc proposals violate the provisions of laws, administrative regulations or the Articles of Association, or do not fall within the scope of the general meeting of shareholders**. Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals. The general meeting shall not vote or resolve on any proposals which are not contained in a notice of the general meeting or are not incompliance with this article herein.
Article 44 An extraordinary general meeting shall not decide on matters which are not specified in the notice.	Article 45 An extraordinary general meeting shall not decide on matters which are not specified in the notice.

Current Articles of Association	Proposed amendments
Article 45 To comply with the following requirements, the notice of the meeting of shareholders shall:	Article 46 To comply with the following requirements, the notice of the meeting of shareholders shall:
(1) Be made in the form prescribed in Article 148 of the Articles of Association;	(1) Be made in the form prescribed in Article 148**5** of the Articles of Association;
(2) Specify the venue, date and time of the meeting;	(2) Specify the venue, date and time of the meeting;
(3) State the matters to be discussed at the meeting;	(3) State the matters to be discussed at the meeting;
(4) Provide necessary information and explanation for the shareholders to make sensible decision on the matters to be discussed. This principle shall include (but not limited to) the provision of specific conditions and contract (if any) of the proposed transaction in contemplation, in the event of merger, share repurchase, restructuring share capital, or other reorganization initiated by the Company, and a due account of the cause and effect of such a proposal shall be given;	~~(4) Provide necessary information and explanation for the shareholders to make sensible decision on the matters to be discussed. This principle shall include (but not limited to) the provision of specific conditions and contract (if any) of the proposed transaction in contemplation, in the event of merger, share repurchase, restructuring share capital, or other reorganization initiated by the Company, and a due account of the cause and effect of such a proposal shall be given;~~
(5) Disclose the nature and extent, if any, of the material interests of any Director, Supervisor, manager or other senior officers in the matters to be discussed; in the event that the impact of the matters to be discussed on such Director, Supervisor, manager or other senior officers in the capacity as the shareholder is different from the impact on the other shareholders of the same class, such difference shall be specified;	~~(5) Disclose the nature and extent, if any, of the material interests of any Director, Supervisor, manager or other senior officers in the matters to be discussed; in the event that the impact of the matters to be discussed on such Director, Supervisor, manager or other senior officers in the capacity as the shareholder is different from the impact on the other shareholders of the same class, such difference shall be specified;~~
(6) Contain the full text of any special resolution to be proposed at the meeting for approval;	~~(6) Contain the full text of any special resolution to be proposed at the meeting for approval;~~

Current Articles of Association	Proposed amendments
(7) Contain the express statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that such a proxy need not be a shareholder; (8) Set out the date and venue for lodging a proxy form in respect of the meeting;	~~(7)~~ **(4)** Contain the express statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on his behalf and that such a proxy need not be a shareholder; ~~(8)~~ **(5) Specify the record date for shareholders who are entitled to attend the general meeting of shareholders;** **(6)** Set out the date and venue for lodging a proxy form in respect of the meeting;
Article 46 Unless otherwise provided by laws, administrative regulations and the Listing Rules of the place where the Company's share relisted and the Articles of Association, the notice of the shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting) by way of a notice provided in this Articles of Association or by way of a notice permitted by the stock exchange of the place where the Company's shares are listed.	Article 47 Unless otherwise provided by laws, administrative regulations and the Listing Rules of the place where the Company's share relisted and the Articles of Association, the notice of the shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders have a voting right at the shareholders' general meeting) by way of a notice provided in this Articles of Association or by way of a notice permitted by the stock exchange of the place where the Company's shares are listed.

Current Articles of Association	Proposed amendments
Article 48 Any shareholder entitled to attend and vote at a general meeting of shareholders of the Company shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxy (proxies) to attend and vote on his behalf. A proxy so appointed shall exercise the following rights as entrusted by that shareholder: (i) To have the right to speak and vote at the general meeting of shareholders; (ii) the right to demand a poll individually or jointly with others; (iii) the right to vote by hand or on a poll, except that, where a shareholder has appointed more than one proxy, the proxies only have the right to vote on a poll. Where that shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or its nominee, it may authorize such person or persons as it thinks fit to act as its representative (or representatives) at any general meeting of shareholders, provided that if more than one person is so authorized, the power of attorney shall set out the number and class of shares in respect of which each such person is so authorized. The person so authorized shall be entitled to exercise the same power on behalf of the recognized clearing house (or its nominees) as if such person is the individual shareholder of the Company.	Article 49 Any shareholder entitled to attend and vote at a general meeting of shareholders of the Company shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxy (proxies) to attend and vote on his behalf. A proxy so appointed shall exercise the following rights as entrusted by that shareholder: (i) To have the right to speak and vote at the general meeting of shareholders; (ii) the right to demand a poll ~~individually or jointly with others;~~ ~~(iii) the right to vote by hand or on a poll, except that, where a shareholder has appointed more than one proxy, the proxies only have the right to vote on a poll~~. **Where that shareholder is a legal person, he may appoint a representative to attend and vote at the shareholders' general meeting; and where such legal person has appointed a representative to attend any shareholders' general meeting, he shall be deemed to have attended in person.** Where that shareholder is a recognized clearing house defined by the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or its nominee, it may authorize such person or persons as it thinks fit to act as its representative (or representatives) at any general meeting of shareholders, provided that if more than one person is so authorized, the power of attorney shall set out the number and class of shares in respect of which each such person is so authorized. The person so authorized shall be entitled to ~~exercise the same power on behalf of the recognized clearing house (or its nominees)~~ **the same rights as those of other shareholders** as if such person is the individual shareholder of the Company.

Current Articles of Association	Proposed amendments
Article 50 Where such a proxy form is signed by a person under power of attorney on behalf of the principal, that power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the proxy form appointing the proxy, be deposited at the residence of the Company or at some other place specified for that purpose in the notice for convening the meeting. In the event that the principal is a legal person, its legal representative or a person authorized by way of the resolution adopted by its Board of Directors or other decision-making body shall be entitled to attend a general meeting of shareholders of the Company on its behalf.	Article 51 Where such a proxy form is signed by a person under power of attorney on behalf of the principal, that power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the proxy form appointing the proxy, be deposited at the residence of the Company or at some other place specified for that purpose in the notice for convening the meeting. In the event that the principal is a legal person, its legal representative or a person authorized by way of the resolution adopted by its Board of Directors or other decision-making body shall be entitled to attend a general meeting of shareholders of the Company on its behalf.
Article 52 Resolutions of a general meeting of shareholders can either be ordinary resolutions or special resolutions. At the general meeting of shareholders, the chairman of the meeting shall propose separate resolutions in respect of each independent matter. An ordinary resolution of a general meeting of shareholders shall be passed by more than half of the total voting shares of the Company being held by the shareholders (including proxies) who are present at the meeting. A special resolution of a general meeting of shareholders shall be passed by more than two-thirds of the total voting shares of the Company being held by the shareholders (including proxies) who are present at the meeting.	Article 53 Resolutions of a general meeting of shareholders can either be ordinary resolutions or special resolutions. At the general meeting of shareholders, the chairman of the meeting shall propose separate resolutions in respect of each independent matter. An ordinary resolution of a general meeting of shareholders shall be passed by more than half of the total voting shares of the Company being held by the shareholders (including proxies) who are present at the meeting. A special resolution of a general meeting of shareholders shall be passed by more than two-thirds of the total voting shares of the Company being held by the shareholders (including proxies) who are present at the meeting.

Current Articles of Association	Proposed amendments
Article 53 The shareholder (including the proxy) shall exercise his voting right in accordance with his number of voting shares. Each share shall have one vote.	Article 54 The shareholder (including the proxy) shall exercise his voting right in accordance with his number of voting shares. Each share shall have one vote. **The Company shall have no voting rights for the shares it holds, and such portion of the shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.**
Article 54 The votes of the shareholders shall be taken by way of poll at the general meeting of shareholders.	Article 55 The votes of the shareholders shall be taken by way of poll at the general meeting of shareholders.
Article 55 The following matters shall be adopted by way of ordinary resolutions at the general meeting of shareholders: (1) The reports of the Board of Directors and the Supervisory Committee; (2) Profit distribution proposals and proposals for making good the losses prepared by the Board of Directors; (3) Dismissal, remuneration and method of payment for the service of the Board of directors and the Supervisory Committee; (4) The annual financial budget, the report on final accounts, the balance sheet, the income statement and other financial statements of the Company; (5) Matters other than those which are required by the laws, administrative regulations or the Articles of Association to be adopted by way of special resolutions.	Article 56 The following matters shall be adopted by way of ordinary resolutions at the general meeting of shareholders: (1) The reports of the Board of Directors ~~and the Supervisory Committee~~; (2) Profit distribution proposals and proposals for making good the losses prepared by the Board of Directors; (3) **Appointment and d**~~D~~ismissal, remuneration and method of payment for the service of the Board of directors ~~and the Supervisory Committee~~; (4) ~~The annual financial budget, the report on final accounts, the balance sheet, the income statement and other financial statements of the Company;~~ ~~(5)~~ Matters other than those which are required by the laws, administrative regulations or the Articles of Association to be adopted by way of special resolutions.

Current Articles of Association	Proposed amendments
Article 56 The following matters shall be resolved by way of special resolutions at the general meeting of shareholders; (1) The increase or decrease of the share capital and the issue of shares of any class, warrants and other similar securities by the Company; (2) The issue of bonds by the Company; (3) The division, merger, dissolution and liquidation of the Company; (4) The amendment of the Articles of Association of the Company; (5) The provisions of laws, administrative regulations, the Listing Rules of the stock exchange where the Company's shares are listed and the Articles of Association; and (6) Other matters which, according to the ordinary resolution adopted at the general meeting of shareholders, may have a significant impact on the Company and require adoption by way of the special resolution.	Article 57 The following matters shall be resolved by way of special resolutions at the general meeting of shareholders; (1) The increase or decrease of the share capital and the issue of shares of any class, warrants and other similar securities by the Company; (2) The issue of bonds by the Company; (3) The division, merger, dissolution ~~and~~**,** liquidation **or change of corporate form** of the Company; (4) The amendment of the Articles of Association of the Company; (5) **The purchase or disposal of major assets or guarantees provided to others by the Company within one year with an amount exceeding thirty percent of the latest audited total assets of the Company;** **(6) The share incentive schemes;** **(7)** The provisions of laws, administrative regulations, the Listing Rules of the stock exchange where the Company's shares are listed ~~and~~ **or** the Articles of Association~~; and (6)~~**, and** other matters which, according to the ordinary resolution ~~adopted~~ **determined** at the general meeting of shareholders, may have a significant impact on the Company and require adoption by way of the special resolution.

Current Articles of Association	Proposed amendments
Article 57 The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares seeking to convene an extraordinary general meeting of shareholders shall proceed in accordance with the following procedure: Where the board of directors is unable to or do not perform its duty of convening shareholders' general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders' general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own. In the event of the request to convene the extraordinary general meeting by the shareholders who individually or collectively hold more than 10% of the shares of the Company, the Board of directors or the Supervisory Committee shall, within ten days from the date of receipt of the request, make a decision as to whether or not to convene the extraordinary general meeting and make written response to the shareholders.	Article 58 ~~The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares seeking to convene an extraordinary general meeting of shareholders shall proceed in accordance with the following procedure:~~ ~~Where the board of directors is unable to or do not perform its duty of convening shareholders' general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders' general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.~~ In the event of the request to convene the extraordinary general meeting by the shareholders who individually or collectively hold more than 10% of the shares of the Company, **shareholders shall submit such request to the Board of directors in writing. T**the Board of directors ~~or the Supervisory Committee~~ shall, within ten days from the date of receipt of the request, make a decision as to whether or not to convene the extraordinary general meeting and make written response to the shareholders**, in accordance with the laws, administrative regulations and the Articles of Association**. **If the Board of directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days after resolution by the Board of directors. Consent of the relevant shareholders shall be obtained for any change in the original request in the notice.**

Current Articles of Association	Proposed amendments
	If the Board of directors does not agree to convene an extraordinary general meeting, or fails to give feedback within ten days after receipt of the request, shareholders who individually or collectively hold more than ten percent of the shares of the Company shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit a request to the Audit Committee in writing. **If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five days after receipt of the request, and the consent of the relevant shareholders shall be obtained for any change in the original request in the notice.** **If the Audit Committee fails to issue a notice of the general meeting within the prescribed time, it shall be deemed that the Audit Committee has failed to convene and preside over the general meeting. Shareholders who individually or collectively hold more than ten percent of the Company's shares (including the preferred shares with voting rights restored) for more than ninety consecutive days may convene and preside over the general meeting by themselves.**

Current Articles of Association	Proposed amendments
Article 58 A general meeting of shareholders shall be convened by the Chairman of the Board of Directors who shall preside as chairman of the meeting. If the Chairman is unable or fails to perform his duties, more than half of the Directors may elect a Director to convene and act as the chairman of the meeting. If the Board is unable or fails to perform the duty of convening a general meeting, the Supervisory Committee shall duly convene and preside over a general meeting; if the Supervisory Committee fails to convene and preside over a general meeting, the shareholders individually or jointly holding ten percent or more of the Company's shares for more than ninety consecutive days shall have the right to convene and preside over a general meeting. A general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of Supervisory Committee. Where the chairman of Supervisory Committee is unable or fails to fulfil the duty thereof, more than half of the Supervisors shall jointly elect a Supervisor to preside over. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. In the event that no chairman is so elected, the shareholders attending the meeting may elect a person to act as the chairman. If for any reasons the shareholders cannot elect a chairman, the shareholder (including his proxy) holding the greatest number of voting shares present at the meeting shall act as the chairman.	Article 59 A general meeting of shareholders shall be convened by the ~~Chairman of the~~ Board of Directors ~~who~~ **and the Chairman of the Board of Directors** shall preside as chairman of the meeting. If the Chairman is unable or fails to perform his duties, more than half of the Directors may elect a Director to convene and act as the chairman of the meeting. If the Board is unable or fails to perform the duty of convening a general meeting, the ~~Supervisory Committee~~ **Audit Committee** shall duly convene and preside over a general meeting; if the ~~Supervisory Committee~~ **Audit Committee** fails to convene and preside over a general meeting, the shareholders individually or jointly holding ten percent or more of the Company's shares for more than ninety consecutive days shall have the right to convene and preside over a general meeting. A general meeting convened by the ~~Supervisory Committee~~ **Audit Committee** itself shall be presided over by the chairman of ~~Supervisory Committee~~ **Audit Committee**. Where the chairman of ~~Supervisory Committee~~ **Audit Committee** is unable or fails to fulfil the duty thereof, more than half of the **members of the Audit Committee** ~~Supervisors~~ shall jointly elect a **member of the Audit Committee** ~~Supervisor~~ to preside over.

Current Articles of Association	Proposed amendments
Any reasonable expenses incurred by the Supervisory Committee or the shareholders for convening and holding the meeting by reason of the failure of the Board of Directors to duly convene a meeting according to the foregoing request for holding the meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.	A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. In the event that no chairman is so elected, the shareholders attending the meeting may elect a person to act as the chairman. If for any reasons the shareholders cannot elect a chairman, the shareholder (including his proxy) holding the greatest number of voting shares present at the meeting shall act as the chairman. Any reasonable expenses incurred by the ~~Supervisory Committee~~ **Audit Committee of the Board of Directors** or the shareholders for convening and holding the meeting by reason of the failure of the Board of Directors to duly convene a meeting according to the foregoing request for holding the meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.
Article 60 Where a counting of the votes has been conducted at a general meeting of shareholders, the outcome shall be recorded in the minutes. The minutes together with the attendance record signed by those shareholders attending the meeting and the powers of attorney of those attending the meeting by their proxies shall be kept at the residence of the Company for a period of 10 years and shall not be destroyed before the expiry of the said period.	Article 61 Where a counting of the votes has been conducted at a general meeting of shareholders, the outcome shall be recorded in the minutes. The minutes together with the attendance record signed by those shareholders attending the meeting and the powers of attorney of those attending the meeting by their proxies shall be kept at the residence of the Company for a period of 10 years and shall not be destroyed before the expiry of the said period.

Current Articles of Association	Proposed amendments
Article 61 Photocopies of the minutes shall be available for inspection during office hours of the Company by any shareholder without charge. Where a shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to the shareholder within seven days upon receiving a reasonable fee.	Article 62 Photocopies of the minutes shall be available for inspection during office hours of the Company by any shareholder without charge. Where a shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to the shareholder within seven days upon receiving a reasonable fee.
Chapter 8 Board of Directors	Chapter 8 Board of Directors
Article 62 The Company shall establish the Board of Directors. The Board of Directors shall comprise eight Directors, including four executive Directors (one of which shall be the Chairman), one non-executive Director and three independent non-executive Directors. The Board of Director shall have one Chairman. The Directors may also be the Company General Manager or other senior management officers. However not more than one half of the total number of Directors of the Company may be such Company Manager or other senior management officers.	Article 63 The Company shall establish the Board of Directors. The Board of Directors shall comprise eight Directors, including ~~four~~**three** executive Directors (one of which shall be the Chairman), **one employee director,** one non-executive Director and three independent non-executive Directors. The Board of Director shall have one Chairman. The Directors may also be the Company ~~General~~ Manager or other senior management officers. However not more than one half of the total number of Directors of the Company may be such Company Manager or other senior management officers.
Article 64 The Directors shall be elected at the general meeting of shareholders and serve a term of three years. Upon expiry of the term, a Director shall be eligible for re-election and serving consecutive terms. Each of the Directors (including the Directors serving specified term) shall retire by rotation at least once every three years.	Article 65 The Directors **(excluding employee directors)** shall be elected at the general meeting of shareholders**. Whereas the employee directors shall be elected by the employees of the Company at the employee representative meeting, employee meeting or through other forms of democratic election. The directors of the Company** ~~and~~ serve a term of three years. Upon expiry of the term, a Director shall be eligible for re-election and serving consecutive terms.

Current Articles of Association	Proposed amendments
The Chairman and the Vice-Chairman of the Board of Directors shall be elected and removed by more than half of all the Directors. The Chairman and the Vice-Chairman shall serve a term of three years, and may serve consecutive terms if re-elected. Directors are not required to hold shares in he Company. Any person appointed by the Board of Directors to fill the casual vacancy or to take up the role of a new Director shall serve the term until the date of holding the next annual general meeting of shareholders. Such persons shall be eligible for re-election and may serve consecutive terms. Subject to the provisions of relevant laws and administrative regulations, the general meeting of shareholders may remove any Director by special resolution prior to the expiry of the term of such Director (but without prejudice to any claim under any contract). Directors may take up the roles of the Company Manager or other senior management members of the Company other than the Supervisors concurrently.	**In the event that the term of office of the Directors expires without timely re-election, or the resignation of any Director during his term of office results in the number of members of the Board of Directors or members of the Audit Committee falling below the statutory number, the existing director shall continue to perform his duties in accordance with the requirements of the laws, administrative regulations and the Articles of Association until the re-elected director assume his office.** **A Director who wishes to resign shall submit a written notice to the Company, and the resignation shall become effective on the date of receipt of the notice by the Company. However, in the circumstances described in the preceding paragraph, the director shall continue to perform his duties. A Director who resigns before the end of his term of office shall be liable for any loss suffered by the Company as a result of his resignation.** Each of the Directors (including the Directors serving specified term) shall retire by rotation at least once every three years. The Chairman and the Vice-Chairman of the Board of Directors shall be elected and removed by more than half of all the Directors. The Chairman and the Vice-Chairman shall serve a term of three years, and may serve consecutive terms if re-elected. Directors are not required to hold shares in he Company.

Current Articles of Association	Proposed amendments
	Subject to the provisions of relevant laws and administrative regulations, the general meeting of shareholders may remove any Director (~~including the managing director or other executive directors~~**excluding employee directors**) by special resolution prior to the expiry of the term of such Director**. Employee directors may be removed by the Company's employees through employee representative meeting, employee meeting or through other forms** (but without prejudice to any claim under any contract). Any person appointed by the Board of Directors to fill the casual vacancy or to take up the role of a new Director shall serve the term until the date of holding the next annual general meeting of shareholders. Such persons shall be eligible for re-election and may serve consecutive terms. ~~Directors may take up the roles of the Company Manager or other senior management members of the Company other than the Supervisors concurrently.~~
Article 65 The Board of Directors shall be accountable to the general meeting of shareholders and shall exercise the following functions and powers: (1) To be responsible for convening general meetings of shareholders and to report on its work at the general meeting of shareholders; (2) To implement resolutions adopted at the general meeting of shareholders; (3) To decide on the operation plans and investment proposals of the Company; (4) To formulate the annual financial budget and final accounts of the Company;	Article 66 The Board of Directors ~~shall be accountable to the general meeting of shareholders and~~ shall exercise the following functions and powers: (1) To be responsible for convening general meetings of shareholders and to report on its work at the general meeting of shareholders; (2) To implement resolutions adopted at the general meeting of shareholders; (3) To decide on **the operation policy,** the operation plans**, investment plans** and investment proposals of the Company; ~~(4) To formulate the annual financial budget and final accounts of the Company;~~

Current Articles of Association	Proposed amendments
(5) To formulate the profit distribution proposals and proposals for making good the losses of the Company;	~~(5)~~ **(4)** To formulate the profit distribution proposals and proposals for making good the losses of the Company;
(6) To formulate proposals for the increase or decrease of the registered capital of the Company and proposals for the issue of bonds of the Company;	~~(6)~~ **(5)** To formulate proposals for the increase or decrease of the registered capital of the Company and proposals for the issue of bonds of the Company;
(7) To prepare the proposals for the merger, division or dissolution of the Company;	~~(7)~~ **(6)** To prepare the proposals for the merger, division, dissolution of the Company **or change of the corporate form**;
(8) To decide on the establishment of the internal management organization of the Company;	~~(8)~~ **(7)** To decide on the establishment of the internal management organization of the Company;
(9) To appoint or remove the general manager of the Company, and based on the nomination of the manager, to appoint or remove the deputy general manager, the chief financial officer and the senior management of the Company and to decide on their remuneration;	~~(9)~~ **(8)** To appoint or remove the ~~general~~ manager of the Company, and based on the nomination of the manager, to appoint or remove the deputy ~~general~~ manager, the chief financial officer and the senior management of the Company and to decide on their remuneration;
(10) To formulate the basic management system of the Company;	~~(10)~~ **(9)** To formulate the basic management system of the Company;
(11) To formulate proposals for any amendment of the Articles of Association;	~~(11)~~ **(10)** To formulate proposals for any amendment of the Articles of Association;
(12) To formulate plan(s) for important acquisitions or sales;	~~(12)~~ **(11)** To formulate plan(s) for important acquisitions or sales;
(13) Subject to the Company Law, administrative regulations and the relevant provisions of these Articles, to exercise the Company right to raise fund and borrows and to decide the charge, leasing, fraclising or transfer of important assets of the Company and to authorize the general manager to exercise the said powers within certain limits; and	~~(13)~~ **(12)** Subject to the Company Law, administrative regulations and the relevant provisions of these Articles, to exercise the Company right to raise fund and borrows and to decide the charge, leasing, fraclising or transfer of important assets of the Company and to authorize the ~~general~~ manager to exercise the said powers within certain limits; and

Current Articles of Association	Proposed amendments
(14) Other functions and powers as conferred in the general meeting of shareholder or the Articles of Association.	~~(14)~~ **(13)** Other functions and powers as conferred in the general meeting of shareholder or the Articles of Association.
Apart from item (6), (7), (11) and (12) which require the affirmative vote of more than two- thirds of the Directors, resolutions on any other items may be approved by more than half of the Directors for the resolutions made by the Board of Directors in the preceding clause.	Apart from item ~~(6), (7), (11)~~ **(5), (6) (10)** and ~~(12)~~ **(11)** which require the affirmative vote of more than two- thirds of the Director, resolutions on any other items may be approved by more than half of the Directors for the resolutions made by the Board of Directors in the preceding clause.
The powers of the Board is subject to resolutions of the general meeting, the provisions of these Articles and the resolutions of general meeting from time to time. However, any resolutions of general meeting will not invalidation any valid acts of the Directors before such resolution is passed.	The powers of the Board is subject to resolutions of the general meeting, the provisions of these Articles and the resolutions of general meeting from time to time. However, any resolutions of general meeting will not invalidation any valid acts of the Directors before such resolution is passed.
Any resolutions of the Board of Directors relating to transactions shall be signed by independent Directors in order to be valid.	
The duties of the non-executive directors shall include but not limited to the following:	
a. To participate in the Board meetings of the Company, and provide independent opinions regarding strategies, policies, performance of the Company, accountability, resources, major appointments and the code of practice;	
b. To take the lead in guidance in the event of potential conflict of interests;	

Current Articles of Association	Proposed amendments
c. To be the member of the audit committee, the remuneration and review committee and other governing committees upon invitation; and d. To scrutinize the performance of the Company to see whether it has fulfilled the established corporate goals and purposes and monitor and report on the performance of the Company.	
Newly added	**Article 67 In the event that a Director of the Company is connected to companies or individuals associated with matters to be resolved at the Board meeting, the Director shall promptly report to the Board of Directors in writing. Such Director shall not exercise his voting rights on such resolution, nor shall he vote on behalf of other Directors. The Board meeting may be convened with a majority of independent Directors. Resolutions shall be approved by a majority of independent Directors at the Board meeting. When there are less than three independent Directors present at the Board meeting, such matter shall be submitted to the general meeting of shareholders of the Company for consideration.** Any resolutions of the Board of Directors relating to transactions shall be ~~signed~~ **agreed** by **a majority of all** independent Directors in order to be valid.

Current Articles of Association	Proposed amendments
Split from Article 65	Article 68 The duties of the non-executive directors shall include but not limited to the following: ~~a.~~ (1) participate in the Board meetings of the Company, provide independent advice on matters involving strategy, policy, performance of the Company, accountability, resources, main appointments and codes of conduct; ~~b.~~ (2) play a leading and guiding role in the event of potential conflicts of interest; ~~c.~~ (3) accept appointments as members of the Audit Committee, Remuneration and Appraisal Committee and other governing committees; ~~d.~~ (4) scrutinize whether the performance of the Company achieves its objectives and targets, supervise and report the performance of the Company.

Current Articles of Association	Proposed amendments
Article 66 The chairman of the Board of Directors shall exercise the following functions and powers: (1) To preside at general meetings of shareholders and to convene and preside at meetings of the Board of Directors; (2) To examine the implementation of resolutions of the Board of Directors; (3) To sign securities issued by the Company; (4) To sign other important document(s) of the Company or by power of attorney authorize one or more Directors to sign other important documents of the Company; (5) Other functions and powers conferred by the Board of Directors. In the event that the Chairman is unable to perform his functions and power, the Chairman may designate the Vice Chairman to perform same on his behalf.	Article 69 The chairman of the Board of Directors shall exercise the following functions and powers: (1) To preside at general meetings of shareholders and to convene and preside at meetings of the Board of Directors; (2) To examine the implementation of resolutions of the Board of Directors; (3) To sign securities issued by the Company; (4) To sign other important document(s) of the Company or by power of attorney authorize one or more Directors to sign other important documents of the Company; (5) Other functions and powers conferred by the Board of Directors. In the event that the Chairman is unable to perform his functions and power, the Chairman may designate the Vice Chairman to perform same on his behalf.
Article 67 Board meetings shall be held regularly at least four times every year. A Board meeting shall be convened by the Chairman of the Board of Directors and a relevant notice shall be given to all Directors fourteen days before the meeting date. In case of urgent matters, an extraordinary Board meeting may be proposed by more than one third of the Directors, or the general manager of the Company. The abovementioned regular Board meetings shall not include approval obtained from the Board of Directors by way of circulating written resolutions to be passed.	Article 70 Board meetings shall be held regularly at least four times every year. In case of urgent matters, an extraordinary Board meeting may be proposed by **shareholders representing more than a tenth of voting rights,** more than one third of the Directors**, the Audit Committee** or the ~~general~~ manager of the Company. The abovementioned regular Board meetings shall not include approval obtained from the Board of Directors by way of circulating written resolutions to be passed.

Current Articles of Association	Proposed amendments
Article 68 In the event that the Board of Directors has stipulated in advance the date and place of the regular Board meeting, it shall not require the issue of notices to convene the meeting. In the event that the Board of Directors has not stipulated in advance the date and place of the Board meeting, the Chairman shall through the Company Secretary inform the Directors and the Chairman of the Supervisory Committee at least fourteen days and at most thirty days in advance by sending a notice by means of telex, cable, facsimile, speed post or registered mail or courier. The notice shall be in Chinese and its translated English version may be attached if necessary and shall include the agenda and relevant documents for the meeting. If a director having attended the meeting and has not raised objection for non-receipt of notice in advance before or during the meeting, he shall be deemed to have received the notice of the meeting.	Article 71 In the event that the Board of Directors has stipulated in advance the date and place of the regular Board meeting, it shall not require the issue of notices to convene the meeting. In the event that the Board of Directors has not stipulated in advance the date and place of the Board meeting, the Chairman shall through the Company Secretary inform the Directors and the ~~Chairman of the Supervisory Committee~~ **members of the Audit Committee** at least fourteen days and at most thirty days in advance by sending a notice by means of telex, cable, facsimile, speed post or registered mail or courier. In the event of an urgent matter requiring the convening of an extraordinary Board meeting, the Chairman shall instruct the Company Secretary to notify all directors and the ~~Chairman of the Supervisory Board~~ **members of the Audit Committee** of the time, location, and method of the extraordinary board meeting via telex, telegram, or personal delivery no less than two days and no more than ten days prior to the meeting. The notice shall be in Chinese and its translated English version may be attached if necessary and shall include the agenda and relevant documents for the meeting. If a director having attended the meeting and has not raised objection for non-receipt of notice in advance before or during the meeting, he shall be deemed to have received the notice of the meeting.

Current Articles of Association	Proposed amendments
Article 69 The Board meeting shall only be held when more than one half of the Directors are present.	Article 72 The Board meeting shall only be held when more than one half of the Directors are present.
Each Director shall have one vote. Subject to Article 65(2) the resolution of the Board of Directors shall be passed by more than half of all Directors.	Each Director shall have one vote. Subject to Article 6~~5~~**6**(2) the resolution of the Board of Directors shall be passed by more than half of all Directors.
In the event of having equal votes for or against the motion, the Chairman shall be entitled to cast an additional vote.	~~In the event of having equal votes for or against the motion, the Chairman shall be entitled to cast an additional vote.~~
Unless otherwise specified in these Articles, where the Board of Directors considers that a Director has a material conflict of interest in a contract or arrangement or proposal to be considered by the Board that Director shall not vote and in calculating the number of Directors for the quorum of the meeting, that Director shall also not be counted.	Unless otherwise specified in these Articles, where the Board of Directors considers that a Director has a material conflict of interest in a contract or arrangement or proposal to be considered by the Board that Director shall not vote and in calculating the number of Directors for the quorum of the meeting, that Director shall also not be counted.
Save as otherwise approved by the Stock Exchange of Hong Kong Limited or specified by the Articles of Association, a Director shall neither vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or other proposals in which he himself, or any of his associate(s) (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong), is to his knowledge materially interested.	Save as otherwise approved by the Stock Exchange of Hong Kong Limited or specified by the Articles of Association, a Director shall neither vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or other proposals in which he himself, or any of his associate(s) (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong), is to his knowledge materially interested.
In this Article, the Director or his associate entitled to "material interest" shall mean that the Director or his associate owns 5% or more of the interest in such contract, transaction or arrangement.	In this Article, the Director or his associate entitled to "material interest" shall mean that the Director or his associate owns ~~5%~~ **five percent** or more of the interest in such contract, transaction or arrangement.

Current Articles of Association	Proposed amendments
Article 72 The Board of Directors shall prepare minutes of the decisions on the matters discussed in the board meetings. After finalization of the minutes, the Directors attending the meeting and the person taking the minutes shall sign their names on the minutes of that meeting. The Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors is in violation of the laws and administrative regulations or the Articles of Association, thereby causing serious losses to the Company, the Directors who took part in such resolution shall be liable to compensate the Company. However, if a Director is able to prove that he has expressed his opposition to such resolution put to the vote, and such opposition has been recorded in the minutes of the meeting, that Director may be relieved of such liability.	Article 75 The Board of Directors shall prepare minutes of the decisions on the matters discussed in the board meetings. After finalization of the minutes, the Directors attending the meeting and the person taking the minutes shall sign their names on the minutes of that meeting. **The minutes of Board meetings shall be kept as company files for not less than ten years.** The Directors shall be responsible for the resolutions of the Board of Directors. Where a resolution of the Board of Directors is in violation of the laws and administrative regulations or the Articles of Association**, and the resolutions of the general meeting of shareholders**, thereby ~~causing~~**resulting in** serious losses to the Company, The Directors who took part in such resolution shall be liable to compensate the Company. ~~However, i~~**I**f a Director is able to prove that he has expressed his opposition to such resolution put to the vote, and such opposition has been recorded in the minutes of the meeting, that Director may be relieved of such liability.
Article 74 Except when specified otherwise by the Board of Directors, the general manager (not acting as the director concurrently) may attend the Board meeting and be entitled to receive the notice and related documents of such meetings. However, unless the manager is also a director, the general manager shall not be entitled to vote in the Board meeting.	Article 77 Except when specified otherwise by the Board of Directors, the ~~general~~ manager (not acting as the director concurrently) may attend the Board meeting and be entitled to receive the notice and related documents of such meetings. However, unless the ~~general~~ manager is also a director, the manager shall not be entitled to vote in the Board meeting.
Newly added	**Article 78 The Board of directors of the Company shall establish an audit committee to exercise the powers of the Supervisory Committee as set out in the Company Law.**

Current Articles of Association	Proposed amendments
	Article 79 The Audit Committee shall comprise three members, all of whom shall be Directors not serving as senior management of the Company with more than half of the members shall be independent non-executive Directors, with an independent non-executive Director having professional accounting background serving as the convener (i.e. the Chairman of the Audit Committee).
Newly added	**Article 80 The Audit Committee shall be responsible for reviewing the financial information of the Company and the disclosure thereof, as well as supervising and assessing internal and external audits and internal control. The following matters shall be submitted to the Board of Directors for consideration after approval by a majority of all members of the Audit Committee:** **(1) disclosure of the financial information in financial and accounting reports and regular reports, and the internal control assessment reports;** **(2) appointment or removal of the accounting firm undertaking the Company's audit work;** **(3) appointment or dismissal of the chief financial officers of the Company;** **(4) changes in accounting policies or accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;** **(5) other matters as required by the laws, administrative regulations, and these Articles of Association.**

Current Articles of Association	Proposed amendments
Newly added	**Article 81 The Audit Committee shall convene at least one meeting during each quarter. An extraordinary meeting may be convened when two or more members propose or the convener deems necessary. The quorum of a meeting of the Audit Committee shall be more than two thirds of the members.** **Any resolution of the Audit Committee shall be passed by a majority of its members. When voting on a resolution of the Audit Committee, each member shall have one vote.** **Resolutions of the Audit Committee shall be recorded in accordance with relevant requirements, and the members of the Audit Committee attending the meeting shall sign the minutes of meetings.** **The rules of procedure of the composition, responsibilities and procedures of the Audit Committee may be separately formulated by the Board of Directors.**
Newly added	**Article 82 Where necessary, the Board of Directors may establish other special committees such as strategy committee, nomination committee, remuneration committee and appraisal committee to provide advice and suggestions for major decisions of the Board of Directors and matters within the scope of authority of the Board of Directors exercised by the Chairman. The Board of Directors shall separately formulate the rules of procedure of its special committees on the composition, responsibilities and procedures of each special committee.**

Current Articles of Association	Proposed amendments
Chapter 9 Company Secretary to the Board	Chapter 9 Company Secretary to the Board
Article 75 The Company shall have a Company Secretary. The Company Secretary to the Board shall be a senior management officer.	Article 83 The Company shall have a Company Secretary**, who shall be responsible for the preparation of the general meetings of shareholders and meetings of the Board of Directors of the Company, the custody of documents, the management of the information of the Company's shareholders, and the handling of information disclosure matters**. The Company Secretary to the Board shall be a senior management officer.
Chapter 10 General Manager	Chapter 10 ~~General~~ Manager
Article 79 The Company shall have one general manager who shall be appointed or dismissed by the Board of Directors. The Company shall have one chief engineer and one chief finance officer who shall be nominated by the general manager to be appointed or dismissed by the Board of Directors.	Article 87 The Company shall have one ~~general~~ manager who shall be appointed or dismissed by the Board of Directors. The Company shall have one chief engineer and one chief finance officer who shall be nominated by the ~~general~~ manager to be appointed or dismissed by the Board of Directors.
Article 80 The general manager shall be accountable to the Board of Directors and shall exercise the following powers: (1) to take charge of production, operation and management of the Company, and to organize the implementation of the resolutions of the Board of Directors; (2) to organize the implementation of the annual operation plans and investment schemes of the Company; (3) to draft the scheme for establishment of the internal management organization of the Company; (4) to draft the basic management system of the Company;	Article 88 The ~~general~~ manager shall be accountable to the Board of Directors and shall exercise the following powers: (1) to take charge of production, operation and management of the Company, and to organize the implementation of the resolutions of the Board of Directors; (2) to organize the implementation of the annual operation plans and investment schemes of the Company; (3) to draft the scheme for establishment of the internal management organization of the Company; (4) to draft the basic management system of the Company;

Current Articles of Association	Proposed amendments
(5) to formulate the basic rules and regulations of the Company; (6) to request the appointment, dismissal or transfer of post of the deputy general manager, the chief finance officer, the chief engineer and the chief economist of the Company; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; (8) to convene and preside at (or entrust a deputy general manager to do so) meeting of the General Manager's Office. Such General Manager's Office meeting shall be attended by the general manager, deputy general manager or other senior Management Officers; (9) to decide the promotion or demotion, increase or decrease of salary, appointment, employment, termination of employment or dismissal of staff of the Company; (10) to exercise powers of charge, leasing, franchise or transfer of Company assets within limits authorised by the Board of Directors; (11) other powers conferred by the Board of Directors and the Articles of Association. The deputy general manager shall assist the general manager in performing his duties.	(5) to formulate the basic rules and regulations of the Company; (6) to request the appointment, dismissal or transfer of post of the deputy ~~general~~ manager, the chief finance officer, the ~~chief~~ engineer and the ~~chief~~ economist of the Company; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; (8) to convene and preside at (or entrust a deputy ~~general~~ manager to do so) meeting of the ~~General~~ Manager's Office. Such ~~General~~ Manager's Office meeting shall be attended by the ~~general~~ manager, deputy ~~general~~ manager or other senior Management Officers; (9) to decide the promotion or demotion, increase or decrease of salary, appointment, employment, termination of employment or dismissal of staff of the Company; (10) to exercise powers of charge, leasing, franchise or transfer of Company assets within limits authorised by the Board of Directors; (11) other powers conferred by the Board of Directors and the Articles of Association. The deputy ~~general~~ manager shall assist the ~~general~~ manager in performing his duties.
Article 81 The general manager who is not a Director attending Board meetings shall not have the right to vote at the Board meetings.	Article 89 The ~~general~~ manager who is not a Director attending Board meetings shall not have the right to vote at the Board meetings.

Current Articles of Association	**Proposed amendments**
Article 82 The general manager and deputy general manager shall exercise the powers according to the provisions of laws, regulations and the Articles of Association, and shall perform the obligations diligently in good faith. The general manager and the deputy general manager shall not alter the resolution of the General Meeting of Shareholders and the Board of Directors or go beyond the scope of authorization in exercising their powers.	Article 90 The ~~general~~ manager and deputy ~~general~~ manager shall exercise the powers according to the provisions of laws, regulations and the Articles of Association, and shall perform the obligations diligently in good faith. The ~~general~~ manager and the deputy ~~general~~ manager shall not alter the resolution of the General Meeting of Shareholders and the Board of Directors or go beyond the scope of authorization in exercising their powers.
Chapter 11 Supervisory Committee	**Deleted**
Chapter 12 Qualifications and Obligations of Directors, Supervisors, General Manager and Other Senior Management of the Company	Chapter 11 Qualifications and Obligations of Directors, ~~Supervisors, General~~ Manager and Other Senior Management of the Company

Current Articles of Association	Proposed amendments
Article 92 None of the persons in any of the following situations may serve as the Director, the Supervisor, the manager or any other senior management of the Company: (1) a person incapable of having civil conduct or with limited capability of civil conduct; (2) a person who was punished for committing corruption, bribery, misappropriation or embezzlement of property or disrupting social and economic order, and a period of five years has not elapsed since the punishment was completed, or who was deprived of his political rights as punishment for committing criminal offence, and a period of five years has not elapsed since the deprivation was completed; (3) a director, factory director or manager of a company or enterprise which entered into insolvent liquidation due to mismanagement, and who was personally liable for such insolvent liquidation and a period of three years, counting from the date of completion of its insolvent liquidation, has not elapsed; (4) a legal representative of a company or enterprise which has had its business licence revoked and he was personally liable for such revocation and a period of three years, counting from the date of revocation of the business licence in question, has not elapsed;	Article 91 None of the persons in any of the following situations may serve as the Director, ~~the Supervisor,~~ the manager or any other senior management of the Company: (1) a person incapable of having civil conduct or with limited capability of civil conduct; (2) a person who was punished for committing corruption, bribery, misappropriation or embezzlement of property or disrupting **socialist market** economic order, ~~and a period of five years has not elapsed since the punishment was completed,~~ or who was deprived of his political rights as punishment for committing criminal offence, and a period of five years has not elapsed since the deprivation was completed**, or a period of two years has not yet elapsed since the date of the completion of the probation period due to being declared on probation**; (3) a director, factory director or manager of a company or enterprise which entered into insolvent liquidation ~~due to mismanagement~~, and who was personally liable for such insolvent liquidation and a period of three years, counting from the date of completion of its insolvent liquidation, has not elapsed; (4) a legal representative of a company or enterprise which has had its business licence revoked **or has been ordered to close down** and he was personally liable for such revocation and a period of three years, counting from the date of revocation of the business licence or **the order to close down** in question, has not elapsed;

Current Articles of Association	Proposed amendments
(5) a person with comparatively large personal debts which have fallen due but not settled yet; (6) a person who has been placed on file for investigation by judicial organizations for having violated the criminal law, and such investigation has not been concluded; (7) a person who is prohibited from acting as a leader of an enterprise by the provisions of the laws and administrative regulations; (8) a non-natural person; (9) a person who was convicted by the relevant regulatory authority for violating securities-related laws and regulations, where such violation involved fraudulent or dishonest conduct and a period of five years, counting from the date of the conviction in question, has not elapsed. The management officers of holding company(s) shall not also act as the Company Manager, deputy manager, chief finance officer, chief sales officer and Secretary to the Board of Directors.	(5) a person ~~with~~**who has been listed as a dishonest person subject to enforcement by the People's Court due to having** comparatively large personal debts which have fallen due but not settled yet; (6) a person who has been placed on file for investigation by judicial organizations for having violated the criminal law, and such investigation has not been concluded; (7) a person who is prohibited from acting as a leader of an enterprise by the provisions of the laws and administrative regulations; (8) a non-natural person; (9) a person who was convicted by the relevant regulatory authority for violating securities- related laws and regulations, where such violation involved fraudulent or dishonest conduct and a period of five years, counting from the date of the conviction in question, has not elapsed. **If the provisions of the preceding paragraph are violated when electing and appointing Directors or hiring senior management, such election, appointment or hiring shall be invalid.** **Where Directors or senior management encounter any of the circumstances prescribed in the first paragraph of this Article during the term of office, the Company shall dismiss them from their positions.** The management officers of holding company(s) shall not also act as the Company Manager, deputy manager, chief finance officer, chief sales officer and Secretary to the Board of Directors.

Current Articles of Association	Proposed amendments
Article 93 The validity of the conduct of the Director, the manager or other senior management of the Company on behalf of the Company against a bona fide third party is not affected by any noncompliance by his/her conduct during office or election or qualifications.	**Deleted**
Article 94 In addition to obligations required by laws, administrative regulations or listing rules of the stock exchange(s) on which shares of the Company are listed, the Directors, the Supervisors, the manager or other senior management of the Company shall have the following obligations to each shareholder in the exercise of the powers of the Company entrusted to him: (1) not to cause the Company to exceed the scope of business stipulated in its business licence; (2) to act honestly in the best interests of the Company; (3) not to deprive the Company in any way of its properties, including (but without limitation) the opportunities beneficial to the Company; (4) not to deprive the shareholders of personal interest, including (but not limited to) the allotment rights and the voting rights, but excluding the restructuring of the Company submitted to the General Meeting of Shareholders for approval in accordance with the Articles of Association.	**Deleted**

Current Articles of Association	Proposed amendments
Article 95 The Directors, the Supervisors, the manager or other senior management of the Company shall be prudent, diligent and skilled in exercising the powers or in discharging the obligations, just like a reasonably prudent person under comparable circumstances.	Article 92 The Directors, ~~the Supervisors,~~ the manager or other senior management of the Company shall **have fiduciary duties to the Company and take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their positions to gain undue advantage.** **The Directors and senior management shall have a duty of diligence to the Company and exercise the reasonable care normally expected of the management in the best interests of the Company when performing their duties.** ~~be prudent, diligent and skilled in exercising the powers or in discharging the obligations, just like a reasonably prudent person under comparable circumstances.~~

Current Articles of Association	Proposed amendments
Article 96 Directors, supervisors, managers and other officials shall perform their duties in good faith, and shall not get involved in any circumstances where their own interests may be contradictory to their obligations. This principle includes but not limited to the performance of followings: (1) Act in good faith to the best interests of the Company. (2) Exercise powers, rights and authorities within the defined boundary. (3) Exercise discretionary power granted to them on their own without being manipulated by others. Unless otherwise allowed under applicable laws or administrative rules and regulations or consented by an informed shareholders' general meeting, such discretionary power shall not be transferred to others. (4) Shareholders of the same class shall be equally treated and those of different classes shall be fairly treated.	Article 93 Directors, ~~supervisors,~~ managers and other officials shall perform their duties in good faith, and shall not get involved in any circumstances where their own interests may be contradictory to their obligations. This principle includes but not limited to the performance of followings: (1) Act in good faith to the best interests of the Company. (2) Exercise powers, rights and authorities within the defined boundary. (3) Exercise discretionary power granted to them on their own without being manipulated by others. Unless otherwise allowed under applicable laws or administrative rules and regulations or consented by an informed shareholders' general meeting, such discretionary power shall not be transferred to others. (4) Shareholders of the same class shall be equally treated and those of different classes shall be fairly treated.

Current Articles of Association	Proposed amendments
(5) Unless otherwise specified in the Articles of Association or approved by an informed shareholders' general meeting, no contract, transaction or arrangement shall be entered into, established or made with the Company. (6) Unless otherwise approved by an informed shareholders' general meeting, the assets of the Company shall not be used in any way for their own interests.	(5) ~~Unless otherwise specified in the Articles of Association or approved by an informed shareholders' general meeting, no contract, transaction or arrangement shall be entered into, established or made with the Company~~**Not to directly or indirectly sign any contracts or conduct any transactions with the Company unless they have reported such matters to the Board of Directors or the shareholders' general meeting and obtained approval by the resolution at the Board meeting or the shareholders' general meeting in accordance with the provisions of these Articles of Association; the abovementioned provisions shall apply to contracts entered into or transactions conducted by close relatives of Directors or senior management, enterprises directly or indirectly controlled by Directors or senior management or their close relatives, and associates with whom Directors or senior management have other related-party relationships**. (6) Unless otherwise approved by an informed shareholders' general meeting, the assets of the Company shall not be used in any way for their own interests.

Current Articles of Association	Proposed amendments
(7) Accepting bribery or other illegal earnings using their authority is not allowed. The assets of the Company, including but not limited to any opportunities in favor of the Company, shall not be seized in any manner. (8) Unless otherwise approved by an informed shareholders' general meeting, no commissions associated with the transactions of the Company shall be accepted. (9) Act in accordance with the Articles of Association, performed their duties in good faith, and safeguard the interests of the Company. Any behaviors leveraging their status or authority at the Company for their own gains are not allowed.	(7) Accepting bribery or other illegal earnings using their authority is not allowed. The assets of the Company, including ~~but not limited to any opportunities in favor of the Company~~ **business opportunities for the Company**, shall not be seized in any manner. **However, this shall not apply in any of the following circumstances:** **1. Directors, managers and other officials have reported to the Board of Directors or shareholders' general meeting and obtained approval by a resolution at the Board meeting or shareholders' general meeting in accordance with the Articles of Association;** **2. The Company is prohibited from utilizing the business opportunity pursuant to laws, administrative regulations, or the Articles of Association**; (8) ~~Unless otherwise approved by an informed shareholders' general meeting, no~~**No** commissions associated with the transactions of the Company shall be accepted. (9) Act in accordance with the Articles of Association, performed their duties in good faith, and safeguard the interests of the Company. Any behaviors leveraging their status or authority at the Company for their own gains are not allowed.

Current Articles of Association	Proposed amendments
(10) Unless otherwise approved by an informed shareholders' general meeting, shall not engage in any form of competition against the Company. (11) Company's funds shall neither be diverted or granted to others as a loan, nor deposited at the account opened in its own or others' name. Any personal debts of the shareholders or any others shall not be guaranteed by the assets of the Company. (12) Unless otherwise approved by an informed shareholders' general meeting, any confidential information regarding the Company obtained during the term of office shall not be disclosed or used unless it is for the Company's interests. However, the disclosure to the court or other authorities may be made under the following circumstances: 1. Such disclosure is mandatory under the applicable laws; 2. Such disclosure is mandatory for public interests; 3. Such disclosure is mandatory for the interests of such directors, supervisors, managers or other officials.	(10) ~~Unless otherwise approved by an informed shareholders' general meeting, shall~~**Shall** not engage in ~~any form of competition against the Company~~ **any business on their own or on behalf of others of the same type as that of the Company without reporting to the Board of Directors or the shareholders' general meeting and obtaining approval by a resolution at the shareholders' general meeting**. (11) Company's funds shall neither be diverted or granted to others as a loan, nor deposited at the account opened in its own or others' name. Any personal debts of the shareholders or any others shall not be guaranteed by the assets of the Company. (12) Unless otherwise approved by an informed shareholders' general meeting, any confidential information regarding the Company obtained during the term of office shall not be disclosed or used unless it is for the Company's interests. However, the disclosure to the court or other authorities may be made under the following circumstances: 1. Such disclosure is mandatory under the applicable laws; 2. Such disclosure is mandatory for public interests; 3. Such disclosure is mandatory for the interests of such directors, ~~supervisors,~~ managers or other officials. **Any income obtained by Directors, managers and other senior management in violation of this Article shall belong to the Company. If the Company suffers any loss as a result, the Directors, managers and other senior management shall be liable for compensation.**

Current Articles of Association	Proposed amendments
Article 97 Directors, supervisors, managers or other officials shall not direct the following person or institution ("Associate") to get involved in any activities from which such directors, supervisors, managers or other officials are prohibited to act: (1) Spouse or minor children of such directors, supervisors, managers or other officials; (2) Trusts of such directors, supervisors, managers or other officials, or trusts of such persons in Clause 1 above; (3) Partners of such directors, supervisors, managers or other officials, or partners of such persons in Clause 1 or 2 above; (4) Any companies wholly controlled by such directors, supervisors, managers or other officials, or any companies jointly controlled by any persons or institutions mentioned in Clause 1, 2 or 3 above and such other directors, supervisors, managers or other officials at the Company; (5) Directors, supervisors, managers or other officials of the company which is controlled by any persons or institutions mentioned in Clause 4 above.	Article 94 Directors, ~~supervisors,~~managers or other officials shall not direct the following person or institution ("Associate") to get involved in any activities from which such directors, ~~supervisors~~managers or other officials are prohibited to act: (1) Spouse or minor children of such directors, ~~supervisors,~~ managers or other officials; (2) Trusts of such directors, ~~supervisors,~~ managers or other officials, or trusts of such persons in Clause 1 above; (3) Partners of such directors, ~~supervisors,~~ managers or other officials, or partners of such persons in Clause 1 or 2 above; (4) Any companies wholly controlled by such directors, ~~supervisors,~~ managers or other officials, or any companies jointly controlled by any persons or institutions mentioned in Clause 1, 2 or 3 above and such other directors, ~~supervisors,~~ managers or other officials at the Company; (5) Directors, ~~supervisors,~~ managers or other officials of the company which is controlled by any persons or institutions mentioned in Clause 4 above.

Current Articles of Association	Proposed amendments
Article 98 The obligations of acting in good faith of such directors, supervisors, managers or other officials may survive the expiry of their terms. The obligations of confidentiality towards the trade secrets of the Company shall survive the expiry of their terms. The term of other obligations are defined in a fair way, depending on the period between the time the event occurs and the time such term expires, and the circumstance and condition under which or on which their relationship with the Company ends.	Article 95 The obligations of acting in good faith of such directors, ~~supervisors,~~ managers or other officials may survive the expiry of their terms. The obligations of confidentiality towards the trade secrets of the Company shall survive the expiry of their terms. The term of other obligations are defined in a fair way, depending on the period between the time the event occurs and the time such term expires, and the circumstance and condition under which or on which their relationship with the Company ends.
Article 99 An informed shareholders' general meeting shall have the right to relieve such directors, supervisors, managers or other officials from any responsibilities for violation of any specific obligations.	Article 96 An informed shareholders' general meeting shall have the right to relieve such directors, ~~supervisors,~~ managers or other officials from any responsibilities for violation of any specific obligations.

Current Articles of Association	Proposed amendments
Article 100 Directors, supervisors, managers or other officials, when directly or indirectly are materially interested in any established or contemplated contracts, transactions or arrangements (except the engagement letter with such directors, supervisors, managers or other officials), they shall disclose the nature and extent of such interests to the board of directors in a timely manner regardless of whether the relevant issues require an approval by the board of directors under normal circumstances. Directors, supervisors, managers or other senior officials shall be deemed to be interested when the Associate of such directors, supervisors, managers or other senior officials are interested in a specific contract, transaction or arrangement. Unless otherwise specified above, any director shall abstain from any resolutions in which such director or his associate are interested.. Such director or his associate shall not be counted for voting and quorum, except under the following situations: (1) Any contracts or arrangements with any director or its associate established to secure or indemnity any obligations incurred or assumed under the loan granted by such director or its associate at the request of the Company or any of its subsidiaries or for the benefits of the Company or any of its subsidiaries;	Article 97 Directors, ~~supervisors,~~ managers or other officials, when directly or indirectly are materially interested in any established or contemplated contracts, transactions or arrangements (except the engagement letter with such directors, ~~supervisors,~~ managers or other officials), they shall disclose the nature and extent of such interests to the board of directors in a timely manner regardless of whether the relevant issues require an approval by the board of directors under normal circumstances. Directors, ~~supervisors,~~ managers or other senior officials shall be deemed to be interested when the Associate of such directors, ~~supervisors,~~ managers or other senior officials are interested in a specific contract, transaction or arrangement. Unless otherwise specified above, any director shall abstain from any resolutions in which such director or his associate are interested.. Such director or his associate shall not be counted for voting and quorum, except under the following situations: (1) Any contracts or arrangements with any director or its associate established to secure or indemnity any obligations incurred or assumed under the loan granted by such director or its associate at the request of the Company or any of its subsidiaries or for the benefits of the Company or any of its subsidiaries;

Current Articles of Association	Proposed amendments
(2) Any contracts or arrangements established to individually or jointly assume all or any part of the responsibilities under the guarantee, indemnity or collateral set up by such director or its associate to cover the debts or obligations of the Company or any of its subsidiaries;	(2) Any contracts or arrangements established to individually or jointly assume all or any part of the responsibilities under the guarantee, indemnity or collateral set up by such director or its associate to cover the debts or obligations of the Company or any of its subsidiaries;
(3) Any contracts or arrangements established for the subscription or purchase of shares, bonds or other recommended securities of the Company or any other companies in which the Company is a sponsor or has interest in while the director or his associate is a participant thereby interested in the recommended underwriting or sub-underwriting;	(3) Any contracts or arrangements established for the subscription or purchase of shares, bonds or other recommended securities of the Company or any other companies in which the Company is a sponsor or has interest in while the director or his associate is a participant thereby interested in the recommended underwriting or sub-underwriting;
(4) Any contracts or arrangements established under which the interests of such director or his associates for their subscription of shares, bonds or other securities at this Company, are the same as other holders of such shares, bonds or other securities at this Company or any of its subsidiaries;	(4) Any contracts or arrangements established under which the interests of such director or his associates for their subscription of shares, bonds or other securities at this Company, are the same as other holders of such shares, bonds or other securities at this Company or any of its subsidiaries;

Current Articles of Association	Proposed amendments
(5) Any director or its associate holding beneficial interests in any other companies as senior executives, chief executives or shareholders (or any third party companies in which such director or his associate holds interests through such other company), or any contract or arrangement under which such director or his associate holds interests in such company, provided that such director or his associate jointly holds less than five percent (5%) of issued shares or shares of any class of voting rights at such company (or any third companies in which such director or his associate holds interests through such other company); or	(5) Any director or its associate holding beneficial interests in any other companies as senior executives, chief executives or shareholders (or any third party companies in which such director or his associate holds interests through such other company), or any contract or arrangement under which such director or his associate holds interests in such company, provided that such director or his associate jointly holds less than five percent ~~(5%)~~ of issued shares or shares of any class of voting rights at such company (or any third companies in which such director or his associate holds interests through such other company); or
(6) Any adoption, modification or execution of share option scheme, pension or retirement, death or disability benefits scheme or other arrangements associated with the director or its associate or employees of the Company or any of its subsidiaries, provided that such director or its associate is not offered any contract under which any privileges or benefits are not offered to other employees involved in such scheme or fund. In this Article, "Associate" shall have the same meaning as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.	(6) Any adoption, modification or execution of share option scheme, pension or retirement, death or disability benefits scheme or other arrangements associated with the director or its associate or employees of the Company or any of its subsidiaries, provided that such director or its associate is not offered any contract under which any privileges or benefits are not offered to other employees involved in such scheme or fund. In this Article, "Associate" shall have the same meaning as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
Chapter 13 Finance and Accounting System and Appropriation of Profits	Chapter 12 Finance and Accounting System and Appropriation of Profits
Article 101 The Company's financial and accounting systems are established based on applicable laws, administrative rules and regulations, and the provisions of the Generally Accepted Accounting Principles of China formulated by the financial authority under the State Council.	Article 98 The Company's financial and accounting systems are established based on applicable laws, administrative rules and regulations, and the provisions of the Generally Accepted Accounting Principles of China formulated by the financial authority under the State Council.

Current Articles of Association	Proposed amendments
Article 102 Financial statements shall be prepared at the end of each fiscal year. Such statement is subject to examination and verification according to the law.	Article 99 Financial **and accounting** statements shall be prepared at the end of each fiscal year. Such statement is subject to ~~examination and verification~~ **auditing by an accounting firm** according to the law. **The financial and accounting reports shall be prepared in accordance with laws, administrative regulations and the requirements stipulated by the financial department under the State Council.**
Article 104 At each annual general meeting, the Board of Directors shall submit the financial statements to shareholders which are mandatory under applicable laws, administrative rules and regulations, and the provisions of the standards promulgated by the local government and competent authorities.	Article 101 At each annual general meeting, the Board of Directors shall submit the financial **and accounting** statements to shareholders which are mandatory under applicable laws, administrative rules and regulations, and the provisions of the standards promulgated by the local government and competent authorities.
Article 105 Such statements shall be made available to shareholders at the Company twenty days before the general meeting. Each shareholder shall have access to the financial statement mentioned in this chapter.	Article 102 Such **financial and accounting** statements **and the announcements thereof** shall be made available to shareholders at the Company twenty days before the general meeting. ~~Each shareholder shall have access to the financial statement mentioned in this chapter.~~

Current Articles of Association	Proposed amendments
Article 108 The Company shall publish 2 financial report within its first accounting year, that is to say, an interim financial report within 60 days from the expiry of the first 6 months and an annual financial report within 120 days from the expiry of the accounting year (the format of the interim financial report must also comply with the requirement of the Listing rules of the Hong Kong Stock Exchange). Apart from, the above, the Company shall at least 21 days before the general shareholders' meeting and not more than 4 months from the end of the accounting period send copies of the Board of Directors' Report and Accounts of the Accounting year and the Auditor's Report in respect thereof to all the shareholders of the Company.	Article 105 The Company shall publish 2 financial report within its first accounting year, that is to say, an interim financial report within 60 days from the expiry of the first 6 months and an annual financial report within 120 days from the expiry of the accounting year (the format of the interim financial report must also comply with the requirement of the Listing rules of the Hong Kong Stock Exchange). Apart from, the above, the Company shall at least 21 days before the general shareholders' meeting and not more than 4 months from the end of the accounting period send copies of the Board of Directors' Report and Accounts of the Accounting year and the Auditor's Report in respect thereof to all the shareholders of the Company.
Article 109 No other accounting records shall exist at the Company except those mandatory under applicable laws. Accounting records shall be available for reviews by Directors and Supervisors.	Article 106 No other accounting records shall exist at the Company except those mandatory under applicable laws. **The funds of the Company shall not be deposited in any personal accounts.** Accounting records shall be available for reviews by Directors ~~and Supervisors~~.

Current Articles of Association	Proposed amendments
Article 111 Allocation of after-tax profits of the current year, shall be in the following order:- (1) recovery of loss; (2) allocation to the statutory provident fund; (3) allocation to the statutory public welfare funs; (4) payment of dividend payable on preference shares (if any); (5) allocation to optional provident fund; (6) payment of dividend on ordinary shares. the properties of (5) and (6) shall be decided by the Board according to business and development needs and to be approved by the shareholders in general meeting.	Article 108 Allocation of after-tax profits of the current year, shall be in the following order: (1) recovery of loss; (2) allocation to the statutory provident fund; (3) ~~allocation to the statutory public welfare funs;~~ ~~(4)~~payment of dividend payable on preference shares (if any); ~~(5)~~ **(4)** allocation to optional provident fund; ~~(6)~~ **(5)** payment of dividend on ordinary shares. the properties of ~~(5)~~**(4)** and ~~(6)~~ **(5)** shall be decided by the Board according to business and development needs and to be approved by the shareholders in general meeting.
Article 112 No dividends shall be allocated or otherwise allocated as bonus before the losses are recovered and statutory provident fund and statutory public welfare fund are reserved. No interest is payable on dividend due to shareholders except those overdue but not yet paid by the Company.	Article 109 No dividends shall be allocated or otherwise allocated as bonus before the losses are recovered and statutory provident fund ~~and statutory public welfare fund~~ are reserved. No interest is payable on dividend due to shareholders except those overdue but not yet paid by the Company.

Current Articles of Association	Proposed amendments
Article 113 The Company shall allocate 10% of the after-tax profits to statutory provident fund until such fund reached 50% of the Company's registered share capital. The Company shall allocate 10% of its after-tax profits to the statutory provident fund. The optional provident fund shall be allocated separately out of the profits of the Company in accordance with the resolutions of the general meeting of shareholders.	Article 110 **When distributing post-tax profits for the current year, the**~~The~~ Company shall allocate ~~10%~~ **ten percent** of the ~~after-tax~~ profits to **the Company as** statutory provident fund until **the cumulative amount of** such fund reached ~~50%~~**fifty percent or more** of the Company's registered share capital. ~~The Company shall allocate 10% of its after-tax profits to the statutory provident fund.~~ ~~The optional provident fund shall be allocated separately out of the profits of the Company in accordance with the resolutions of the general meeting of shareholders.~~ **If the statutory provident fund of the Company is insufficient to cover the Company's losses in the previous year, prior to any withdrawal from the statutory provident fund in accordance with the previous provision, profits for the current year shall be used to cover the losses first.** **After any withdrawal from the statutory provident fund from the profit after tax of the Company, any amount of the discretionary provident fund may be withdrawn upon approval by a resolution at the shareholders' general meeting.** **Where there is any remaining after-tax profit after losses have been covered and any withdrawal has been made from the provident fund, such after-tax profit shall be distributed in proportion to shares held by shareholders, unless otherwise stipulated in the Articles of Association.** **The Company's shares held by the Company shall not be subject to the profit distribution.**

Current Articles of Association	Proposed amendments
Newly added	**Article 111 Where the Company distributes profits to shareholders in violation of the provisions of the Articles of Association, the shareholders concerned shall refund to the Company the profits distributed in violation of the provision. Where the Company suffers any loss as a result, the shareholders and the responsible Directors and senior management shall be liable for compensation.**
Article 114 The Company's provident fund includes statutory provident fund, optional provident fund, and capital provident fund. Provident fund can be used for: 1. the recovery of losses, 2. the expansion of production capacity and 3. the increase of registered capital. Having been approved by the general meeting, the provident funds may be used for the increase of registered capital, shareholders are entitled to distribution of new shares in accordance with their original shareholding (or an increase in nominal value). When the statutory provident funds are so used, however, the remaining portion of provident fund shall not be less than twenty-five percent of the registered capital.	Article 112 The Company's provident fund includes statutory provident fund, optional provident fund, and capital provident fund. Provident fund can be used for: 1. the recovery of losses **(in the case of covering the Company's losses, the discretionary provident fund and the statutory provident fund shall be used first. If the losses cannot be fully covered thereafter, the capital provident fund may be used in accordance with the regulations)**, 2. the expansion of production capacity and 3. the increase of registered capital. Having been approved by the general meeting, the provident funds may be used for the increase of registered capital, shareholders are entitled to distribution of new shares in accordance with their original shareholding (or an increase in nominal value). When the statutory provident funds are so used, however, the remaining portion of provident fund shall not be less than twenty-five percent of the registered capital.
Article 116 The statutory public welfare fund shall be used for the collective welfare of the staff of the Company.	**Deleted**

Current Articles of Association	Proposed amendments
Article 117 Dividends are allocated based on the shareholding of each shareholder within six months upon the expiry of each fiscal year, subject to Articles 111, 112 and 113. Annual dividends must be approved by the general meeting, but the amount distributable as dividends shall not exceed the amount recommended by the Board of Directors.	Article 114 Dividends are allocated based on the shareholding of each shareholder within six months upon the expiry of each fiscal year, subject to Articles ~~111, 112 and 113~~**108, 109 and 110**. Annual dividends must be approved by **a resolution of** the general meeting, but the amount distributable as dividends shall not exceed the amount recommended by the Board of Directors.
Article 119 Unless otherwise resolved by the general meeting, the general meeting may authorize the board in the allocation of interim dividends or special dividends.	Article 116 Unless otherwise resolved by the general meeting, the general meeting may authorize the board in the allocation of interim dividends or special dividends.
Chapter 14 Appointment of Accountancy Firm	Chapter 13 Appointment of Accountancy Firm
Article 122 An independent CPA established according to applicable provisions of the Country shall be appointed by the Company, responsible for the annual audit of financial statements and other reports.	Article 119 An independent CPA established according to applicable provisions of the Country shall be appointed by the Company, responsible for the ~~annual audit of financial statements and other reports~~ **businesses including auditing of financial statements, verification of net assets, and other related consulting services**.
Article 123 The appointment term of the CPA begins and ends between each two annual meetings.	Article 120 The appointment term of the CPA begins and ends between each two annual meetings. **The term of appointment may be renewed upon expiration by a resolution of the shareholders' general meeting.**
Article 124 The general meeting determines the remunerations of CPA or the way such remunerations are fixed.	Article 121 The general meeting determines the remunerations of CPA or the way such remunerations are fixed.
Article 125 The general meeting determines the appointment, removal or discontinuing of the appointment of CPA of the Company.	Article 122 The general meeting determines the appointment, removal or discontinuing of the appointment of CPA of the Company.

Current Articles of Association	Proposed amendments
Article 126 CPA shall receive a prior notice for such removal or discontinuing its appointment. CPA shall have the right to be heard in the general meeting. CPA, when submitting its resignation, shall address to the general meeting for any inappropriate events at the Company (if any).	Article 123 CPA shall receive a prior notice for such removal or discontinuing its appointment. CPA shall have the right to be heard in the general meeting. CPA, when submitting its resignation, shall address to the general meeting for any inappropriate events at the Company (if any).
Chapter 16 Merger and Division of the Company	Chapter 15 Merger and Division of the Company
Article 132 Merger may take the form of a merger or consolidation. Each party involved shall enter into an agreement regarding such merger. A balance sheet and inventory of properties shall be prepared accordingly. The Company shall notify creditors of such merger within ten days upon the determination and announce such merger in newspaper for at least three times within thirty days. Credits and debts attributable to the parties hereto shall be taken or assumed by the company surviving such merger or the new company thus established.	Article 129 Merger may take the form of a merger or consolidation. Each party involved shall enter into an agreement regarding such merger. A balance sheet and inventory of properties shall be prepared accordingly. The Company shall notify creditors of such merger within ten days upon the determination and announce such merger in newspaper **or on the National Enterprise Credit Information Publicity System** for at least three times within thirty days. **Creditors shall have the right to request the Company to settle the debts or to provide corresponding guarantees for their settlement within thirty days from receipt of notice, or within forty-five days from the date of the announcement if no notice was received.** **Upon the merger,** ~~Credits~~**claims** and debts attributable to the parties hereto shall be taken or assumed by the company surviving such merger or the new company thus established.

Current Articles of Association	Proposed amendments
Article 133 After a division of the Company, a division of the properties shall be conducted accordingly by the Company. Each party involved shall enter into an agreement regarding such division. A balance sheet and inventory of properties shall be prepared accordingly. The Company shall notify creditors of such division within ten days upon the determination and announce such division in newspaper for at least three times within thirty days. As per the agreement entered into, debts attributable to the Company before the division shall be assumed by the companies thereby established.	Article 130 After a division of the Company, a division of the properties shall be conducted accordingly by the Company. ~~Each party involved shall enter into an agreement regarding~~**Regarding** such division~~.~~**,** ~~A~~**a** balance sheet and inventory of properties shall be prepared accordingly. The Company shall notify creditors of such division within ten days upon the determination and announce such division in newspaper ~~for at least three times~~**or on the National Enterprise Credit Information Publicity System** within thirty days. ~~As per the agreement entered into, debts~~**Debts** attributable to the Company before the division shall be ~~assumed by the companies thereby established~~ **jointly and severally assumed by the companies formed after the division except otherwise stipulated by a written agreement between the Company and creditors regarding debt settlement prior to the division**.

Current Articles of Association	Proposed amendments
Chapter 17 Dissolution and Liquidation of the Company	Chapter 16 Dissolution and Liquidation of the Company
Article 135 The dissolution and liquidation process initiates upon the occurrence of any of the followings: (1) The Company is dissolved as per the resolution approved by the general meeting; (2) The Company is dissolved as a result of merger or dissolution; (3) The Company is declared bankrupt for not being able to repay the debts due; (4) The Company is ordered to close due to its violation of applicable laws or administrative rules or regulations.	Article 132 The dissolution and liquidation process initiates upon the occurrence of any of the followings: (1) **The term of operations specified in the Articles of Association has expired or other circumstance for dissolution specified in the Articles of Association has occurred;** **(2)** The Company is dissolved as per the resolution approved by the general meeting; ~~(2)~~**(3)** The Company is dissolved as a result of merger or dissolution; ~~(3) The Company is declared bankrupt for not being able to repay the debts due;~~ ~~(4) The Company is ordered to close due to its violation of applicable laws or administrative rules or regulations.~~ **(4) The business license is revoked in accordance with the law, or the Company is ordered to close down or is cancelled;** **(5) The People's Court dissolves the Company in accordance with the provisions of article 231 of the Company Law.** **Upon the occurrence of circumstances for dissolution specified in the preceding paragraph, the Company shall publicize such circumstances for dissolution through the National Enterprise Credit Information Publicity System within ten days.**

Current Articles of Association	Proposed amendments
Article 136 A liquidation committee shall be formed within fifteen days and shall be composed of the directors or persons determined by the general meeting upon the dissolution of the Company as per Clause 1 above.	Article 133 ~~A liquidation committee shall be formed within fifteen days and shall be composed of the directors or persons determined by the general meeting upon the dissolution of the Company as per Clause 1 above.~~ **In the event that any of the circumstances set out in items (1) or (2) of the preceding Article occurs and the property has not been distributed to shareholders, the Company may survive through amending the Articles of Association or by a resolution of the shareholders' general meeting, which shall be passed by two-thirds or more of the voting rights held by the shareholders present at the shareholders' general meeting.** **Where the Company is dissolved pursuant to items (1), (2), (4) and (5) of the preceding Article, it shall be liquidated. The Directors shall be the liquidation obligors and shall establish the liquidation committee within fifteen days from the date of the occurrence of the circumstances for dissolution to carry out the liquidation.** **The liquidation committee shall be composed of the Directors, unless otherwise provided in the Articles of Association or where a resolution of the shareholders' general meeting appoints other persons.** **Where liquidation obligors fail to perform their liquidation obligations in a timely manner, they shall be liable for any losses incurred by the Company or its creditors.**

Current Articles of Association	Proposed amendments
Article 137 Creditors shall be informed of the establishment of the committee within ten days. Such establishment shall be announced in newspaper for at least three times within sixty days. Registration of claims shall be performed by the committee.	Article 134 Creditors shall be informed of the establishment of the committee within ten days. Such establishment shall be announced in newspaper ~~for at least three times~~ **or on the National Enterprise Credit Information Publicity System** within sixty days. ~~Registration of claims shall be performed by the committee.~~ **Creditors shall file their claims with the liquidation committee within thirty days from receipt of notice, or within forty-five days from the date of the announcement if no notice was received.** **When filing claims, creditors shall provide details regarding the claims and submit supporting documentation. The liquidation committee shall register the claims.** **During the period of claim filing, the liquidation committee shall not make any settlement to creditors.**

Current Articles of Association	Proposed amendments
Article 138 During the process, the committee shall have the following right and duties: (1) Produce an inventory of properties and balance sheet; (2) Have the creditors informed or posted; (3) Handle and clear up all pending businesses; (4) Repay all taxes owed; (5) Clear up all credits and debts; (6) Dispose of the properties less the debts owed; (7) Get involved in civil proceedings in the Company's name.	Article 135 During the process, the committee shall have the following right and duties: (1) Produce an inventory of properties and balance sheet; (2) Have the creditors informed ~~or~~ **and** posted; (3) Handle and clear up all pending businesses; (4) Repay all taxes owed **and taxes incurred during the liquidation**; (5) Clear up all credits and debts; (6) ~~Dispose of~~ **Distribute** the properties less the debts owed; (7) Get involved in civil proceedings in the Company's name.
Article 139 A liquidation plan shall be formed by the committee after the clearing up of the properties and preparation of balance sheet and inventory of properties. Such plan shall be submitted to the general meeting or competent authority for confirmation.	Article 136 A liquidation plan shall be formed by the committee after the clearing up of the properties and preparation of balance sheet and inventory of properties. Such plan shall be submitted to the general meeting or ~~competent authority~~ **the People's Court** for confirmation.

Current Articles of Association	Proposed amendments
Article 141 Upon the Company's decision of liquidation, no one shall dispose the Company's property without approval of the liquidation committee. During liquidation, the Company may not engage in new business activities. After the Company pay the expenditures of the liquidation, the assets of the Company shall be used in accordance with the following priority: (1) to pay all wages due to the staff and workers of the Company and labour insurance expenses; (2) to effect payment of taxes due; (3) to settle the debts of the Company. The properties after the repayment of above items shall be allocated among shareholders based on the category and ratio of their respective subscriptions. 1. Allocate to preference shareholders according to par value; if the par value could not be fully compensated, then allocation will be made according to their shareholding ratio. 2. Allocate to ordinary shareholders according to respective shareholding ratio.	Article 138 Upon the Company's decision of liquidation, no one shall dispose the Company's property without approval of the liquidation committee. During liquidation, the Company **continues to exist, but** may not engage in new business activities. **The property of the Company shall not be distributed to shareholders prior to settling debts in accordance with the provision in the preceding paragraph.** After the Company pay the expenditures of the liquidation, the assets of the Company shall be used in accordance with the following priority: (1) to pay all wages due to the staff and workers of the Company ~~and labour~~**, social** insurance expenses **and statutory compensations**; (2) to effect payment of taxes due; (3) to settle the debts of the Company. The properties after the repayment of above items shall be allocated among shareholders based on the category and ratio of their respective subscriptions. 1. Allocate to preference shareholders according to par value; if the par value could not be fully compensated, then allocation will be made according to their shareholding ratio. 2. Allocate to ordinary shareholders according to respective shareholding ratio.

Current Articles of Association	Proposed amendments
Article 142 Liquidation Committee members should act in good faith according to law. They shall not receive bribes or other unlawful income or expropriate asset of the Company. If they wilfully or due to serious default cause loss to conditions, they are liable to compensate.	Article 139 Liquidation Committee members ~~should act in good faith according to law. They shall not receive bribes or other unlawful income or expropriate asset of the Company~~ **shall perform the liquidation duties and have obligations of loyalty and diligence**. If they **cause any loss to the Company due to negligence in performing their liquidation duties, they shall be liable for the compensation; if they** wilfully or due to serious default cause loss to conditions, they are liable to compensate.
Article 143 During the check of the properties and the preparation of balance sheet and inventory of properties of the Company which goes liquidation due to the dissolution, the committee shall file an immediate request for declared bankruptcy with the court when the properties are found not enough to cover the debts. The committee shall pass the liquidation matters on to the court which determines the declared bankruptcy of the Company.	Article 140 During the check of the properties and the preparation of balance sheet and inventory of properties of the Company which goes liquidation due to the dissolution, the committee shall ~~file an immediate request~~**apply** for ~~declared~~ bankruptcy **liquidation** with the court **in accordance with the law** when the properties are found not enough to cover the debts. The committee shall pass the liquidation matters on to **the bankruptcy administrator designated by** the court which ~~determines the declared bankruptcy~~ **accepts the bankruptcy application**~~of the Company~~.

Current Articles of Association	Proposed amendments
Article 144 The committee shall produce a liquidation report upon the conclusion of the liquidation. Such reports, statements and books shall be submitted to the general meeting or competent authority for confirmation. The committee shall, within 30 days upon the confirmation by the general meeting or competent authority, file such reports, statements and books with the registrar for the registration of cancellation. The cancellation shall be announced.	Article 141 The committee shall produce a liquidation report upon the conclusion of the liquidation. Such reports, statements and books shall be submitted to the general meeting or ~~competent authority~~**the People's Court** for confirmation. The committee shall, within 30 days upon the confirmation by the general meeting or ~~competent authority~~**the People's Court**, file such reports, statements and books with the registrar for the registration of cancellation. The cancellation shall be announced.
Chapter 18 Procedures for the Amendment of the Articles of Association	Chapter 17 Procedures for the Amendment of the Articles of Association
Article 146 The following procedures shall be followed when any amendment is to be made to the Articles of Association: (1) Prepare a revision proposal by the Board of Directors through a resolution based on the Articles of Association; (2) Inform shareholders of such proposal and organize a general meeting for voting; (3) The revisions proposed at the general meeting shall be made by way of special resolution.	Article 143 The following procedures shall be followed when any amendment is to be made to the Articles of Association: (1) Prepare a revision proposal by the Board of Directors through a resolution based on the Articles of Association; (2) Inform shareholders of such proposal and organize a general meeting for voting; (3) The revisions proposed at the general meeting shall be made by way of special resolution.
Article 147 If the amendment to the Articles of Association shall be subject to approval by competent authorities, the Articles of Association shall be submitted to the authorities for approval; Any associated registration matters shall be registered in accordance with the laws.	Article 144 If the amendment to the Articles of Association shall be subject to approval by competent authorities, the Articles of Association shall be submitted to the authorities for approval; Any associated registration matters shall be registered in accordance with the laws.
Chapter 19 Notices	Chapter 18 Notices

Current Articles of Association	Proposed amendments
Article 148 The notice of the Company may be served as follows:	Article 145 The notice of the Company may be served as follows:
(1) by personal delivery;	(1) by personal delivery;
(2) by post;	(2) by post;
(3) by fax or email;	(3) by fax or email;
(4) by publication on the website designated by the Company and the Hong Kong Stock Exchange in accordance with the laws, administrative regulations and the listing rules of the stock exchange of the place where the Company's securities are listed;	(4) by publication on the website designated by the Company and the Hong Kong Stock Exchange in accordance with the laws, administrative regulations and the listing rules of the stock exchange of the place where the Company's securities are listed;
(5) by announcement;	(5) by announcement;
(6) by other means agreed upon by the Company or the recipient in advance or approved by the recipient after receipt of the notice;	(6) by other means agreed upon by the Company or the recipient in advance or approved by the recipient after receipt of the notice;
(7) by other means approved by the relevant regulatory authority of the place where the Company's securities are listed or stipulated in the Articles of Association.	(7) by other means approved by the relevant regulatory authority of the place where the Company's securities are listed or stipulated in the Articles of Association.

Current Articles of Association	Proposed amendments
Save as otherwise specified in the context, the "announcement" as mentioned in the Articles of Association, in respect of the announcement sent to holders of domestic shares or required to be sent in China pursuant to relevant regulations and the Articles of Association, refers to announcement published in the newspapers and periodicals in China, which shall be as specified in PRC laws and administrative regulations or designated by the securities regulatory authority under the State Council; for notice issued by the Company to the shareholders of overseas-listed foreign invested Shares (by way of announcement), the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange EPS for immediate release on the website of the Hong Kong Stock Exchange or publish an announcement in newspapers in accordance with the rules of the listing place. The announcement shall also be published on the Company's website. Regarding the means used by the Company to provide and/ or send its corporate communications to the shareholders according to the requirements of the Hong Kong Listing Rules, it may send or provide the corporate communications to shareholders of the Company by electronic means, via publication on website of the Company or by post according to relevant laws and regulations and the Hong Kong Listing Rules amended from time to time. Corporate communication of the Company includes but is not limited to circulars, annual reports, interim reports, quarterly reports, notices of general meetings and other corporate communications listed in the Hong Kong Listing Rules.	Save as otherwise specified in the context, the "announcement" as mentioned in the Articles of Association, in respect of the announcement sent to holders of domestic shares or required to be sent in China pursuant to relevant regulations and the Articles of Association, refers to announcement published in the newspapers and periodicals in China, which shall be as specified in PRC laws and administrative regulations or designated by the securities regulatory authority under the State Council; for notice issued by the Company to the shareholders of overseas-listed foreign invested Shares (by way of announcement), the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange EPS for immediate release on the website of the Hong Kong Stock Exchange or publish an announcement in newspapers in accordance with the rules of the listing place. The announcement shall also be published on the Company's website. Regarding the means used by the Company to provide and/ or send its corporate communications to the shareholders according to the requirements of the Hong Kong Listing Rules, it may send or provide the corporate communications to shareholders of the Company by electronic means, via publication on website of the Company or by post according to relevant laws and regulations and the Hong Kong Listing Rules amended from time to time. Corporate communication of the Company includes but is not limited to circulars, annual reports, interim reports, ~~quarterly reports,~~ notices of general meetings and other corporate communications listed in the Hong Kong Listing Rules.

The following are the proposed amendments to the existing Articles of Association, the deletions where is indicated by strikethrough or, where the relevant article or chapter to be deleted in its entirety is stated as "Deleted", and the additions or revisions is indicated by bolding and underlining.

The proposed amendments involve additions and deletions of articles and chapters and adjustment to the order of articles and chapters, and hence the numbering of the amended Articles of Association shall be re-numbered accordingly. The amended Articles of Association will also be revised accordingly for any changes in the numbering of articles and chapters with cross reference made in the existing Articles of Association.

Unless otherwise specified, all capitalised terms in the proposed amendments contained in this Appendix shall have the same meanings as defined in the existing Articles of Association and shall have the corresponding meanings ascribed to them in the existing Articles of Association.

The Articles of Association have been prepared written in Chinese. In case of any discrepancy between the Chinese and the English versions, the Chinese version shall prevail.

Current Articles of Association	**Proposed amendments**
Article 18 Having been approved by the China Securities Regulatory Commission, after the registration and establishment, the Company has issued 27,360,000 ordinary shares which are all listed foreign shares representing 45.32% of the registered capital (ordinary shares). At the moment of establishment of the Company, the par value of each share is RMB1.00. Having been approved by the China Securities Regulatory Department of State Council, the share capital spilt to RMB0.10 and then merged to RMB1.00 again.	Article 18 Having been approved by the China Securities Regulatory Commission, after the registration and establishment, the Company has issued 27,360,000 ordinary shares which are all listed foreign shares representing 45.32% of the registered capital (ordinary shares). At the moment of establishment of the Company, the par value of each share is RMB1.00. Having been approved by the China Securities Regulatory Department of State Council, the share capital spilt to RMB0.10 and then merged to RMB1.00 again.

Current Articles of Association	Proposed amendments
In 3 August 2015, having been approved by the China Securities Regulatory Commission, the Company issued not more than 27,360,000 new H Shares. After the new issue of H Shares, the present equity structure of the Company representing 329,160,000 ordinary shares (the par value of each share is RMB1.00) with Shareholders of domestic capital shares together hold 145,380,500 shares representing 44.17% of the Company's issued share capital; Shareholders of foreign capital shares not listed on stock exchange together hold 19,619,500 shares representing 5.96% of the Company's issued share capital; Shareholders of foreign capital shares listed outside China together hold 164,160,000 shares representing 49.87% of the Company's issued share capital. With the approval of the Company's special general meeting, The H shareholders class meeting and the domestic shareholders meeting on 27 May 2017, the Company increased its capital by issuing 46,300,000 new domestic shares to total 375,460,000 ordinary shares with a face value of RMB1.00 per share, of which the shareholders of domestic shares hold a total of 191,680,500 shares, representing 51.05 percent of the Company's issued share capital Non-listed foreign shareholders hold a total of 19,619,500 shares, accounting for 5.23% of the Company's issued share capital, and 164,160,000 shares of foreign-listed shareholders outside China, accounting for 43.72% of the Company's issued share capital.	In 3 August 2015, having been approved by the China Securities Regulatory Commission, the Company issued not more than 27,360,000 new H Shares. After the new issue of H Shares, the present equity structure of the Company representing 329,160,000 ordinary shares (the par value of each share is RMB1.00) with Shareholders of domestic capital shares together hold 145,380,500 shares representing 44.17% of the Company's issued share capital; Shareholders of foreign capital shares not listed on stock exchange together hold 19,619,500 shares representing 5.96% of the Company's issued share capital; Shareholders of foreign capital shares listed outside China together hold 164,160,000 shares representing 49.87% of the Company's issued share capital. With the approval of the Company's special general meeting, The H shareholders class meeting and the domestic shareholders meeting on 27 May 2017, the Company increased its capital by issuing 46,300,000 new domestic shares to total 375,460,000 ordinary shares with a face value of RMB1.00 per share, of which the shareholders of domestic shares hold a total of 191,680,500 shares, representing 51.05 percent of the Company's issued share capital Non-listed foreign shareholders hold a total of 19,619,500 shares, accounting for 5.23% of the Company's issued share capital, and 164,160,000 shares of foreign-listed shareholders outside China, accounting for 43.72% of the Company's issued share capital.

Current Articles of Association	Proposed amendments
With the approval of the Company's annual general meeting on 21 June 2018, the Annual General Meeting of H shareholders and domestic shareholders Meeting, the Board of Directors of the Company repurchased the issued H-shares on November 22, 2018, and as of March 21, 2019, a total of 15,279,500 shares of overseas listed H-shares, accounting for 9.31% of the issued H-shares. Upon completion of the H-share repurchase, the Company's current share capital structure comprises 360,180,500 ordinary shares with a face value of RMB1.00 per share, of which the shareholders of the Domestic Share hold a total of 191,680,500 shares, accounting for the total issued shares of the Company 53.22% of the share capital, 19,619,500 shares held by unlisted foreign shareholders, representing 5.45% of the Company's issued share capital, and 148,880,500 shares held by foreign shareholders listed outside China, Accounting for 41.33% of the Company's issued share capital. With the approval of the Company's annual general meeting on 26 June 2019, the Company has transferred 72,036,100 ordinary shares through the Capital Provident Fund to increase its share capital. Upon completion of the conversion, the Company's current share capital structure comprises 432,216,600 ordinary shares with a face value of RMB1.00 per share, of which the shareholders of domestic shares hold a total of 230,016,600 shares, accounting for the total issued by the Company 53.22% of the share capital, 23,543,400 shares held by unlisted foreign shareholders, or 5.45% of the Company's issued share capital, and 178,656,600 shares held by foreign shareholders listed outside China, Accounting for 41.33% of the Company's issued share capital.	With the approval of the Company's annual general meeting on 21 June 2018, the Annual General Meeting of H shareholders and domestic shareholders Meeting, the Board of Directors of the Company repurchased the issued H-shares on November 22, 2018, and as of March 21, 2019, a total of 15,279,500 shares of overseas listed H-shares, accounting for 9.31% of the issued H-shares. Upon completion of the H-share repurchase, the Company's current share capital structure comprises 360,180,500 ordinary shares with a face value of RMB1.00 per share, of which the shareholders of the Domestic Share hold a total of 191,680,500 shares, accounting for the total issued shares of the Company 53.22% of the share capital, 19,619,500 shares held by unlisted foreign shareholders, representing 5.45% of the Company's issued share capital, and 148,880,500 shares held by foreign shareholders listed outside China, Accounting for 41.33% of the Company's issued share capital. With the approval of the Company's annual general meeting on 26 June 2019, the Company has transferred 72,036,100 ordinary shares through the Capital Provident Fund to increase its share capital. Upon completion of the conversion, the Company's current share capital structure comprises 432,216,600 ordinary shares with a face value of RMB1.00 per share, of which the shareholders of domestic shares hold a total of 230,016,600 shares, accounting for the total issued by the Company 53.22% of the share capital, 23,543,400 shares held by unlisted foreign shareholders, or 5.45% of the Company's issued share capital, and 178,656,600 shares held by foreign shareholders listed outside China, Accounting for 41.33% of the Company's issued share capital.

Current Articles of Association	Proposed amendments
As authorized by the Company's annual general meeting, the class meeting of H shares and the class meeting of domestic shares on 28 June 2023, the Company repurchased the issued H shares. As at 30 November 2023, upon completion of the H share repurchase, the current share capital structure of the Company consisted of 415,788,100 ordinary shares with a nominal value of RMB1.00 each, of which, H shares decreased to 162,228,100 shares from 170,923,600 shares.	As authorized by the Company's annual general meeting, the class meeting of H shares and the class meeting of domestic shares on 28 June 2023, the Company repurchased the issued H shares. As at 30 November 2023, upon completion of the H share repurchase, the current share capital structure of the Company consisted of 415,788,100 ordinary shares with a nominal value of RMB1.00 each, of which, H shares decreased to 162,228,100 shares from 170,923,600 shares. **As authorized by the Company's annual general meeting on 25 April 2025, the Company repurchased the issued H shares. As at 29 September 2025, upon completion of the H share repurchase, the current share capital structure of the Company consisted of 410,155,600 ordinary shares with a nominal value of RMB1.00 each, of which, H shares decreased to 156,595,600 shares from 162,228,100 shares.**
Article 19 The registered capital of the Company shall be RMB415,788,100.	Article 19 The registered capital of the Company shall be RMB~~415,788,100~~**410,155,600**.

LAUNCH

深圳市元征科技股份有限公司

LAUNCH TECH COMPANY LIMITED*

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

(Stock Code: 2488)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Special General Meeting of Launch Tech Company Limited (the "**Company**") will be held at the 10/F R&D Block, Launch Industrial Park, No. 4012 North of Wuhe Road, Bantian Street, Longgang District, Shenzhen, the PRC on Wednesday, 19 November 2025 at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, approve the followings as special resolutions:

S1. "**THAT**:

(1) The proposed amendments to the Articles of Association (the "**Proposed Amendments**"), and the abolition of the Supervisory Committee as set out in the circular of the Company dated 4 November 2025 (the "**Circular**") be and are hereby considered and approved, and that the Directors of the Company be authorized to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or matters, and to make further amendments, if necessary, as required by the relevant governmental and/or regulatory authorities as a result of the Proposed Amendments and abolition of the Supervisory Committee."

S2. "**THAT**:

(2) The Reduction of Registered Capital (as defined in the Circular) be and is hereby considered and approved, and that the Chairman and his authorized representative be authorized to deal with all matters including announcements, amendments to the Articles of Association and change in business registration related to the abovementioned changes to the registered capital."

Yours faithfully,
By order of the Board
Launch Tech Company Limited*
Liu Xin
Chairman

Shenzhen, the PRC
4 November 2025

* *for identification purpose only*

Notes:

(A) Shareholders of the Company shall note that pursuant to the Articles, the share register of the Company will be closed during the period from Friday, 14 November 2025 to Wednesday, 19 November 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify to attend and vote at the SGM, all transfer documents, together with the relevant share certificates, should be lodged to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or to the Company's principal place of business in the PRC (for holders of Domestic shares), no later than 4:30 p.m. on Thursday, 13 November 2025. Shareholders whose names appear on the register of shareholders of the Company on the Record Date shall be entitled to attend the SGM and to vote thereat.

(B) Any Shareholders entitled to attend and to vote at the SGM shall be entitled to appoint a proxy who need not be a Shareholder, to attend and to vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy.

(C) To be valid, the proxy forms for the use by Shareholders and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company not less than 24 hours before the time scheduled for holding the SGM or its adjourned meetings of the Company.

(D) Completion and return of the proxy form will not affect the right of the shareholders of the Company to attend and to vote at the SGM in person. In such event, the form of proxy will be deemed to have been revoked.

(E) Holders of domestic shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of his appointer pursuant to a power of attorney or other authority, a notarially certified copy of the power of attorney or other authority to the Company's principal place of business in the PRC.

(F) Holders of H Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of his appointer pursuant to a power of attorney or other authority, a notarially certified copy of the power of attorney or other authority to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(G) The SGM is expected to last for half an hour. Shareholders and their proxies attending the SGM shall be responsible for the transportation and accommodation expenses on their own.