THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt *as to any aspect of this circular or as to the action to be taken, you should consult your 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* ***SINOPEC Engineering (Group) Co., Ltd.****, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.*

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中国石化
SINOPEC

中石化煉化工程(集團)股份有限公司
SINOPEC Engineering (Group) Co., Ltd.*

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

(Stock Code: 2386)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES, THE CANCELLATION OF THE SUPERVISORY COMMITTEE AND THE REDUCTION OF THE REGISTERED CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 5 of this circular.

The notice convening the first extraordinary general meeting of the Company for the year 2025 (the "**EGM**") to be held at A67, Ande Road, Xicheng District, Beijing, the PRC at 10 a.m. on Tuesday, 23 December 2025 is set out on pages 6 to 7 of this circular.

If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by Wednesday, 3 December 2025.

Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time scheduled for holding such meeting (or any adjourned meeting thereof). Completion and delivery of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

* *For identification purposes only*

6 November 2025

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

"Articles of Association"	the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (H Share), as amended, supplemented or otherwise modified from time to time
"Board of Directors" or "Board"	the board of directors of the Company
"Company"	SINOPEC Engineering (Group) Co., Ltd., a joint stock limited liability company incorporated under the laws of the PRC on 28 August 2012, which is listed on the Hong Kong Stock Exchange (Stock Code: 2386)
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares which are currently not listed or traded on any stock exchange
"Domestic Shareholder(s)"	the Shareholder(s) who/which hold Domestic Share(s)
"EGM"	the first extraordinary general meeting of the Company for the year 2025 to be convened and held on Tuesday, 23 December 2025
"EGM Notice"	the notice for convening the EGM set out on pages 6 to 7 of this circular
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign invested share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange
"H Shareholder(s)"	the Shareholder(s) who/which hold H Shares

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"PRC" or "People's Republic of China"	the People's Republic of China
"RMB"	the lawful currency of the PRC
"Rules of Procedure for the Board Meetings"	the Rules of Procedure for the Meetings of the Board of Directors of SINOPEC Engineering (Group) Co., Ltd., as amended, supplemented or otherwise modified from time to time, the appendix to the Articles of Association
"Rules of Procedure for the General Meetings"	the Rules of Procedure for the General Meetings of SINOPEC Engineering (Group) Co., Ltd., as amended, supplemented or otherwise modified from time to time, the appendix to the Articles of Association
"Share(s)"	share(s) in the capital of the Company, with a nominal value of RMB1.00 each
"Shareholder(s)"	holder(s) of the Share(s)
"subsidiary" or "subsidiaries"	has the meaning ascribed thereto in the Hong Kong Listing Rules

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(Stock Code: 2386)

Executive Directors:
Mr. JIANG Dejun (蔣德軍) *(Chairman)*
Mr. ZHANG Xinming (張新明) *(Executive Director, President)*
Ms. XIE Yanli (謝艷麗) *(Employee Representative Director)*

Non-executive Directors:
Mr. XIANG Wenwu (向文武)
Mr. LI Chengfeng (李成峰)
Mr. YU Renming (俞仁明)

Independent non-executive Directors:
Mr. YE Zheng (葉政)
Mr. ZHAO Jinsong (趙勁松)
Ms. ZHANG Xuyan (章旭彥)

6 November 2025

To the Shareholders

Dear Sir or Madam,

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES, THE CANCELLATION OF THE SUPERVISORY COMMITTEE AND THE REDUCTION OF THE REGISTERED CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated 6 November 2025, the purpose of this circular is to provide you with further information in relation to the following resolution to be proposed at the EGM to consider and approve the amendments to the Articles of Association and its appendices, the cancellation of the Supervisory Committee and the reduction of the registered capital.

* *For identification purposes only*

II. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES, THE CANCELLATION OF THE SUPERVISORY COMMITTEE AND THE REDUCTION OF THE REGISTERED CAPITAL

In order to fully implement the requirements of laws, regulations and regulatory rules, and further enhance the corporate governance, in accordance with the Company Law, the Guidelines for the Articles of Association of Listed Companies (Revised in 2025) and other laws, regulations, normative documents and the security regulatory rules of the places where the Company's Shares are listed (the "**Relevant Regulatory Rules**"), in combination with the actual situation of the Company, the Company proposed to amend the Articles of Association, the Rules of Procedure for the General Meetings and the Rules of Procedure for the Board Meetings. The main amendments include: to delete the content regarding the "supervisory committee" and its functions and powers will be assumed by the audit committee pursuant to the regulations; to set the new position as the employee representative director; to refine the functions, powers and authorizations of the general meeting and the Board of Directors; pursuant to the adjustment of the definition of "class Shares" in the Company Law, to amend the expression of "Domestic Shareholders and/or H Shareholders class meetings" to "Domestic Shareholders and/or H Shareholders meetings" accordingly, and continue to maintain the relevant provisions regarding rights of the previous class Shareholders and the meeting mechanism; to amend, supplement and refine other relevant provisions in accordance with the Relevant Regulatory Rules.

In addition, in order to safeguard the Company's value and Shareholders' rights, the Company continues to carry out repurchases of H Shares. Since the revised Articles of Association of the Company came into effect on 9 May 2025, the Company has cancelled 3,857,000 repurchased H Shares. The total number of Shares of the Company has been changed from 4,397,881,000 Shares to 4,394,024,000 Shares, comprising 2,967,200,000 Shares held by Domestic Shareholders (representing 67.53%) and 1,426,824,000 Shares held by H Shareholders (representing 32.47%). Consequently, the registered capital was changed from RMB4,397,881,000 to RMB4,394,024,000, and corresponding amendments shall be made to the Articles of Association.

The amendments to the Articles of Association and its appendices, the cancellation of the supervisory committee and the reduction of the registered capital are subject to consideration at the EGM. The secretary to the Board is authorized to handle on behalf of the Company the application, approval, disclosure, registration, and filing procedures involved in the aforementioned matters (including textual amendments as required by relevant regulatory authorities). After the amendments, the Company will no longer have supervisory committee, and the Rules of Procedure for the Supervisory Committee of SINOPEC Engineering (Group) Co., Ltd. shall be abolished accordingly.

For the details of the amendments to the Articles of Association and its appendices, please refer to the appendices to this circular.

III. RECOMMENDATION

The Board (including all independent non-executive Directors) considers that the resolution set out in the EGM Notice is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolution to be proposed at the EGM.

By order of the Board
SINOPEC Engineering (Group) Co., Ltd.
YIN Fengbing
Chief Financial Officer & Secretary to the Board

Beijing, the PRC

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(Stock Code: 2386)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2025 AND CLOSURE OF REGISTER OF MEMBERS

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for the year 2025 (the "**EGM**") of SINOPEC Engineering (Group) Co., Ltd. (the "**Company**") will be held at A67, Ande Road, Xicheng District, Beijing, the PRC at 10 a.m. on Tuesday, 23 December 2025 for the purpose of considering and, if deemed appropriate, approving the following resolution. In this notice, unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Company's circular dated 6 November 2025 (the "**Circular**").

RESOLUTION TO BE CONSIDERED AND APPROVED AT THE EGM

By way of special resolution

1. Resolution in relation to the amendments to the Articles of Association, Rules of Procedure for the General Meetings, Rules of Procedure for the Board Meetings, the cancellation of the supervisory committee and the reduction of the registered capital

Details of the above resolution proposed at the EGM are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

By order of the Board
SINOPEC Engineering (Group) Co., Ltd.
YIN Fengbing
Chief Financial Officer & Secretary to the Board

Beijing, the PRC
6 November 2025

As at the date of this notice, directors of the Company are: JIANG Dejun#, ZHANG Xinming#, XIANG Wenwu, LI Chengfeng*, YU Renming*, YE Zheng+, ZHAO Jinsong+, Zhang Xuyan+, and XIE Yanli#.*

\# *Executive Directors*
* *Non-executive Directors*
\+ *Independent non-executive Directors*

This notice is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Company (www.segroup.cn).

* *For identification purposes only*

Notes:

ATTENDEE OF THE EGM

1. Eligibility and Registration Procedure for attending the EGM

(a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Sunday, 23 November 2025 to Tuesday, 23 December 2025 (both days inclusive).

(b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company before the close of business on Sunday, 23 November 2025 are entitled to attend and vote in respect of the resolution to be proposed at the EGM.

(c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Friday, 21 November 2025 for registration.

(d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

(e) Domestic Shareholders and H Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Wednesday, 3 December 2025.

(f) Shareholders may send the above reply slip to the Company by hand, by post or by fax.

2. Proxy

(a) A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder.

(b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorised in writing. If the proxy form is signed by the attorney of the appointer, the power of attorney authorising that attorney to sign or the authorisation document(s) must be notarised.

(c) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed proxy form must be delivered to the place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the EGM.

(d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. Miscellaneous

(a) The EGM will not last for more than one working day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

(b) The address of the Company's Share Registrar of H Shares, Computershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(c) The place of business of the Company is at:

A67, Ande Road, Xicheng District, Beijing, the PRC
Post Code: 100032
Telephone No.: (+86) 10 5673 0525
E-mail: seg.ir@sinopec.com

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF SINOPEC ENGINEERING (GROUP) CO., LTD.

No.	Original Article	Amended Article
1.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
2.	Article 1 These Articles of Association are drawn up in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the "Securities Law of the People's Republic of China" (the "Securities Law"), "Special Regulations of the State Council Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares" (the "Special Regulations"), "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" (the "Mandatory Provisions"), "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" (the "Listing Rules") and other relevant laws and regulations to maintain the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate the organization and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law, the Special Regulations and other relevant laws and administrative regulations of the People's Republic of China ("China", for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan).	**Article 1** These Articles of Association are formulated in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the "Securities Law of the People's Republic of China" (the "Securities Law"), "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" (the "Listing Rules") and other relevant provisions under the relevant laws, regulations, normative documents, and securities regulatory rules of the place(s) where the Company's shares are listed (the "Relevant Regulatory Rules") and in light of the Company's actual circumstances to safeguard the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the "Company") and its shareholders, employees and creditors, and to regulate the organization and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law and other national relevant laws and administrative regulations.

No.	Original Article	Amended Article
	The Company is a joint stock limited liability company which was converted from the former SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)有限公司). The Company was established by way of promotion. It is registered with and has obtained a business license from China's State Administration for Industry and Commerce on 28 August 2012 in China. The Company's uniform social credit code is: 911100007109349087. The promoters of the Company are: China Petrochemical Corporation and Sinopec Assets Management Co., Ltd.	The Company is a joint stock limited liability company which was converted from the former SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)有限公司). The Company was established by way of promotion. It is registered with and has obtained a business license from China's State Administration for Industry and Commerce on 28 August 2012 in the People's Republic of China ("China", for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Chinese Taiwan Province). The Company's uniform social credit code is: 911100007109349087. The promoters of the Company are: China Petrochemical Corporation and Sinopec Assets Management Co., Ltd.
3.	Article 2 The registered name of the Company: In Chinese: 中石化煉化工程(集團)股份有限公司 In English: SINOPEC Engineering (Group) Co., Ltd.	**Article 2** The registered name of the Company: In Chinese: 中石化煉化工程(集團)股份有限公司 In English: SINOPEC Engineering (Group) Co., Ltd.
4.	Article 3 The address of the Company: A67, Ande Road, Xicheng District, Beijing, the PRC Zip: 100011 Tel: 86-10-56730522 Fax: 86-10-56730500	**Article 3** The address of the Company: A67, Ande Road, Xicheng District, Beijing, the People's Republic of China (the "PRC") Zip: 100032
5.	Article 4 The Company's legal representative is the chairman of the board of directors of the Company.	**Article 4** The Company's legal representative is the chairman of the board of the Company. A resignation by the chairman of the board shall be deemed as a concurrent resignation from the post of the legal representative.
6.	Article 5 The Company is a joint stock limited liability company which has perpetual existence.	**Article 5** The Company is a joint stock limited liability company which has perpetual existence.

No.	Original Article	Amended Article
7.	Article 6 These Articles of Association shall become effective as of the date on which the overseas-listed foreign-invested shares are listed on The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange"); the original Articles of Association of the Company shall automatically expire on the effective date of these Articles of Association. From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.	**Article 6** These Articles of Association shall become effective as of the date on which the H shares are listed on The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange"); the original Articles of Association of the Company shall automatically expire on the effective date of these Articles of Association. From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.
8.	Article 7 These Articles of Association are binding on the Company, its shareholders, directors, supervisors and senior management personnel, all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association. Pursuant to these Articles of Association, a shareholder can take action against the Company, another shareholder, a director and senior management; and the Company can take action against a shareholder, a director and senior management. The legal actions referred to in the preceding paragraph include court proceedings and arbitration proceedings. Unless otherwise defined, senior management referred to in these Articles of Association refers to the president, vice president, chief financial officer, general counsel, secretary to the Board and any other person designated as senior management by the board of directors the Company.	Pursuant to these Articles of Association, a shareholder can take action against the Company, another shareholder, a director and senior management; and the Company can take action against a shareholder, a director and senior management. Unless otherwise defined, senior management referred to in these Articles of Association refers to the president, vice president, chief financial officer, general counsel, secretary to the Board and any other person designated as senior management by the board of directors the Company.

No.	Original Article	Amended Article
9.	Article 8 In accordance with the Company Law and the Constitution of the Communist Party of China (the "Party"), the Company hereby set up Party organizations and related working organs, and maintain sufficient and competent staffs to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations. The Party organizations of the Company shall play the role of the leadership by setting the right direction, keeping in mind the big picture as well as ensuring the implementation of Party policies and principles.	**Article 7** In accordance with the Company Law and the Constitution of the Communist Party of China (the "Party"), the Company hereby sets up Party organizations and related working organs for the purposes of carrying out Party activities. The Party organizations of the Company shall play the role of the leadership by setting the right direction, keeping in mind the big picture as well as ensuring the implementation of Party policies and principles, and support the general meeting, the board of directors and senior management of the Company in exercising their powers in accordance with the law. The Company shall maintain an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations and provide necessary conditions for activities of the Party organizations.
10.	Article 9 The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches, representative offices and offices according to its business development needs. The Company may set up branch organizations (whether or not wholly-owned) overseas and in the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan according to its need of business development and upon the approval of the relevant government bodies.	**Article 8** The Company may set up wholly-owned or holding branch organizations such as subsidiaries, branches, representative offices and offices according to its business development needs.

No.	Original Article	Amended Article
11.	Article 10 The Company can invest in other limited liability companies or joint stock limited liability companies. The Company's liability to any company invested in shall be limited to the amount of the investment. The Company may invest in other enterprises. However, unless otherwise provided by any applicable law, it shall not become liable for the debts of the enterprises in which it invests.	**Article 9** The Company can invest in other enterprises. Where any law prescribes that the Company shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises in which it invests, such provision shall prevail.
12.	**CHAPTER 2 THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS**	**CHAPTER 2 THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS**
13.	Article 11 The operation objectives of the Company are: to comply with laws and regulations, to follow market practices, to insist on a people-oriented approach, to establish an oil refining and petrochemical engineering brand with Chinese characteristics and a first-tier global engineering company by relying on technological and management innovation, to reward shareholders and to contribute to society.	**Article 10** The operation objectives of the Company are: to comply with laws and regulations, to follow market practices, to insist on a people-oriented approach, to develop the Company, contribute to the country, serve the society, create return to shareholders and benefit the employees through the value creation capability by engineering service, technology innovation and capital operation.
14.	Article 12 The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company.	**Article 11** The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company.

No.	Original Article	Amended Article
	The Company's scope of business includes: licensed projects: construction engineering design; construction engineering works; construction engineering survey; construction engineering supervision and management; general projects: project management services; procurement agent services; external contracting projects; engineering and technical research and testing development; technical services, technical development, technical consulting, technology exchange, technology transfer, technology promotion; energy saving management services; environmental protection consulting service, soil pollution control and restoration services; engage in investment activities with proprietary funds; asset management services for proprietary investments; information system integration service; information technology consulting service; information system operation and maintenance service; software development; data processing and storage support services; sales of electronic products; wholesale of computer software, hardware and ancillary equipment; sales of specialized equipment for oil refining and petrochemical production; sales of specialized equipment for environmental protection. (Market entities may independently choose to operate projects and carry out business activities in accordance with the laws; projects that are required to be approved in accordance with the laws may only be conducted according to the approved details after approval is granted by the relevant authorities; business activities prohibited or restricted by industrial policies of the state and local authority are not allowed.)	The Company's scope of business includes: licensed projects: construction engineering design; construction engineering works; construction engineering survey; construction engineering supervision and management; general projects: project management services; procurement agent services; external contracting projects; engineering and technical research and testing development; technical services, technical development, technical consulting, technology exchange, technology transfer, technology promotion; energy saving management services; environmental protection consulting service, soil pollution control and restoration services; engage in investment activities with proprietary funds; asset management services for proprietary investments; information system integration service; information technology consulting service; information system operation and maintenance service; software development; data processing and storage support services; sales of electronic products; wholesale of computer software, hardware and ancillary equipment; sales of specialized equipment for oil refining and petrochemical production; sales of specialized equipment for environmental protection. (Market entities may independently choose to operate projects and carry out business activities in accordance with the laws; projects that are required to be approved in accordance with the laws may only be conducted according to the approved details after approval is granted by the relevant authorities; business activities prohibited or restricted by industrial policies of the state and local authority are not allowed.)

No.	Original Article	Amended Article
15.	**CHAPTER 3 SHARES AND REGISTERED CAPITAL**	**CHAPTER 3 SHARES AND REGISTERED CAPITAL**
16.	Article 13 There must, at all times, be ordinary shares in the Company. Subject to the approval of authorities authorized by the State Council, the Company may, according to its requirements, create different classes of shares.	**Article 12** There must, at all times, be ordinary shares in the Company. The Company may, according to its needs, issue class shares with rights different from those of ordinary shares, as permitted by the Relevant Regulatory Rules. The ordinary shares issued by the Company include two types of shares: the "domestic-invested shares" and the "foreign-invested shares". The shares issued by the Company and listed in the PRC are referred to as domestic-invested shares. The shares issued by the Company and listed outside the PRC are referred to as foreign-invested shares, of which those listed in the Hong Kong Special Administrative Region of China are referred to as H shares.
17.	Article 16 Shares which the Company issues to Domestic Investors for subscription in Renminbi are called "Domestic-Invested Shares". Shares which the Company issues to Foreign Investors for subscription in foreign currencies are called "Foreign-Invested Shares". Foreign-invested Shares which are listed overseas are called "Overseas-Listed Foreign-Invested Shares". Holders of Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares are all ordinary shareholders of the Company, having the same rights and obligations. Subject to the approval of the securities regulatory authorities of the State Council, shareholders of the Company may list and transact the unlisted shares they are holding overseas. These shares, which are listed and transacted on an overseas stock exchange, shall also comply with the regulatory procedures, rules and requirements of the relevant overseas securities markets.	
18.	Article 14 The shares issued by the Company are all par value stocks and shall each have a nominal value of Renminbi one yuan. "Renminbi" as mentioned above means the legal currency of China.	**Article 13** The shares issued by the Company are all par value stocks and shall each have a nominal value of RMB1. "RMB" as mentioned above means the legal currency of China.

No.	Original Article	Amended Article
19.	Article 15 Shares of the Company are in the form of share certificates. Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors. The issue of shares by the Company shall adhere to the principle of equality and fairness. Shares of the same class shall have the same rights. Shares issued at the same time shall be subject to the same conditions and shall be equal in price. The price paid by any organization or individual for each share of the same class during the same share issue shall be the same. "Foreign Investors" referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan. "Domestic Investors" mean those investors who subscribe for the Company's shares and who are located within China, excluding the aforementioned regions.	**Article 14** The issue of shares by the Company shall adhere to the principle of openness and fairness. The shares of the same class have the same rights and benefits. For the shares of the same class issued at the same time and listed in the same place, each share shall be equal in price and shall be subject to the same conditions. The price of each share of the same class issued at the same time purchased by any subscriber shall be the same.
20.	Article 17 With the approval of the authorities authorized by the State Council, the Company was authorized upon its establishment, to issue 3,100,000,000 shares, all of which were issued to China Petrochemical Corporation and Sinopec Assets Management Co., Ltd., the promoters of the Company, representing 100% of the total number of issued ordinary shares of the Company at the time.	**Article 15** With the approval of the authorities authorized by the State Council, the Company was authorized upon its establishment, to issue 3,100,000,000 shares, all of which were issued to China Petrochemical Corporation and Sinopec Assets Management Co., Ltd., the promoters of the Company, representing 100% of the total number of issued ordinary shares of the Company at the time.

No.	Original Article	Amended Article
21.	Article 18 The Company, with the approval of China Securities Regulatory Commission dated 21 March 2013, issued to Foreign Investors 1,460,800,000 Overseas-Listed Foreign Invested Shares (out of these, 1,328,000,000 shares were newly issued shares of the Company. The promoters transferred 132,800,000 shares of the Company they held to the National Council for Social Security Fund, which were converted into Overseas-Listed Foreign Invested Shares), which were listed on the Hong Kong Stock Exchange on 23 May 2013. The existing structure of the Company' s share capital is as follows: all shares are ordinary shares with 4,397,881,000 shares in total, out of these, 2,687,876,000 shares representing 61.12% of the total number of issued ordinary shares of the Company are held by the promoter, China Petrochemical Corporation; 219,980,000 shares representing 5.00% of the total number of issued ordinary shares of the Company are held by China National Petroleum Corporation; 59,344,000 shares representing 1.35% of the total number of issued ordinary shares of the Company are held by Sinopec Assets Management Co., Ltd.; 1,430,681,000 shares representing 32.53% of the total number of issued ordinary shares of the Company are held by holders of Overseas-Listed Foreign-Invested Shares.	**Article 16** The Company, with the approval of China Securities Regulatory Commission dated 21 March 2013, issued to Foreign Investors 1,460,800,000 H Shares (out of these, 1,328,000,000 shares were newly issued shares of the Company. The promoters transferred 132,800,000 shares of the Company they held to the National Council for Social Security Fund, which were converted into H Shares), which were listed on the Hong Kong Stock Exchange on 23 May 2013. The existing structure of the Company' s share capital is as follows: all shares are ordinary shares with 4,394,024,000 shares in total, out of these, 2,687,876,000 shares representing 61.17% of the total number of issued ordinary shares of the Company are held by the China Petrochemical Corporation; 219,980,000 shares representing 5.01% of the total number of issued ordinary shares of the Company are held by China National Petroleum Corporation; 59,344,000 shares representing 1.35% of the total number of issued ordinary shares of the Company are held by Sinopec Assets Management Co., Ltd.; 1,426,824,000 shares representing 32.47% of the total number of issued ordinary shares of the Company are held by holders of H Shares.

No.	Original Article	Amended Article
22.	Article 19 The Company's board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the securities regulatory authorities of the State Council. The Company may implement its proposals to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authorities of the State Council.	Delete this article.
23.	Where the Company separately issues Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares, and the total number of shares to be issued is within the issuance proposals, the shares should be fully subscribed in one issuance respectively. If this is not possible due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued on separate occasions.	Delete this article.
24.	Article 21 The registered capital of the Company is RMB4,397,881,000.	**Article 17** The registered capital of the Company is RMB4,394,024,000.

No.	Original Article	Amended Article
25.	/	**Article 18** The Company and its subsidiaries shall not, in the form of gifts, advances, guarantees, loans or any other forms, provide financial assistance to any parties for the acquisition of shares in the Company or its parent company, save for the implementation of employee stock ownership plans by the Company. For the benefit of the Company, upon a resolution passed by the general meeting, or a resolution made by the board of directors in accordance with these Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to any parties for the acquisition of shares in the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital.
26.	Article 23 Unless otherwise stipulated in the relevant laws or administrative regulations, shares in the Company shall be freely transferable and are not subject to any lien.	Delete this article.

No.	Original Article	Amended Article
27.	**CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES**	**CHAPTER 4 INCREASE, REDUCTION AND REPURCHASE OF SHARES**
28.	Article 22 The Company may, based on its operational and development needs, authorize the increase of its capital pursuant to these Articles of Association. The Company may increase its capital in the following ways: (1) by offering new shares for subscription by general investors; (2) by placement of new shares to existing shareholders; (3) by allotting bonus shares to existing shareholders; (4) by increasing the share capital out of the common reserve fund; (5) by any other means which is permitted by the laws, administrative regulations and authorized by the securities regulatory authorities of the State Council. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of these Articles of Association, the issuance should be made in accordance with the procedures set out in the relevant laws and administrative regulations.	**Article 19** The Company may, based on its operating and development needs, increase its capital in the following ways, in accordance with the Relevant Regulatory Rules and upon a resolution passed by the general meeting: (1) issuance of shares to unspecified targets; (2) issuance of shares to specified targets; (3) by allotting bonus shares to its existing shareholders; (4) to increase the share capital with reserve fund; (5) by other means as prescribed under the Relevant Regulatory Rules.

No.	Original Article	Amended Article
29.	Article 23 Unless otherwise stipulated in the relevant laws or administrative regulations, shares in the Company shall be freely transferable and are not subject to any lien.	Delete this article.
30.	/	**Article 20** When the Company issues convertible corporate bonds, matters including the issuance, conversion procedures and arrangements of such convertible corporate bonds, and the changes in the Company's share capital resulting from such conversion, shall be processed in accordance with the Relevant Regulatory Rules and the terms of the prospectus duly approved and authorized by the Company when specifically issuing such convertible corporate bonds.
31.	Article 24 According to the provisions of these Articles of Association, the Company can reduce its registered capital. In doing so, it shall act according to the procedures set out in the Company Law, other relevant regulations and these Articles of Association.	**Article 21** According to the provisions of these Articles of Association, the Company can reduce its registered capital. In doing so, it shall act according to the procedures set out in the Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
32.	Article 25 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of the date of the Company's resolution for reduction of capital and shall publish an announcement in newspaper(s) within 30 days. Creditors are entitled to request the Company to repay its debts or to provide a corresponding guarantee for such debt within 30 days of receipt of notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement. The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law. The Company shall, in case of reducing registered capital, handle the alteration registration in the registration organs in accordance with the law.	**Article 22** The Company will prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days of the date of the resolution made at the general meeting for reduction of registered capital and shall publish an announcement in the newspaper(s) as prescribed by the Relevant Regulatory Rules or on the National Enterprise Credit Information Publicity System within 30 days of the date of such resolution. A creditor has the right within 30 days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within 45 days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee. The Company shall, in case of reducing registered capital, reduce the capital contribution amount or shares in proportion to shares held by shareholders, unless otherwise provided by law or these Articles of Association. The Company shall, in case of increasing or reducing registered capital, handle the alteration registration in the registration organs in accordance with the law.

No.	Original Article	Amended Article
33.	/	**Article 23** Where the Company still has losses after offsetting its losses in accordance with the second paragraph of Article 95 of these Articles of Association, it may reduce its registered capital to offsetting such losses. If the Company reduces its registered capital to offset losses, no distribution shall be made to shareholders. To reduce the registered capital in accordance with the preceding paragraph, the provisions of the second paragraph of Article 22 of these Articles of Association shall not apply. However, an announcement shall be made in newspapers as prescribed by the Relevant Regulatory Rules or on the National Enterprise Credit Information Publicity System within 30 days from the date on which a resolution is made at the general meeting to reduce the registered capital. After the Company reduces its registered capital in accordance with the preceding two paragraphs, no profit shall be distributed before the accumulated amounts of the statutory reserve fund and discretionary reserve fund reach 50% of the Company's registered capital.

No.	Original Article	Amended Article
34.	Article 26 The Company may, in accordance with the procedures set out in these Articles of Association and with the approval of the relevant competent authority, repurchase its outstanding shares under the following circumstances: (1) cancellation of shares for the purposes of reducing its capital; (2) merging with another company that holds shares in the Company; (3) allotting shares for employee stock ownership plans or stock incentive plans; (4) requested by any shareholder to purchase his shares because this shareholder objects to the Company's resolution on merger or division made by the general meeting; (5) converting shares for the corporate bonds convertible into shares issued by listed company; (6) deemed necessary by the Company for the purpose of maintaining the listed company's value and shareholders' rights and interests; (7) other circumstances permitted by law, administrative regulations or competent authorities. Apart from the foregoing, the Company shall not purchase its own shares.	**Article 24** The Company shall not purchase its own shares, except under any of the following circumstances: (1) reducing its registered capital; (2) merging with another company that holds shares in the Company; (3) allotting shares for employee stock ownership plans or stock incentive plans; (4) requested by any shareholder to purchase his shares because this shareholder objects to the Company's resolution on merger or division made by the general meeting; (5) converting shares for the corporate bonds convertible into shares issued by the Company; (6) deemed necessary by the Company for the purpose of maintaining the Company's value and shareholders' rights and interests.

No.	Original Article	Amended Article
35.	/	**Article 25** The Company may purchase its own shares through public centralized trading method or other means recognized under the Relevant Regulatory Rules. Where the Company purchases its own shares for the circumstances stipulated in sub-paragraphs (3), (5) and (6) of Article 24 of these Articles of Association, such purchase shall be conducted through public centralized trading method.
36.	Article 27 The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority: (1) by making an offer for the repurchase of shares to all its shareholders on a pro-rata basis; (2) by on-market repurchase; (3) by off-market repurchase through an agreement; (4) by any other means which is permitted by competent authorities. Where shares of the Company are repurchased in accordance with Articles 26(3), (5) and (6) of the Articles of Association, such repurchase shall be carried out in a public and centralised manner.	Delete this article.

No.	Original Article	Amended Article
37.	Article 28 The Company must obtain the prior approval of the shareholders in a general meeting in the manner stipulated in these Articles of Association before it can effect an off-market repurchase through an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), rescind or vary any contract which has been so entered into or waive any right thereunder. A contract for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement which causes the Company to become entitled or obliged to repurchase its shares. The Company may not assign any contract for the repurchase of its shares or any right contained in such contract. Where the Company has the right to repurchase redeemable shares: (1) repurchases not made on-market or by tender shall be limited to a maximum price; (2) if repurchases are made by tender, tenders shall be made to all shareholders alike.	Delete this article.

No.	Original Article	Amended Article
38.	Article 29 If the Company repurchases its shares due to reasons provided in Articles 26(1) and (2), such repurchase shall be approved by the shareholders in general meeting pursuant to these Articles of Association; if the Company repurchases its shares due to reasons provided in Articles 26(3), (5) and (6), such repurchase shall be passed by resolutions at a board meeting attended by more than two-thirds of the directors in accordance with either the provisions of the Articles of Association or the authorisation by shareholders at the general meeting. Where shares of the Company are repurchased in accordance with Article 26(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 26(2) or (4), they shall be transferred or canceled within 6 months of being repurchased. Shares repurchased in accordance with Articles 26(3), (5) and (6) of the Articles of Association shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years after being repurchased. In the event of share cancellation, the Company shall apply to the relevant authority for registration of the change in its registered capital. The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital.	**Article 26** If the Company purchases shares of the Company due to reasons provided in item (1) to (2) of Articles 24, such purchase shall be decided by resolutions passed at the general meeting; save as otherwise provided in the Relevant Regulatory Rules, if the Company purchases shares of the Company due to reasons as provided in item (3), (5) and (6) of Article 24 of these Articles of Association, such purchase shall be resolved by a board meeting attended by 2/3 or more of the directors. Where shares of the Company are purchased in accordance with item (1) of Article 24, it shall be cancelled within 10 days upon its purchase; where shares of the Company are purchased in accordance with item (2) or (4), it shall be transferred or cancelled within 6 months upon its purchase; where the shares of the Company are purchased in accordance with item (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company, and shall be transferred or cancelled within 3 years.

No.	Original Article	Amended Article
39.	Article 30 Unless the Company is in liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares: (1) where the Company repurchases shares at nominal value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose; (2) where the Company repurchases its shares of the Company at a premium, payment equal to the nominal value may be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose. Payment of the premium shall be effected as follows: 1. if the shares being repurchased were issued at nominal value, payment shall be made out of the book balance of the distributable profits of the Company; 2. if the shares being repurchased were issued at a premium, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose, provided that the amount paid out of the proceeds from the new issue shall not exceed the premium received by the Company on the issue of the repurchased shares nor shall it exceed the book value of the Company's capital common reserve fund account (including any premiums on the new issue) at the time of the repurchase;	Delete this article.

No.	Original Article	Amended Article
	(3) the Company shall make any payment for the following purposes out of the Company's distributable profits: 1. acquisition of the right to repurchase its own shares; 2. variation of any contract for the repurchase of its shares; 3. release of the Company's obligation(s) under any contract for the repurchase of shares; (4) after the Company's registered capital has been reduced by the aggregate nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the nominal value of shares which have been repurchased shall be recorded in the Company's capital common reserve fund account.	
40.	**CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES IN THE COMPANY**	Delete the title.
41.	Article 31 The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of acquisition of shares in the Company. The Company and its subsidiaries shall not, at any time, provide any form of financial assistance for the purposes of reducing or discharging the obligations assumed by any person as a result of acquisition of shares in the Company. This Article shall not apply to the circumstances specified in Article 33 of these Articles of Association.	Delete this article.

No.	Original Article	Amended Article
42.	Article 32 For the purposes of this Chapter, "financial assistance" includes (but is not limited to) the following: (1) gifts; (2) guarantee (including the assumption of obligations of another or provision of assets to secure the performance of obligations by another), compensation (other than compensation arising out of the Company's own fault) or release or waiver of any right; (3) provision of a loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract; (4) any other form of financial assistance given by the Company when the Company is unable to pay its debts, has no net assets or when its net assets would be reduced by a material extent. For the purposes of this Chapter, assumption of obligations by a person includes the assumption of obligations by way of contract or other arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligations are borne jointly with other persons) or by any other means which results in a change in his financial position.	Delete this article.

No.	Original Article	Amended Article
43.	Article 33 The following acts shall not be deemed to be acts prohibited by Article 31 of these Articles of Association: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith and in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of certain general plan of the Company; (2) the lawful distribution of the Company's assets as dividends; (3) the distribution of dividends in the form of shares; (4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles of Association; (5) the provision of loans by the Company for its normal operations within its normal scope of business (provided that this does not reduce the net assets of the Company or that financial assistance is provided out of the distributable profits of the Company, if it does reduce the net assets of the Company); (6) contributions made by the Company to employee share schemes (provided that this does not reduce the net assets of the Company or that financial assistance is provided out of the distributable profits of the Company, if it does reduce the net assets of the Company).	Delete this article.

No.	Original Article	Amended Article
44.	**CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**	**CHAPTER 5 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**
45.	Article 34 Share certificates of the Company shall be in registered form. The share certificates of the Company shall contain the following main items: (1) name of the Company; (2) date of registration and establishment of the Company; (3) type of share, nominal value and the number of shares it represents; (4) number of the share certificate; (5) other matters as required by the Company Law, Special Regulations and the stock exchange(s) on which the shares are listed.	Delete this article.
46.	Article 35 The share certificates of the Company may be transferred, gifted, inherited and pledged in accordance with relevant laws, administrative rules, regulations of competent authorities as well as these Articles of Association. The assignment and transfer of shares shall be registered with the share registrar appointed by the Company.	Delete this article.

No.	Original Article	Amended Article
47.	Article 37 Share certificates of the Company shall be signed by the chairman of the Company's board of directors. Where the stock exchange(s) on which the Company's shares are listed require(s) other senior management personnel of the Company to sign, the share certificates shall also be signed by such officer(s). The share certificates become effective after being sealed or imprinted with the seal of the Company, or with the seal sign in printed form. The share certificate shall only be sealed with the Company's seal under the authorization of the board of directors. The signatures of the chairman of the board of directors or other senior officer(s) of the Company may be in printed form.	Delete this article.
48.	Article 38 The Company shall keep a register of shareholders which shall contain the following particulars: (1) the name and address (residence), the occupation or type of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder; (4) the share certificate number(s) of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.	**Article 27** The Company shall establish a register of shareholders based on the certificates provided by the securities registration and clearing institution, and the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.

No.	Original Article	Amended Article
49.	Article 39 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organizations, maintain the register of shareholders of Overseas-Listed Foreign-Invested Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall be maintained in Hong Kong. A duplicate register of shareholders for the holders of Overseas-Listed Foreign-Invested Shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate registers of shareholders at all times. If there is any inconsistency between the original and the duplicate registers of shareholders of Overseas-Listed Foreign-Invested Shares, the original register of shareholders shall prevail.	Delete this article.

No.	Original Article	Amended Article
50.	Article 40 The Company shall keep a complete register of shareholders. The register of shareholders shall comprise the following parts: (1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article); (2) the register of shareholders in respect of the holders of Overseas-Listed Foreign-Invested Shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed; (3) the register of shareholders which is maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.	Delete this article.

No.	Original Article	Amended Article
51.	Article 41 Different parts of the register of shareholders shall not overlap. While transferred shares continue to be registered in one part of the register of shareholders, they shall not be registered in another part of the register. Amendments or rectification of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained. All Overseas-Listed Foreign-Invested Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any document of transfer and would not need to provide any reason therefor: (1) a fee of HK$2.50 per instrument of transfer or such higher amount agreed by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents relating to or which will affect the right of ownership of the shares; (2) the document of transfer only relates to Overseas-Listed Foreign-Invested Shares listed in Hong Kong; (3) the stamp duty which is chargeable on the document of transfer has already been paid; (4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;	Delete this article.

No.	Original Article	Amended Article
	(5) if it is intended that the shares be transferred to joint holders, the maximum number of joint holders shall not be more than four (4); and (6) the Company does not have any lien on the relevant shares. All Overseas-Listed Foreign-Invested Shares shall be transferred by an instrument in writing in the usual or common form or any other form which the board of directors may accept. The instrument of transfer of any share may be executed by hand without seal, or if the assignor or the assignee is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("Recognized Clearing house") or its agent, the share transfer form may be executed by hand or in mechanically-printed form. All share transfer forms shall be maintained in the legal address of the Company or other places designated by the board of directors from time to time.	
52.	Article 42 No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders' general meeting or within five days before the determination date for the Company's distribution of dividends.	Delete this article.

No.	Original Article	Amended Article
53.	Article 43 When the Company convenes a shareholders' meeting for the purposes of dividend distribution, liquidation or for any other purpose for which shareholdings need to be determined, the board of directors or the convenor of the shareholders' general meeting shall determine a record date for the determination of shareholdings. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date.	**Article 28** When the Company holds a general meeting, distributes dividend, liquidates or engage in other matters which need to determine the identity of the shareholders, the board of directors or the convener of general meeting shall determine a record date. The shareholders of the Company entitled to relevant rights shall be such persons who appear in the register of shareholders at the close of such record date. Where the Relevant Regulatory Rules specify the closure of register of members when the Company needs to determine the identity of the shareholders, such rules shall prevail.
54.	Article 44 Any person who disputes the register of shareholders and asks for inclusion of his name in or removal of his name from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.	Delete this article.
55.	Article 45 Any person who is a registered shareholder or who claims to have his name entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). Application by a holder of Domestic-Invested Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with the relevant requirements of the Company Law.	Delete this article.

No.	Original Article	Amended Article
	Application by a holder of Overseas-Listed Foreign-Invested Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of Overseas-Listed Foreign-Invested Shares is maintained, the rules of the stock exchange or other relevant regulations. The issuance of a replacement share certificate to a shareholder of Overseas-Listed Foreign-Invested Shares, who has lost his share certificate, shall comply with the following requirements: (1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of loss, and the declaration that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares. (2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant. (3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the board of directors.	

No.	Original Article	Amended Article
	(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered shareholder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published. (5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application. (6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly. (7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee has been provided by the applicant.	

No.	Original Article	Amended Article
56.	Article 46 Where the Company issues a replacement share certificate pursuant to these Articles of Association, a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a holder of the shares (if he is a bona fide purchaser), his name shall not be removed from the register of shareholders.	Delete this article.
57.	Article 47 The Company shall not be liable for any damage sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove fraud on the part of the Company.	Delete this article.
58.	**CHAPTER 7 SHAREHOLDERS' RIGHTS AND OBLIGATIONS**	**CHAPTER 6 SHAREHOLDERS' RIGHTS AND OBLIGATIONS**
59.	/	**Section 1 General Shareholders' Rights**
60.	Article 48 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders. A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him; shareholders who hold shares of the same class shall enjoy equal rights and assume the same class of obligations. No powers shall be taken by the Company to freeze or otherwise impair any of the rights attached to any share by reason only that the person or persons who has or have direct or indirect interests therein has or have failed to disclose such to the Company.	**Article 29** A shareholder shall enjoy rights and assume obligations according to the class of shares held by him/her/it; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.

No.	Original Article	Amended Article
	For joint shareholders, upon the death of any joint shareholder, only the surviving shareholder(s) shall be deemed by the Company to have the ownership of the related shares, but the board of directors is entitled to request for the provision of a death certificate as it may deem fit for the purpose of revising the shareholders' register. For joint shareholders of any shares, only the first-named shareholder in the shareholders' register has the right to receive the share certificates for the relevant shares, receive notices from the Company, attend the shareholders' general meeting and exercise voting rights; and any notice delivered to the said shareholder shall be deemed as if the notice has been delivered to all of the joint shareholders of the relevant shares.	
61.	Article 49 The shareholders of ordinary shares of the Company enjoy the following rights: (1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings; (2) to attend or appoint a proxy to attend shareholders' general meetings and to exercise voting rights; (3) to supervise and manage the Company's business operations, to make proposals and to raise queries; (4) to transfer shares in accordance with laws, administrative regulations and the provisions of these Articles of Association;	**Article 30** The shareholders of the Company shall enjoy the following rights: (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to require the holding of, convene, preside, attend or appoint a proxy to attend general meetings in accordance with the law, and to exercise relevant rights to speak and vote on matters under consideration at the general meeting; (3) the right to supervise the Company's business operations, the right to present proposals or to raise enquiries; (4) the right to transfer, donate and pledge shares as held by the shareholders in accordance with the Relevant Regulatory Rules and provisions of these Articles of Association, provided that the Company shall not accept its own shares as the subject of the pledge;

No.	Original Article	Amended Article
	(5) subject to provision of the written documents evidencing the class and quantity of shares held and verification of their identities as shareholders to the Company, to obtain relevant information in accordance with law, administrative regulations and the provisions of these Articles of Association, including: 1. a copy of these Articles of Association, subject to payment of costs; 2. the right to inspect and copy, subject to payment of a reasonable fee: (i) all parts of the register of shareholders; (ii) personal particulars of each of the Company's directors, supervisors, senior management personnel, including: (a) present and former names and aliases; (b) principal address (place of residence); (c) nationality; (d) primary and all other part-time occupations and duties; (e) identification documents and numbers; (iii) status of the Company's share capital; (iv) counterfoil of the Company's debentures;	(5) subject to production of the relevant written proofs of shares that they are holding to the Company and verification of their identities of shareholders by the Company, and on the premises that they bear the related costs incurred, shareholders shall have the right to obtain relevant information in accordance with Relevant Regulatory Rules and provisions of these Articles of Association, in which information includes: inspecting and copying these Articles of Association, the register of shareholders, minutes of general meetings, resolutions of the board meetings and financial and accounting statements; (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) the right to demand the Company to purchase the shares of the shareholder who object to the merger and division resolution made in the general meeting; (8) other rights prescribed by the Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
	(v) reports showing the aggregate nominal value, quantity, highest and lowest prices paid in respect of each class of shares repurchased by the Company since the previous accounting year and the aggregate amount paid by the Company for this purpose; (vi) minutes of shareholders' general meetings, resolutions of the board of directors meetings and supervisors meetings, and financial statements and accountants' reports. (6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held; (7) other rights conferred by law, administrative regulations and these Articles of Association.	
62.	Article 36 The Company does not accept the pledging of its share certificates.	

No.	Original Article	Amended Article
63.	/	**Article 31** For shareholders requesting to inspect and copy relevant materials of the Company, such shareholders shall comply with the provisions of the Company Law, the Securities Law and other Relevant Regulatory Rules in relation to the protection of state secrets, trade secrets, personal privacy and personal information, submit a written request that states their purpose and reasons to the Company, and sign a confidentiality agreement. Within the scope of disclosure as permitted by laws and regulations, the Company may provide relevant materials to shareholders by means of using pseudonyms, summarising or redacting relevant information, in order to comply with the provisions of the Company Law, the Securities Law and other Relevant Regulatory Rules in relation to the protection of state secrets, trade secrets, personal privacy and personal information.
64.	/	**Article 32** Where a resolution passed by the general meeting or the board of directors violates laws or administrative regulations, shareholders shall have the right to request the People's Court to invalidate the same. If the convening procedures or voting methods for a meeting of the general meeting or the board of directors violate laws, administrative regulations or these Articles of Association, or if the content of a resolution violates these Articles of Association, shareholders shall have the right to request the People's Court to revoke the same within 60 days from the date of such resolution. However, this shall not apply if the convening procedures or voting methods for a meeting of the general meeting or the board of directors have only minor flaws without having a material impact on the resolution.

No.	Original Article	Amended Article
		Where there is a dispute among the board of directors, shareholders or other relevant parties in respect of the validity of a resolution of the general meeting, a lawsuit shall be promptly filed with the People's Court. Before a judgment or ruling awarded by the People's Court, the relevant parties shall implement the resolution of the general meeting. The Company, directors and senior management shall earnestly perform their duties to ensure the normal operation of the Company. Where the People's Court makes a judgment or ruling on relevant matters, the Company shall perform its information disclosure obligations in accordance with the Relevant Regulatory Rules, by fully explaining the impact, and actively cooperating in their enforcement after the judgment or ruling takes effect. If rectification of prior matters is involved, it shall be dealt with promptly and the corresponding information disclosure obligations shall be performed.

No.	Original Article	Amended Article
65.	/	**Article 33** Where directors or senior management other than members of the audit committee violate the provisions of laws, administrative regulations or these Articles of Association while performing their duties, causing losses to the Company, shareholders who individually or collectively hold 1% or more of the Company's shares for 180 consecutive days or more shall have the right to make a written request to the audit committee to file a lawsuit with the People's Court. Where members of the audit committee violate the provisions of laws, administrative regulations or these Articles of Association while performing their duties, causing losses to the Company, the aforementioned shareholders may make a written request to the board of directors to file a lawsuit with the People's Court. In case that the audit committee or the board of directors refuses to file a lawsuit after receiving the written request from the shareholders as stipulated in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of such request, or in urgent circumstances where failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the shareholders as referred to in the preceding paragraph shall have the right to directly file a lawsuit with the People's Court in their own name for the interests of the Company. Where third parties infringe upon the legitimate rights and interests of the Company, causing losses to the Company, the shareholders as referred to in the first paragraph of this Article may file a lawsuit with the People's Court in accordance with the preceding two paragraphs.

No.	Original Article	Amended Article
66.	/	**Article 34** Where directors or senior management violate the provisions of laws, administrative regulations or these Articles of Association, causing damage to the interests of shareholders, such shareholders may file a lawsuit with the People's Court.
67.	Article 50 The shareholders of ordinary shares of the Company shall assume the following obligations: (1) to comply with these Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to surrender the shares unless required by law or administrative regulations; (4) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company; where the shareholder's abuse of his power causes damage to the Company or other shareholders, he shall be liable for compensation in accordance with the law; where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, he shall bear joint liability for the debts of the Company; (5) other obligations imposed by law, administrative regulations and provisions of these Articles of Association. Shareholders are not liable to make any further contribution to the share capital other than the conditions agreed by the subscriber of the relevant shares at the time of subscription.	**Article 35** The shareholders of the Company shall assume the following obligations: (1) to comply with the Relevant Regulatory Rules and these Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to withdraw his/her/its share capital unless required by the Relevant Regulatory Rules; (4) not to abuse the shareholder's right to infringe the interest of the Company or other shareholders; not to abuse the independent position of the legal person and the limited liability of the shareholder of the Company to impair the interest of the creditor of the Company; where the shareholder's abuse of its power has caused damage to other shareholders, it shall bear its compensation obligations in accordance with the law; where the shareholder's abuse of its independent position and shareholder's limited liability and evasion of its debt have caused serious damage to the creditor's interest, it shall bear several and joint liability upon the debt of the Company. (5) other obligations imposed by the Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
68.	Article 51 In addition to the obligations imposed by law, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder, in exercising his shareholder's rights, shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or a portion of the shareholders of the Company: (1) to exempt a director or supervisor from the obligation of acting honestly in the best interests of the Company; (2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; (3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) any rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with these Articles of Association).	Delete this article.

No.	Original Article	Amended Article
69.	Article 52 For the purpose of the foregoing Article, a "controlling shareholder" means a person who satisfies any one of the following conditions: (1) a person who, when acting alone or in concert with others, has the power to appoint more than half of the directors; (2) a person who, when acting alone or in concert with others, has the power to exercise 30% or more of the voting rights or has power to control the exercise of 30% or more of the voting rights in the Company; (3) a person who, when acting alone or in concert with others, holds 30% or more of the issued shares of the Company; (4) a person who, when acting alone or in concert with others, has de facto control of the Company in any other way.	Delete this article.

No.	Original Article	Amended Article
70.	/	**Section 2 Controlling Shareholders and De Facto Controllers**
71.	/	**Article 36** The controlling shareholder(s) and de facto controller(s) of the Company shall exercise his/her/their rights and perform his/her/their obligations in accordance with the Relevant Regulatory Rules, safeguard the interests of the Company, and comply with the following provisions: (1) legally exercise shareholder's rights, without abusing their controlling power or utilizing related party relationships to prejudice the legitimate rights and interests of the Company or other shareholders; (2) strictly fulfill public statements and various commitments made, without making any unilateral change or waiver; (3) strictly perform information disclosure obligations in accordance with the Relevant Regulatory Rules, proactively cooperate with the Company in performing information disclosure work, and promptly inform the Company of material events that have occurred or are intended to occur; (4) not unlawfully misappropriate any funds of the Company in any way; (5) not forcefully order, instruct or require the Company and relevant personnel to unlawfully provide guarantees;

No.	Original Article	Amended Article
		(6) not exploit the non-public material information of the Company to seek benefits, not disclose any non-public material information related to the Company in any way, and not engage in illegal activities such as insider trading, short-swing trading, or market manipulation; (7) not prejudice the legitimate rights and interests of the Company and other shareholders through any means such as non-fair related party transactions, profit distribution, asset restructuring, or external investments; (8) ensure that the assets injected into the Company are complete, and are independent in business, assets, finance and other aspects; (9) other provisions of the Relevant Regulatory Rules and these Articles of Association. If the controlling shareholder(s) and de facto controllers of the Company instruct directors or senior management to engage in acts that prejudice the interests of the Company or shareholders, they shall bear joint and several liability with such directors and senior management.

No.	Original Article	Amended Article
72.	/	**Article 37** Where the controlling shareholder(s) or de facto controller(s) pledge(s) the shares of the Company held by or actually controlled by them, they shall maintain the control and stable production and operation of the Company.
73.	/	**Article 38** Where the controlling shareholder(s) or de facto controller(s) transfer(s) the shares of the Company held by them, they shall comply with the restrictive provisions on share transfers in the Relevant Regulatory Rules and their commitments regarding restrictions on share transfers.
74.	**CHAPTER 8 SHAREHOLDERS' GENERAL MEETINGS**	**CHAPTER 7 GENERAL MEETINGS**
75.	/	**Section 1 General Provision of the General Meeting**
76.	Article 53 The shareholders' general meeting is the authority organization of the Company and shall exercise its functions and powers in accordance with law.	**Article 39** The general meeting of the Company is comprised of all shareholders. The general meeting is the authority organization of the Company and shall exercise its functions and powers in accordance with law.

No.	Original Article	Amended Article
77.	Paragraph 1 of Article 54 The shareholders' general meeting shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports; (6) to consider and approve the Company's profit distribution plans and loss offsetting plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; (10) to pass resolutions on the issue of debentures by the Company;	**Article 40** The general meeting shall have the following functions and powers: (1) to elect non-employee representative directors; (2) to remove directors; (3) to decide on matters relating to the remuneration of directors; (4) to approve the board of directors' reports; (5) to decide on the Company's profit distribution plans and loss offsetting plans; (6) to pass resolutions on the increase or reduction of the Company's registered capital; (7) to pass resolutions on matters such as merger (where the consideration paid exceeds 10% of the Company's net assets), division, dissolution, liquidation or change of the corporate form of the Company; (8) to pass resolutions on the appointment or dismissal of the accountants of the Company undertaking the Company's annual audit business; (9) to amend these Articles of Association; (10) to decide on such matters as the purchased and sold assets in one year by the Company exceed 30% of the audited total assets of the Company of the latest term;

No.	Original Article	Amended Article
	(11) to pass resolutions or grant authorisations on the repurchase of shares of the Company; (12) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company; (13) to amend these Articles of Association; (14) to consider motions raised by shareholders, individually or jointly, holding 3% or more of the total number of voting shares of the Company; (15) to consider the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company; (16) to decide on other matters which, according to laws administrative regulations, regulations of the competent authorities or these Articles of Association, need to be approved by shareholders in general meetings.	(11) to decide to change the use of the raised proceeds; (12) to decide on stock incentive plans and employee stock ownership plans; (13) to pass resolutions on the issue of corporate bonds; (14) to pass resolutions on the issue of any type of shares, warrants, bonds convertible into the shares of the Company and other similar securities by the Company; (15) to pass resolutions or grant authorizations for the repurchase of the Company's shares; (16) to decide on other matters which, according to the Relevant Regulatory Rules or these Articles of Association, need to be considered by shareholders in general meetings. The general meeting may authorize the board of directors to pass resolutions on the issue of corporate bonds. The general meeting may authorize the board of directors to pass resolutions on the issue of shares and corporate bonds convertible into shares, and the specific implementation shall comply with the Relevant Regulatory Rules and the provisions of these Articles of Association. Unless otherwise provided for by Relevant Regulatory Rules and these Articles of Association, the aforementioned functions and powers of the general meeting shall not be exercised by the board of directors or other institutions and individuals through authorization

No.	Original Article	Amended Article
78.	Paragraph 2 of Article 54 Where necessary and reasonable, the board of directors can be authorized at a shareholder's general meeting to determine specific matters which are related to the matters to be resolved and are not possible or not necessary to be determined in that shareholder's general meeting. If the shareholders authorize the board of directors at a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by 2/3 or more of the attending shareholders (including their proxy) who have voting rights. The authorization should be clear and specific.	**Article 41** Subject to Article 40 of these Articles of Association, where necessary and reasonable, the board of directors can be authorized at a general meeting to determine specific matters which are related to the matters to be resolved and are not possible or not necessary to be determined in that general meeting. The authorization should be clear and specific. If the shareholders authorize the board of directors at a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by 2/3 or more of the attending shareholders (including their proxy) who have voting rights.
79.	Article 55 Unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, supervisors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	**Article 42** Provided that the Company is in a crisis or other exceptional circumstances, and unless approval of shareholders in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors and senior management pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.

No.	Original Article	Amended Article
80.	Article 56 Shareholders' general meetings are divided into annual general meetings ("AGM") and extraordinary general meetings ("EGM"). Shareholders' general meetings shall be convened by the board of directors. AGMs are held once every year and within six months from the end of the preceding accounting year.	**Article 43** General meetings are classified as annual general meetings or extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding accounting year. At the annual general meeting, the board of directors shall report the work for the preceding year and submit the annual financial report.
81.	Article 57 The board of directors shall convene an EGM within two months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in these Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares make request(s) in writing for the convening of an EGM; (4) whenever the board of directors deems necessary or the supervisory committee so requests; (5) other circumstances provided by law, administrative regulations, regulations of competent authorities and these Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders.	**Article 44** The board of directors shall hold an extraordinary general meeting within 2 months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or 2/3 of the number specified in these Articles of Association; (2) where the unrecovered losses of the Company amount to 1/3 of the total amount of its share capital; (3) where shareholder(s) who individually or jointly hold 10% or more of the Company's issued voting shares (calculated based on the number of shares held as at the date of the written request submitted by the shareholder(s)) request(s) for the holding of an extraordinary general meeting; (4) whenever the board of directors deems necessary; (5) when the audit committee proposed to hold an extraordinary general meeting; (6) other circumstances provided by the Relevant Regulatory Rules.

No.	Original Article	Amended Article
82.	Article 58 Shareholders' general meetings shall be held at the Company's place of residence or suitable place determined by resolutions of the board of directors.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
83.	Article 59 A notice of a shareholders' general meeting convened by the Company shall be given 45 days before the date of the meeting (excluding the date of meeting) to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the shareholders' general meeting. A shareholder who intends to attend the shareholders' general meeting shall deliver his written reply to the Company 20 days before the date of the shareholders' general meeting.	**Article 45** When holding the general meeting by the Company, the convener of the meeting shall issue the notice 20 days prior to the annual general meeting (excluding the date of such meeting) and 15 days prior to the extraordinary general meeting (excluding the date of such meeting), informing shareholders of the time, venue and matters to be considered at the meeting. The issue time of the notice shall also comply with the relevant requirements of the Hong Kong Stock Exchange regarding the closure of register of members.
84.	Article 60 The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the shareholders' general meeting, calculate the number of voting shares held by the shareholders who intend to attend the meeting. If the number of voting shares held by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the shareholders' general meeting; if not, then the Company shall, within five days, notify the shareholders by way of public announcement the matters to be considered, and the place and date for, the general meeting. The Company may then hold the shareholders' general meeting after publication of such announcement. Matters which are not specified in the notice shall not be decided at an EGM.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
85.	Article 61 The notice of a shareholders' general meeting shall satisfy the following requirements: (1) it should be in writing; (2) specifies the place, date and time of the meeting; (3) sets out the matters to be discussed at the meeting; (4) provides the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. The principle includes (but is not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained; (5) contains a disclosure of the nature and extent of the material interests if any director, supervisor, manager and other senior management personnel have material interests in the proposed matters and the effect which the proposed matters will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class; (6) contains the full text of any special resolution to be proposed at the meeting;	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
	(7) contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder; (8) specifies the time and place for lodging proxy forms for the meeting.	
86.	Article 62 Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or these Articles of Association, the notice of a shareholders' general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of Domestic-Invested Shares, the notice of the meeting may also be given by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council during the period between 45 and 50 days before the date of the meeting. Once the announcement is made, all the shareholders of Domestic-Invested Shares shall be deemed to have received the notice of the relevant shareholders' general meeting.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
87.	Article 64 Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from that shareholder: (1) the shareholders' right to speak at the meeting; (2) the right to demand or join in demanding a poll; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.	**Article 46** Any shareholder who is entitled to attend and vote at a general meeting may appoint a proxy (whether such person is a shareholder or not) to attend on his/her/its behalf and exercise voting rights within the authorized scope, and a proxy so appointed shall be entitled to exercise the rights to speak and vote pursuant to the proxy from that shareholder. The clearing company designated under the Listing Rules shall have the right to appoint a proxy to attend the general meeting, and to speak and vote at the meeting; if one or more persons are authorized, the proxy form shall clearly indicate the authorized number and types of the shares.
88.	Paragraph 3 of Article 66 If the said shareholder is a recognized clearing house (or its agent), the shareholder may authorize one or more suitable persons to act as its representative at any shareholders' general meeting or any class meetings of shareholders; however, if more than one person are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to. The persons after such authorization may represent the recognized clearing house (or its agent) to exercise the rights, as if they were the individual shareholders of the Company.	
89.	Article 65 The instrument appointing a proxy to attend the general meeting shall be in writing and shall be under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person, either under its seal or under the hand of a director or a duly authorized attorney.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
90.	Paragraphs 1 and 2 of Article 66 The proxy form shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place as specified in the notice convening the meeting. If the proxy is a legal person, its legal representative or any representative authorized by the board of directors or by other decision-making body shall attend the shareholders' meeting of the Company on its behalf.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
91.	Article 67 Any proxy form given to a shareholder by the board of directors of the Company for use by such shareholder for the appointment of a proxy to attend and vote at meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote in favour of or against the motions, separate instructions being given in respect of each matter to be voted on at the meeting. Such a proxy form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
92.	Article 68 A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the relevant meeting.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
93.	Article 69 The shareholders who request to convene an EGM or class meeting shall follow the following procedures: (1) Shareholders who separately or jointly hold 10% or more of the voting shares of the Company may request the board of directors to convene an EGM or class meeting by signing a written request (signing in counterparts is acceptable) explaining the matters to be discussed at the EGM. The above shareholders shall ensure that the contents of the proposal are in compliance with the requirements of the law, administrative regulations and these Articles of Association. The board of directors shall convene an EGM or class meeting as soon as practicable upon receipt of the foresaid written request. The shareholdings of the requesting shareholders shall be calculated as at the date of the submission of the written requirement. (2) In the event that the board of directors cannot or fails to perform its duty to convene a meeting, the supervisory committee shall convene and chair the meeting promptly; if the supervisory committee fails to convene and chair the meeting, shareholders who separately or jointly hold more than 10% of the voting shares of the Company for more than 90 consecutive days may convene and chair the meeting themselves. If the shareholders call and convene a meeting by themselves since the board of directors fails to convene a meeting in accordance with the foresaid requirement, the expenses reasonably incurred shall be borne by the Company and be deducted from the amounts due to the defaulting directors.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
94.	Article 70 Shareholders who separately or jointly hold more than 3% of the shares of the Company may submit a proposal to the board of directors in writing 10 days before the date of the shareholders' general meeting; the board of directors shall notify other shareholders within two days of receiving the proposal and include it for consideration at the shareholders' general meeting. The matters stated in the proposal must be within the functions and powers of the shareholders' general meeting and it shall have a clear subject and specific resolutions. Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the shareholders' general meeting or add new proposals upon issuance of the announcement on the notice of the shareholders' general meeting.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
95.	Article 71 The shareholders' general meeting shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the shareholders' general meeting shall be chaired by the vice chairman; if the vice chairman cannot or fails to perform his duties, the shareholders' general meeting shall be chaired by a director co-elected by more than half of the directors. If the board of directors cannot or fails to perform its duty to convene the shareholders' general meeting, the supervisory committee shall convene and chair the meeting promptly; if the supervisory committee cannot or fails to perform its duty to convene the shareholders' general meeting, the shareholders who separately or jointly hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and chair the meeting by themselves. If the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the largest number of shares with voting rights shall act as the chairman of the meeting.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
96.	Article 72 A shareholder (including a proxy), when voting at a shareholders' general meeting, may exercise such voting rights as are attached to the voting shares which he represents. Each share shall have one vote. No voting rights shall be attached to the Company's shares held by itself, and such shares shall be excluded for the purpose of calculating the total number of voting shares held by the shareholders present at the shareholders' general meeting. Where any shareholder, under applicable laws, regulations and the listing rules of the stock exchange on which the Company's shares are listed, is required to abstain from voting on any particular resolution or is required to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
97.	Article 73 At any shareholders' general meeting, a resolution shall be decided on a show of hands, unless a poll is demanded before or after a vote is carried out by a show of hands by any of the following, or if otherwise required by the listing rules of the stock exchange on which the Company's shares are listed: (1) the chairman of the meeting; (2) at least two shareholders present in person or by proxy and being entitled to vote; (3) one or more shareholders present in person or by proxy and solely or jointly holding 10% or more of all voting shares present at the meeting. Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the passing of such resolution. There is no need to prove the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	Delete this article.
98.	Article 74 A poll demanded to decide on the chairman of the meeting, or to adjourn the meeting shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting directs, the meeting may proceed to discuss any other matters, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.	Delete this article.

No.	Original Article	Amended Article
99.	Article 75 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.	Delete this article.
100.	Article 76 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.	Delete this article.
101.	Article 77 Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions. An ordinary resolution must be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. A special resolution must be passed by more than two-thirds of all votes held by the shareholders (including their proxies) present at the meeting.	**Article 47** Resolutions of the general meetings shall be classified to ordinary resolutions or special resolutions. Other than those matters specified in Article 48 of these Articles of Association which shall be approved by a special resolution of the general meeting, all other matters shall be passed by an ordinary resolution of the general meeting. An ordinary resolution must be passed by votes representing a majority of the voting rights represented by the shareholders (including their proxies) present at the general meeting. A special resolution must be passed by votes representing 2/3 or more of the voting rights represented by the shareholders (including their proxies) present at the general meeting. The shareholders (including their proxies) attending the meeting shall express one of the following opinions on the resolutions submitted for voting: for, against or abstaining, except where the securities registration and clearing institution, as the nominee of the holder of the shares under the Mainland China-Hong Kong Stock Markets Connect Program (內地與香港股票市場交易互聯互通機制), express in accordance with the intentions of the beneficiary holders. For H shares held by HKSCC Nominees Limited, the number of shares for which it is authorized to vote at the meeting shall be counted as the voting shares represented by it present at the meeting.

No.	Original Article	Amended Article
102.	Article 78 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting: (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors and supervisors assumed by non-representatives of the employees, their remuneration and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by these Articles of Association to be adopted by special resolution.	Delete this article.

No.	Original Article	Amended Article
103.	Article 79 The following matters shall be resolved by a special resolution at a shareholders' general meeting: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of these Articles of Association; (5) any other matters required by law, administrative regulations or these Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.	**Article 48** The following matters shall be resolved by a special resolution at a general meeting: (1) the increase or reduction in registered share capital of the Company; (2) the merger (the payment exceeds 10% of the Company's net assets), division, dissolution, change of corporate form and liquidation of the Company; (3) amendment to these Articles of Association; (4) where the purchase or sale of major assets or amount of guarantee provided to others exceeds 30% of the audited total assets of the latest period; (5) stock incentive plans; (6) any other matters required by the Relevant Regulatory Rules or these Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.
104.	Article 80 The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.	Delete this article.

No.	Original Article	Amended Article
105.	Article 81 If the chairman of the meeting has any doubt as to the result of a resolution which has been put to vote at a shareholders' meeting, he may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
106.	Article 82 If votes are counted at a shareholders' general meeting, the result of the count shall be recorded in the minutes.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
107.	Article 83 Minutes of meetings shall be kept for shareholders' general meetings, and the secretary to the board of directors shall be responsible for such minutes. Minutes of meetings shall be signed by the chairman of the meetings, attending directors and supervisors, the secretary to the board of directors, and the convener of the meeting or his proxy. The minutes of meetings shall be kept at the Company's place of residence together with the shareholders' attendance lists and proxy forms for the Company's records.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
108.	Article 84 Copies of the minutes of proceedings of any shareholders' meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder requests a copy of such minutes from the Company, the Company shall send a copy of such minutes to him within seven days after receipt of reasonable fees.	Delete this article.

No.	Original Article	Amended Article
109.	**CHAPTER 9 SPECIAL PROCEDURES FOR VOTING BY A CLASS OF SHAREHOLDERS**	**Section 2 Special Procedures for Voting by Domestic Share or H Share Shareholders**
110.	Article 85 Those shareholders who hold different classes of shares are class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and these Articles of Association and its appendices. Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the equity capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".	**Article 49** Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the equity capital of the Company includes shares with different voting rights, the designation of each type of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".
111.	Article 86 Rights conferred on any class of shareholders can not be varied or cancelled save with the approval of a special resolution of shareholders in a general meeting and by holders of shares of that class at a separate meeting convened in accordance with Articles 88 to 92 hereof.	**Article 50** Rights conferred on any holder of domestic share or H share cannot be varied or cancelled save with the approval of a special resolution of shareholders in a general meeting and by holders of domestic share or H share at a separate meeting convened in accordance with Articles 52 to 54 hereof.

No.	Original Article	Amended Article
112.	Article 87 The following circumstances shall be deemed to be alteration or abrogation of the rights conferring to the holders of a particular class of shares: (1) to increase or decrease the number of shares of that class type, or to increase or decrease the number of shares of a class that enjoys equal or greater voting rights, distribution rights, or other privileges than those of the shares of that class; (2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class; (3) to remove or reduce rights to receive accrued dividends or accumulated dividends attached to shares of that class; (4) to reduce or remove preferential rights attached to shares of that class type to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class; (6) to remove or reduce rights to receive payment payable by the Company in specific currencies attached to shares of that class; (7) to create a new class of shares having voting or distribution rights or other rights equal or superior to those of the shares of that class;	**Article 51** The following circumstances shall be deemed to be alteration or abrogation of the rights conferring to the holders of domestic share or H share: (1) to increase or decrease the number of shares of that type, or to increase or decrease the number of shares of a type that enjoys equal or greater voting rights, distribution rights, or other privileges than those of the shares of that type; (2) to exchange all or part of the shares of that type for shares of another type or to exchange or to create a right to exchange all or part of the shares of another type for shares of that type; (3) to remove or reduce rights to receive accrued dividends or accumulated dividends attached to shares of that type; (4) to reduce or remove preferential rights attached to shares of that type to receive dividends or to the distribution of assets in the event that the Company is liquidated; (5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that type; (6) to remove or reduce rights to receive payment payable by the Company in specific currencies attached to shares of that type; (7) to create a new type of shares having voting or distribution rights or other rights equal or superior to those of the shares of that type;

No.	Original Article	Amended Article
	(8) to restrict the transfer or ownership of shares of that class or to increase the restrictions attaching thereto; (9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class; (10) to increase the rights or privileges of shares of another class; (11) to restructure the Company in such a way that holders of different class of shares bearing disproportionate liabilities; (12) to alter or abrogate the provisions of this Chapter.	(8) to restrict the transfer or ownership of shares of that type or to increase the restrictions attaching thereto; (9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that type or another type; (10) to increase the rights or privileges of shares of another type; (11) to restructure the Company in such a way that holders of different type of shares bearing disproportionate liabilities; (12) to alter or abrogate the provisions of this Section.
113.	Article 88 Affected class shareholders, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 87 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings. "interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 27, an "interested shareholder" is a "controlling shareholder" within the meaning of Article 52; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 27 hereof, an "interested shareholder" is a holder of the shares to which the proposed agreement relates;	**Article 52** Affected holder of domestic share or H share, whether or not otherwise having the right to vote at general meetings, have the right to vote at the meetings of holders of domestic share or H share in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 51 hereof, but interested shareholder(s) shall not be entitled to vote at such meeting. "interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 27, an "interested shareholder" is a "controlling shareholder" within the meaning of the Relevant Regulatory Rules; (2) in the case of a repurchase of shares by an off-market agreement, an "interested shareholder" is a holder of the shares to which the proposed agreement relates;

No.	Original Article	Amended Article
	(3) in the case of a restructuring of the Company, an "interested shareholder" is a shareholder who assumes a relatively lower proportion of liabilities than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.	(3) in the case of a restructuring of the Company, an "interested shareholder" is a shareholder who assumes a relatively lower proportion of liabilities than the obligations imposed on shareholders of the same type under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that type.
114.	Article 89 Resolutions of a class of shareholders shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class present at the relevant meeting who, according to Article 88, are entitled to vote.	**Article 53** Resolutions of holders of domestic share or H share shall be passed by votes representing 2/3 or more of the voting rights of shareholders of that type present at the relevant meeting who are entitled to vote.
115.	Article 90 If the Company convenes a class meeting, a written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting (not including the date of meeting). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class meeting. If the shareholders who intend to attend such class meeting represent more than half of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class meeting by way of public announcement. The Company may then hold the class meeting after such public announcement has been made.	Relevant content is incorporated into the Rules of Procedure for General Meetings.

No.	Original Article	Amended Article
116.	Article 91 Notice of class meetings need only be served on shareholders entitled to vote at the meetings. Class meetings shall be conducted in the same manner as shareholders' general meetings, to the extent possible. The provisions of these Articles of Association relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.	Relevant content is incorporated into the Rules of Procedure for General Meetings.
117.	Article 92 Apart from the holders of other classes of shares, the holders of the Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares; (2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council; (3) where unlisted shares held by shareholders of the Company become listed for trading overseas with the approval of the securities regulatory authorities of the State Council.	**Article 54** The special procedures for approval by holders of domestic share or H share shall not apply in the following circumstances: (1) where the Company issues domestic share and H shares, upon the approval by special resolution of its shareholders at a general meeting, either separately or concurrently once every 12 months, not exceeding 20% of each of its existing issued domestic share and H shares; (2) where unlisted shares held by shareholders of the Company become listed for trading overseas with the approval of the securities regulatory authorities of the State Council.

No.	Original Article	Amended Article
118.	**CHAPTER 10 BOARD OF DIRECTORS**	**CHAPTER 8 BOARD OF DIRECTORS**
119.	Article 93 The Company shall have a board of directors. The board of directors is responsible for formulating strategies, making decisions and preventing risks which is accountable to the shareholders' meeting.	**Article 55** The Company shall have a board of directors, and the board of directors is responsible for formulating strategies, making decisions and preventing risks. The number and composition of its members shall comply with the requirements of the Relevant Regulatory Rules. Members of the board of directors shall possess the knowledge, skills and qualities required to perform their duties, have a reasonable professional structure, and comply with diversity policies. Directors shall ensure that they have sufficient time and energy to perform their duties.
120.	Article 94 The board of directors shall consist of seven to eleven directors, including at least one third of independent non-executive directors. There shall be a chairman and a vice chairman of the board of directors. An independent non-executive director refers to a director who does not hold any position other than directorship in the Company and who has no relationship with the Company or its major shareholder(s) (i.e. a shareholder who alone holds or shareholders who together hold 5% or more of the total voting shares of the Company) that could hinder such shareholder(s) from making independent and objective judgments, and who is in compliance with the independence requirements under the stock exchange rules in the place where shares of the Company are listed.	**Article 56** The board of directors shall consist of 7 to 11 directors and there shall be 1 chairman of the board and can be 1 vice-chairman of the board. The board of directors of the Company shall consist of at least 1/3 independent directors, with a minimum of 3 members, including at least 1 accounting or financial management professional who meets the requirements under the Relevant Regulatory Rule (referred to as "accounting professional"). The board of directors shall also include at least 1 employee representative.

No.	Original Article	Amended Article
121.	Article 95 Directors of the Company shall be natural persons and they are not required to hold any shares in the Company. Directors shall be elected at the shareholders' general meeting and each has a term of three years. Upon the expiry of the term of office of a director, the term is renewable upon re-election. However, the term of office (excluding the first tenure) of any independent non-executive director may not be renewed for more than six years. If an independent non-executive director has already served nine years, his further appointment shall be subject to a separate resolution to be approved at the shareholders' general meeting.	**Article 57** Directors shall be natural persons. Directors who are not employee representatives shall be elected by the general meeting. Employee representative directors shall be democratically elected and replaced by the Company's employees through the employee representative meeting, employee meeting, or other forms. Each board of directors has a term of 3 years. The term of office of a director shall be calculated from the date of their assumption of office until the expiry of the term of the present session of the board of directors and may be removed from office by the general meeting before the expiration of their term. At the expiry of the term of office of a director, the term is renewable upon re-election, while the term of office of any independent director shall meet the requirements of Relevant Regulatory Rules. Directors who are not employee representatives should assume their office immediately after the close of the relevant general meeting, or on the date specified in the resolution of the general meetings and the term of office for employee representative directors shall be determined in accordance with the service contracts signed between the Company and such directors. Where the directors fail in timely re-election, the original directors shall, prior to the assumption of the re-elected directors, performs its director duties in accordance with the Relevant Regulatory Rules and the provisions of these Articles of Association.

No.	Original Article	Amended Article
122.	Article 96 The list of candidates for directors shall be submitted to the shareholders' general meeting in the form of motion for approval. The board of directors should inform the shareholders of the resume and basic profiles of the director candidates by way of an announcement. Candidates other than those for independent directors shall be nominated by the board of directors, the supervisory committee or shareholders who individually or jointly hold 3% or more of the Company's voting shares and be elected by the shareholders in general meeting. Candidates for independent directors of the Company shall be nominated by the Company's board of directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares and be elected by the shareholders in general meeting. Provided that the relevant laws and administrative rules are observed, a director whose term of office has not yet expired may be removed in general meeting by way of ordinary resolution (but the right to lodge a claim under any contract is not affected).	**Article 58** Directors who are not employee representatives shall be nominated by the board of directors, the audit committee, or shareholders individually or collectively holding 1% or more of the Company's total voting shares, and shall be submitted to the general meeting in the form of proposal for approval. The board of directors should inform the shareholders of the resume and basic profiles of the director candidates by way of announcement.

No.	Original Article	Amended Article
123.	Article 97 Independent non-executive directors shall be elected in the following manner: (1) the nominator of a candidate for independent non-executive director shall seek the consent of the nominee, and understand the occupation, academic qualifications, rank and detailed working experience including all part-time jobs of the nominee and provide written evidence of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (2) the nominator of an independent non-executive director shall give his opinion on the qualification and independence of the nominee to act as an independent non-executive director. The nominee shall make an public announcement as to the absence of any connection between the Company and him which would affect his independent and objective judgment; (3) if the nomination of candidates for independent non-executive directors is made before the Company's convening of a board meeting or a meeting of the supervisory committee the written evidence relating to the nominee referred to in sub-paragraphs (1) and (2) above shall be disclosed together with the board or supervisory committee resolution or the notice of shareholders' general meeting; (4) if shareholders with nomination rights nominate in a general meeting of the Company according to law a candidate for independent non-executive directors, a written notice stating their intention to nominate a candidate and the nominee's consent to be nominated, together with the written evidence and undertaking of the nominee referred to in sub-paragraphs (1) and (2) above shall be delivered to the Company not less than ten days before the general meeting (beginning once the Company has sent the notice of meeting).	Delete this article.

No.	Original Article	Amended Article
124.	Article 98 Directors other than independent non-executive directors shall be elected in the following manner: (1) The nominator of a candidate for director shall seek the consent of the nominee, and understand the occupation, academic qualifications, rank and detailed working experience including all part-time jobs of the nominee and provide written evidence of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (2) If the nomination of candidates for directors is made before the Company's convening of a board meeting or a supervisory committee meeting, the written evidence relating to the nominee referred to in sub-paragraph (1) above shall be disclosed together with the board resolution or the supervisory committee resolution or the notice of the shareholders' general meeting; (3) If shareholders with nomination rights nominate in a general meeting of the Company according to law a candidate for director, a written notice stating their intention to nominate a candidate for directors and the nominee's consent to be nominated, together with the written evidence and undertaking of the nominee referred to in sub-paragraph (1) above shall be delivered to the Company not less than ten days before the general meeting (beginning once the Company has sent the notice of meeting).	**Article 59** Directors shall be elected in the following manner at the general meeting: (1) the nominator of a candidate for director shall seek the consent of the nominee, find out the occupation, academic qualification, professional title and working experience including part-time jobs of the nominee, and provide written proofs of the same to the Company before making the nomination; (2) The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness, accuracy and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (3) The nomination committee of the board of directors shall review the qualifications of the position of nominees and formulate clear review opinions for submission to the board of directors for consideration.

No.	Original Article	Amended Article
125.	Article 99 Independent non-executive directors shall meet the following basic requirements: (1) qualified to be a director of a listed company under the laws, administrative regulations and other applicable regulations; (2) comply with the Listing Rules and other requirements of the Hong Kong Stock Exchange regarding the character, integrity, independence and experience of an independent non-executive director; (3) have basic knowledge of the operation of a listed company, familiarity with the relevant laws, administrative rules, regulations and rules of competent authorities; (4) have five years or more of working experience in the legal, financial or other field, necessary in performing the duties of an independent non-executive director; (5) satisfy independence and other requirements stipulated by law, administrative rules, regulations of the competent authorities and these Articles of Association and its appendices.	Delete this article.
126.	/	**Article 60** Provided that the Relevant Regulatory Rules are observed, a director whose term of office has not yet been expired may be removed in a general meeting by way of ordinary resolution, which shall come into effect from the date on which such resolution is made. Where a director is removed from office prior to expiration of his/her term of office without reasonable cause, such director may demand compensation from the Company.

No.	Original Article	Amended Article
127.	Article 100 A director may resign before his term of office expires. The resigning director shall tender a resignation letter to the board of directors in writing. If another director has not been appointed upon the expiry of a director's term of office, or if the number of directors falls below the legal minimum due to a director's resignation during his term of office, the director whose term of office has expired or who has resigned, as the case may be, shall perform his duties as a director in accordance with the laws, administrative regulations and the provisions of these Articles of Association, until the newly elected director assumes office. Except for circumstances listed in the provisions in the two preceding paragraphs, the resignation of the directors shall take effect upon receipt of the resignation letter by the board of directors.	**Article 61** A director may resign before his/her term of office expires. In resigning his duties, a director shall tender a resignation report to the board of directors in writing. Unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association, the resignation shall become effective on the date the Company receives the written resignation report, and the board of directors shall disclose such resignation in accordance with the Relevant Regulatory Rules in a timely basis. Upon a director's resignation becoming effective or at the expiry of his/her office, the director shall complete all handover procedures to the board of directors. If the resignation of a director causes the board of directors' members of the Company to fall below the minimum number of members to form a quorum, prior to the assumption of the re-elected director, the resigned director shall perform his/her directorship pursuant to the Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
128.	Article 101 The board of directors shall exercise the following duties and powers: (1) to be responsible for the convening of the shareholders' general meetings and to report its work to the shareholders in general meetings; (2) to implement the resolutions passed by the shareholders in general meetings; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final financial budgets; (5) to formulate the Company's profit distribution proposal and loss offsetting proposal; (6) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the Company's registered capital and for the issue of any kind of securities by the Company (including but not limited to the Company's debentures) and proposals for listing and repurchase of the Company's shares; (7) to formulate plans for significant acquisitions or disposals, or the merger, division, change of corporate form or dissolution of the Company; (8) to decide, within the authority granted to them in general meeting, on matters such as external investment, purchase or sale of assets, pledges, entrusted financial management arrangements, connected transaction;	**Article 62** The board of directors shall exercise the following duties and powers: (1) to be responsible for the convening of the general meetings and to report its work to the general meetings; (2) to implement the resolutions passed by the general meetings; (3) to determine the Company's development strategies and five-year development plans; (4) to determine the Company's business plans and investment proposals; (5) to consider the Company's annual budgets and annual financial report; (6) to formulate the Company's profit distribution proposal and loss offsetting proposal; (7) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the Company's registered capital and for the issue of any kind of securities by the Company (including but not limited to the Company's debentures) and proposals for listing and repurchase of the Company's shares; (8) to formulate plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company, and to decide on mergers where the consideration paid by the Company does not exceed 10% of the Company's latest audited net assets;

No.	Original Article	Amended Article
	(9) to evaluate external guarantees of the Company in accordance with laws, regulations and the provisions of these Articles of Association; (10) to decide on the Company's internal management structure; (11) to appoint or remove the Company's president and to appoint or remove the vice president and the chief financial officer and the general counsel of the Company according to the recommendations of the president; to appoint or remove the secretary to the board of directors and to decide on their remuneration; (12) to determine the establishment of Company's branch offices; (13) to formulate proposals for any amendment of these Articles of Association; (14) to formulate, review and monitor the Company's basic management systems, policies and practices; (15) to manage the disclosure of information of the Company; (16) to propose in shareholders' general meetings to engage or replace the accounting firm which undertakes auditing work of the Company; (17) to consider the president's work report and supervise the president's work; (18) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;	(9) to decide, within the authority granted to them in general meeting, on matters such as investment, purchase or sale of assets, pledges, entrusted financial management arrangements, connected transaction; (10) to evaluate external guarantees or financial assistance of the Company in accordance with the Relevant Regulatory Rules; (11) to decide on the Company's internal management structure; (12) to appoint or remove the Company's president and to appoint or remove the vice president and the chief financial officer and the general counsel of the Company according to the recommendations of the president; to appoint or remove the secretary to the board of directors; to decide on their remuneration, reward and punishment; (13) to determine the establishment of Company's branch offices; (14) to formulate proposals for any amendment of these Articles of Association; (15) to formulate, review and monitor the Company's basic management systems, policies and practices; (16) to manage the disclosure of information of the Company; (17) to propose to general meeting to engage or change the accounting firm which undertakes annual auditing work of the Company; (18) to consider the president's work report and supervise the president's work;

No.	Original Article	Amended Article
	(19) to review and monitor the training and continuous professional development of directors, supervisors and senior management personnel; (20) to review the Company's compliance with the Corporate Governance Code as set out in Hong Kong Listing Rules and disclosures in the Corporate Governance Report; (21) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a shareholders' general meeting of the Company as specified by law, administrative rules, regulations of the competent authorities and these Articles of Association, and to enter to other important agreements; (22) to exercise any other powers as stipulated by law, administrative rules, regulations of the competent department(s) or these Articles of Association and conferred by the shareholders in a general meeting. Other than resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (13) of this Article, which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of the directors.	(19) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (20) to review and monitor the training and continuous professional development of directors and senior management personnel; (21) to review the Company's compliance with the Corporate Governance Code as set out in Hong Kong Listing Rules and disclosures in the Corporate Governance Report; (22) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a general meeting of the Company as specified by the Relevant Regulatory Rules and these Articles of Association, and to enter to other important agreements; (23) to exercise any other powers as stipulated by the Relevant Regulatory Rules or these Articles of Association and conferred by the shareholders at a general meeting.

No.	Original Article	Amended Article
129.	Article 102 The above functions and powers of board of directors may be authorized to one or more directors upon the unanimous consent of all directors, but matters concerning material interests of the Company shall be determined by the board of directors collectively. The authorization of the board of directors shall be clear and specific. The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee in accordance with laws and regulations and the requirements under the Listing Rules.	**Article 63** The statutory powers of board of directors shall be exercised collectively by the board of directors and shall not be delegated to others, nor shall they be altered or deprived by resolutions of the general meeting. For powers other than the statutory powers of the board of directors, they can be delegated by the board of directors to the chairman of the board or the president, but matters concerning material interests of the Company shall be determined by the board of directors collectively. The authorization of the board of directors shall be clear and specific. The board of directors shall establish special committees such as audit committee, nomination committee, remuneration committee, strategy and development committee and ESG committee in accordance with Relevant Regulatory Rules and can establish other special committee in accordance with the with Relevant Regulatory Rules (as amended from time to time) and the actual needs of the Company. The special committees shall perform its duties pursuant to the authorization of the board of directors and according to these Articles of Association. The audit committee shall perform the function and powers of the supervisory committee as stipulated by the Company Law. The board of directors shall formulate the relevant terms of references of the special committees in accordance with the Relevant Regulatory Rules.

No.	Original Article	Amended Article
130.	Article 103 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors shall seek advice from the Party organization in advance. When the board of directors appoints the management personnel of the Company, the Party organization shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors and/or the president.	**Article 64** When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors shall seek advice from the Party organization in advance. When the board of directors appoints the management personnel of the Company, the Party organization shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors and/or the president.
131.	Article 104 An independent non-executive director shall have the following special functions and powers in addition to those conferred by the Company Law, other relevant laws, administrative rules and these Articles of Association: (1) material connected transactions (determined according to the standards issued from time to time by the relevant regulatory authorities) shall, after the recognition by independent non-executive directors, be submitted to the board of directors for discussion. The independent non-executive directors may, before making a judgment, engage an intermediary to issue an independent financial advisor report for them to rely upon in making the judgment; (2) to propose to the board of directors to engage or remove an accounting firm; (3) to propose to the board of directors to convene an EGM; (4) to propose the convention of an extraordinary meeting of the board of directors;	**Article 65** An independent director shall exercise the following special functions and powers in addition to those conferred by the Relevant Regulatory Rules and these Articles of Association: (1) to independently appoint intermediaries to conduct audits, consultations or verifications on specific matters of the Company; (2) to propose to the board of directors to hold an extraordinary general meeting; (3) to propose the holding of a board meeting; (4) to collect shareholders' rights from shareholders in accordance with the law; (5) to express independent opinions on matters that may harm the interests of the Company or its minority shareholders; and (6) other powers stipulated in the Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
	(5) to engage an external auditing or advisory firm independently; (6) to collect voting rights from shareholders prior to the convening of a shareholders' general meeting; (7) to report directly to the shareholders' general meetings, securities regulatory authorities under the State Council and other relevant departments. The independent non-executive directors shall seek the consent of more than half of all the independent non-executive directors in exercising their functions and powers as set out above. If the above proposal is not accepted or the above functions and powers cannot be exercised properly, the Company shall disclose the relevant circumstances.	The independent directors shall seek the consent of a majority of the independent directors in exercising their functions and powers other than sub-paragraphs (1) to (3) above. Where independent non-executive directors exercise the aforesaid powers, the Company shall make timely disclosure. If the above functions and powers are not exercised properly, the Company shall disclose the specific circumstances and reasons.
132.	Article 105 The board of directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposed disposal of the fixed assets exceeds thirty three percent of the value of the fixed assets as shown on the latest balance sheet considered and approved at the general meeting. Disposals of fixed assets mentioned herein include transfer of certain asset interests, but do not include provision of security interests by pledge of fixed assets. The effectiveness of the Company's disposal of fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 of this Article.	Delete this article.

No.	Original Article	Amended Article
133.	Article 106 The chairman and the vice chairman shall be directors of the Company and be appointed and removed by affirmative vote of a majority of all directors.	**Article 66** The chairman and the vice chairman shall be elected and removed by a majority votes of all directors.
134.	Article 107 The chairman of the board of directors shall exercise the following duties and powers: (1) to preside over shareholders' general meetings and to convene and preside over meetings of the board of directors; (2) to review the implementation of resolutions passed by the board of directors; (3) to sign the certificates of shares, debentures and other securities for consideration issued by the Company; (4) to sign important documents of the board of directors and other documents which should be signed by the Company's legal representative; (5) to exercise the functions and powers of a legal representative; (6) where it is lawful and in the interest of the Company, to exercise the special right to deal with the Company's affairs during emergencies such as the occurrence of terrible natural disasters and other events of force majeure, and to report to the Company's board of directors and general meetings thereafter; (7) to exercise other powers conferred by the board of directors.	**Article 67** The chairman of the board shall exercise the following duties and powers: (1) to preside over general meetings and to convene and preside over the board meetings; (2) to coordinate and perform the responsibilities of the board of directors, supervise and review the implementation of resolutions passed by the board of directors at the board meetings; (3) to exercise the powers of the legal representative; (4) to sign the certificates of shares of the Company, important documents of the board, and other documents which should be signed by the Company's legal representative; (5) to exercise the special right to deal with the Company's affairs during emergency such as the occurrence of natural disasters, where it is lawful and in the interest of the Company, and to report to the Company's board of directors and the general meetings thereafter; (6) to exercise other powers conferred by the general meetings and the board of directors.

No.	Original Article	Amended Article
135.	Article 108 The vice chairman of the board of directors shall assist the chairman of the board of directors with his/her work. Whenever the chairman is unable to or fails to exercise his powers, the vice chairman of the board of directors shall perform the duties (if the Company has two or more vice chairmen of the board of directors, the vice chairman voted by more than one half of the directors shall perform the duties); where the vice chairman of the board of directors is unable to or fails to fulfill his duty, a director elected by more than one half of the directors shall perform the duties.	**Articles 68** The vice-chairman of the board shall assist the chairman of the board with his/her work. Whenever the chairman of the board is unable to or fails to exercise his/her powers, the vice-chairman of the board shall perform the duties; where the vice- chairman of the board is unable to or fails to fulfill his/her duty, a director shall be elected by a majority of the total members of the board of directors to perform the duties.
136.	Article 109 Regular board meetings shall be convened at least 4 times a year and be called by the chairman of the board of directors. A notice of meeting and the meeting documents shall be served to all directors and supervisors at least 14 days before the meeting is convened	**Article 69** Regular board meetings shall be convened at least 4 times a year. The procedures for convening, giving notice of, holding and considering and voting at a board meeting shall comply with the requirements of the Rules of Procedure for the Board Meetings.
137.	Article 110 The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within ten days since receiving the proposal in case of the occurrence of any one of the following events: (i) When the shareholders representing over 10% of voting rights make a proposal; (ii) When the chairman of the board of directors deems necessary; (iii) When over one third of directors make a proposal; (iv) When two or more than one half of independent non-executive directors make a proposal; (v) When the supervisory committee makes a proposal; (vi) When the president makes a proposal. Notice of the special meeting of the board of directors and meeting documents shall be delivered during a reasonable period before the meeting is convened.	Relevant content is incorporated into the Rules of Procedure for Board Meetings.

No.	Original Article	Amended Article
138.	Article 111 Meetings of the board of directors shall be held only if a majority of all the directors (including any director who has authorized other directors in writing to attend the meeting on behalf of him) are present. Each director shall have one vote. Resolutions made by the board of directors must be approved by a majority of all the directors. Where there is a tie in the votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.	Relevant content is incorporated into the Rules of Procedure for Board Meetings.
139.	Article 112 The directors shall attend the board of directors' meeting in person. In the event that directors are unable to attend the meeting for some reason, the directors may appoint in writing other directors to attend the board meetings. The proxy letter shall specify the proxy's name, authorized matters, scope of authorization and the valid term, and shall be affixed with the signature or seal of the principal. The director who attends the meeting on behalf of another director shall exercise the right of the director within the scope of authorization. If any director fails to attend the meeting of the board of directors or authorizes a proxy to be present on his behalf, such director shall be deemed to have waived his voting rights at that meeting.	Relevant content is incorporated into the Rules of Procedure for Board Meetings.

No.	Original Article	Amended Article
140.	Article 113 If a director is connected (as defined under the Listing Rules) to any third party, he shall not cast vote himself or on behalf of other directors on any transaction between the Company and that third party; such director shall not be counted in the quorum of the relevant meeting. Where the number of the directors who can vote on this matter is less than three, such issue shall be submitted to the shareholders' general meeting for voting.	Relevant content is incorporated into the Rules of Procedure for Board Meetings.
141.	Article 114 If a substantial shareholder (holding 10% or more shares) or a director has a material conflict of interest in a matter to be considered by the board of directors, the matter should be dealt with by way of the meeting of the board of directors (rather than by written resolution). Also, the independent non-executive directors who do not have material interest in such matter should attend the meeting.	Relevant content is incorporated into the Rules of Procedure for Board Meetings.
142.	Article 115 Matters determined in a board meeting shall be recorded in minutes of meetings. Minutes of meetings shall be signed by directors attending such meetings and the recorder. Directors shall be liable for board resolutions. If a board resolution is against the law, administrative rules or these Articles of Association and resolutions of the shareholders' general meetings, which causes the Company to suffer any loss, the directors who participate in voting shall assume the liability to compensate the Company; directors who have been proved as having expressed dissenting opinions on the resolution during the voting as recorded in the minutes of meeting shall be exempted from liability.	Relevant content is incorporated into the Rules of Procedure for Board Meetings.

No.	Original Article	Amended Article
143.	**CHAPTER 12 PRESIDENT**	**CHAPTER 9 PRESIDENT**
144.	Article 121 The Company shall have one president who is responsible for the board of directors. The president shall be nominated by the chairman of the board of directors and appointed or removed by the board of directors. The Company shall have several vice presidents, one chief financial officer and one general counsel who shall assist the president in work. The vice president, the chief financial officer and the general counsel shall be nominated by the president and appointed or removed by the board of directors. The president and other senior management personnel of the Company shall be responsible for business operation, decision implementation and management improvement.	**Article 70** The Company shall have 1 president who is responsible for the board of directors. The president shall be nominated by the chairman of the Board and appointed or removed by the board of directors. The Company can have several vice presidents, 1 chief financial officer and 1 general counsel who shall assist the president in work. The Company can have several other senior management according to actual need to assist the president in work. The afore-mentioned senior management shall be nominated by the president and appointed or removed by the board of directors.

No.	Original Article	Amended Article
145.	Article 122 The president shall exercise the following duties and powers: (1) to be in charge of the Company's production, operation and management, to coordinate the implementation of the resolutions of the board of directors and to report his work to the board of directors; (2) to organize the implementation of the Company's annual business plan and investment proposal; (3) to draft plans for the establishment of the Company's internal management structure; (4) to draft plans for the establishment of the branch company of the Company; (5) to draft the Company's basic management system; (6) to formulate specific rules and regulations for the Company; (7) to propose the appointment or dismissal of the Company's senior management personnel, such as vice president, the chief financial officer and etc.; (8) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; (9) to determine the wages, benefits, rewards and punishments of the Company's staff, to determine the appointment and dismissal of the Company's staff; (10) to propose the convening of extraordinary meetings of the board of directors; (11) other duties and powers conferred by these Articles of Association and the board of directors.	**Article 71** The president shall exercise the following duties and powers: (1) to be in charge of the Company's production, operation and management, to coordinate the implementation of the resolutions of the board of directors and to report his/her work to the board of directors; (2) to organize the implementation of the Company's annual business plan and investment proposal; (3) to draft plans for the establishment of the Company's internal management structure; (4) to draft plans for the establishment of the branch company of the Company; (5) to draft the Company's basic management policies system; (6) to formulate specific rules and regulations for the Company; (7) to propose the appointment or dismissal of the Company's senior management personnel, such as vice president, the chief financial officer and etc.; (8) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; (9) to determine the wages, benefits, rewards and punishments of the Company's staff, to determine the appointment and dismissal of the Company's staff; (10) to propose the convening of extraordinary meetings of the board of directors; (11) other duties and powers conferred by these Articles of Association and the board of directors.

No.	Original Article	Amended Article
146.	Article 123 The senior management personnel who are not directors have the right to attend board meetings and to receive notices of meetings and other relevant documents, but do not have any voting rights at board meetings.	**Article 72** The senior management have the right to attend board meetings and to receive notices of meetings and other relevant documents, but do not have any voting rights at board meetings.
147.	Article 124 In performing their functions and powers, the president and other senior management personnel shall act honestly and diligently and in accordance with laws, administrative regulations and these Articles of Association. They may not alter the resolutions of a shareholders' general meeting or of a board meeting nor act ultra vires.	Delete this article.
148.	**CHAPTER 11 SECRETARY TO THE BOARD**	**CHAPTER 10 SECRETARY TO THE BOARD**
149.	Article 116 The Company shall have one secretary to the board of directors, being a senior management personnel, who shall be accountable to the Company and the board of directors. The Company may establish its secretarial department of the board of directors when necessary.	**Article 73** The Company shall have 1 secretary to the Board, being a senior management of the Company, who is responsible for the Company and the board of directors. The Company shall formulate rules in relation to the work of the secretary to the board, specifying the responsibilities of the secretary to the board and the requirements for performing his/her duties. The Company shall have a board office as the daily working body for the secretary to the board to perform his/her duties.

No.	Original Article	Amended Article
150.	Article 117 In principle, the role of the secretary to the board of directors shall be performed by designated staff. However, the directors or other senior management of the Company can also act as the secretary to the Board. The accountant of the accounting firm engaged by the Company shall not concurrently act as the secretary to the Board of the Company.	**Article 74** The directors or other senior management of the Company can also act as the secretary to the Board. The accountant of the accounting firm engaged by the Company shall not concurrently act as the secretary to the Board of the Company.
151.	Article 118 The secretary to the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the chairman of the board of the directors and appointed by the board of directors. In the case of a director acting concurrently as the secretary to the board, if an act has to be performed by a director and the secretary to the board respectively, this director acting concurrently as the secretary to the board may not act in both capacities.	Delete this article.
152.	Article 119 The main duties and responsibilities of the secretary to the board of directors include: (1) to assist directors in dealing with daily matters of the board of directors, continuously provide, remind and ensure directors and the president, etc. be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning corporate governance, and assist directors and the president in practically complying with domestic and foreign laws, regulations, these Articles of Association and other regulations when performing their duties and powers;	**Article 75** The secretary to the board shall be responsible for assisting the board of directors in promoting the Company's corporate governance, and the main duties include: (1) to assist directors to deal with the daily matters of the board of directors, continuously provide, remind and ensure directors and senior management, etc. to be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning the governance of the Company, and assist directors and senior management in complying with the Relevant Regulatory Rules and these Articles of Association when performing their duties and powers and fulfilling their commitments;

No.	Original Article	Amended Article
	(2) to be responsible for the organization and preparation of the documents of the board of directors and shareholders' general meeting, prepare the meeting minutes, ensure the meeting resolutions complying with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors; (3) to ensure that the Company has complete organization documents and records; (4) to ensure that the Company legally prepares and submits reports and documents as required by the regulatory authorities; (5) to ensure that the register of shareholders of the Company is properly established and that the persons who have the right of access to the relevant documents and records of the Company can obtain the same in a timely manner; (6) to be responsible for the organization and coordination of information disclosure, to ensure a timely, accurate, lawful, true and complete disclosure of information, to coordinate the relationship with the investors, and to enhance the transparency of the Company; (7) to participate in and organize the financing in capital market; (8) to deal with the relationships with the intermediary organs, regulatory authorities and the media.	(2) to be responsible for the preparation and retention of general meeting and board meeting document, the retention of shareholder information documents, the meeting record work, ensure the decision-making of the meetings in conformity with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors; (3) to ensure that the Company has complete organization documents and records; (4) to ensure that the Company legally prepares and submits reports and documents as required by the regulatory authorities; (5) to ensure that the register of shareholders of the Company is properly established and that the persons who have the right of access to the relevant documents and records of the Company can obtain the same in a timely manner; (6) to be responsible for the organization and coordination of information disclosure, and urging the Company and relevant information disclosure obligors to comply with relevant information disclosure rules, to ensure a true, accurate, complete, timely and fair disclosure of information; (7) to be responsible for investor relations management, coordinating information communication between the Company and securities regulatory authorities, investors and de facto controllers, intermediaries, relevant media and others; (8) to participate in and organize the financing in capital market; (9) to perform other duties stipulated by the Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
153.	Article 120 The secretary to the board of directors shall discharge his duties diligently according to laws, administrative rules, regulations of the competent authorities and these Articles of Association. The secretary to the board of directors shall assist the Company in complying with the relevant PRC laws and regulations of the securities regulatory authorities of the place where the Company's shares are listed.	Delete this article.
154.	**CHAPTER 13 GENERAL COUNSEL**	**CHAPTER 11 GENERAL COUNSEL**
155.	Article 125 The Company shall adhere to the rule of law in corporate governance, and strives to build a law-abiding enterprise with sound governance, operational compliance, management discipline, law-abiding and integrity. The audit committee of the board of directors shall be responsible for advancing and guiding the establishment of the Company's rule of law and compliance management.	**Article 76** The Company shall adhere to the rule of law in corporate governance, and strives to build a law-abiding enterprise with sound governance, operational compliance, management discipline, law-abiding and integrity. The audit committee of the board of directors shall be responsible for advancing and guiding the establishment of the Company's rule of law and compliance management.
156.	Article 126 The Company shall have the general counsel. The general counsel shall play the role of legal review in operation management, promoting the establishment of the Company's rule of law and compliance management. The general counsel, a member of the senior management personnel of the Company, shall be nominated by the president and appointed or removed by the board of directors.	**Article 77** The Company shall have the general counsel. The general counsel shall play the role of legal review in operation management, promoting the establishment of the Company's rule of law and compliance management. The general counsel, a member of the senior management personnel of the Company, shall be nominated by the president and appointed or removed by the board of directors.
157.	Article 127 The general counsel shall attend any board meeting that involves legal affairs to be considered and provide legal advice.	**Article 78** The general counsel shall attend any board meeting that involves legal affairs to be considered and provide legal advice.
158.	**CHAPTER 14 SUPERVISORY COMMITTEE**	Delete the title.

No.	Original Article	Amended Article
159.	Article 128 The Company shall have a supervisory committee which is accountable to the shareholders' general meetings. The supervisory committee shall consist of five to nine supervisors, including at least one third of employee representative supervisors. The non-employee representative supervisors shall be elected and dismissed through the meetings of shareholders. Employee representative supervisors shall be elected and dismissed through the employee representatives meetings, employee meetings or through other forms of democratic election. Each supervisor shall serve for a term of three years, which term is renewable upon re-election. If a supervisor is not re-elected in time upon expiry of his term of office, or if the number of supervisors falls below the quorum due to a supervisor's resignation during his term of office, the original supervisor shall perform his duties as a supervisor in accordance with the laws, administrative regulations and the provisions of these Articles of Association, until a newly elected supervisor assumes office.	Delete this article.

No.	Original Article	Amended Article
160.	Article 129 The supervisory committee shall have one chairman, and may have a vice chairman, both of whom shall be supervisors. The election or removal of the chairman and vice chairman of the supervisory committee shall be determined by two-thirds or more of the members of the supervisory committee. The chairman of the supervisory committee shall convene and preside over the meetings. In the event that the chairman is unable to or fails to perform such duties, the vice chairman of the supervisory committee shall convene and preside over such meetings; if the vice chairman is unable to or fails to perform such duties, more than one half of the supervisors shall jointly recommend a supervisor, who shall convene and preside over the meetings.	Delete this article.
161.	Article 130 If necessary, the supervisory committee may establish its offices responsible for daily affairs of the supervisory committee.	Delete this article.
162.	Article 131 A director and senior management personnel may not act concurrently as a supervisor.	Delete this article.
163.	Article 132 The list of non-employee representative supervisors shall be submitted to the shareholders' general meeting in the form of proposal for approval. The board of directors shall announce the resume and basic profile of the candidate supervisors to the shareholders.	Delete this article.

No.	Original Article	Amended Article
164.	Article 133 The non-employee representative supervisors shall be elected in the following manner: (1) the nominator of a candidate for a supervisor shall seek the consent of the nominee, find out the occupation, academic qualification, positions and detailed working experience including all part-time positions of the nominee and provide written proofs of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a supervisor's duties after being elected. (2) If the nomination of a candidate for a supervisor is made before the Company's convening of a supervisor meeting, the written proofs of the nominee referred to in sub-paragraphs (1) above shall be disclosed together with the resolution of the supervisor committee or the notice of the shareholders' general meeting. (3) If the shareholders who have the rights to nominate nominates in a shareholders' meeting of the Company a candidate for a supervisor, a written notice stating their intention to nominate a candidate for a supervisor and the nominee's consent to be nominated together with the written proofs and undertaking of the nominee referred to in sub-paragraph (1) above shall be delivered to the Company ten days before the general meeting.	Delete this article.

No.	Original Article	Amended Article
165.	Article 134 The supervisory committee shall convene at least two regular meetings every year. Where it is deemed necessary by the chairman of the supervisory committee or where other supervisors propose, the chairman shall convene extraordinary meetings of the supervisory committee. The meeting of the supervisory committee shall be called by the chairman. Notices and other documents in relation to the meetings shall be delivered to all supervisors ten days before the meetings. Notices and other documents in relation to extraordinary meetings of the supervisory committee shall be delivered within a reasonable time before the meetings.	Delete this article.
166.	Article 135 The meeting of the supervisory committee shall only be held when two-thirds or more of the members of the supervisory committee attend.	Delete this article.
167.	Article 136 The supervisory committee shall exercise the following functions and powers in accordance with law: (1) to review the Company's financial position; (2) to supervise the directors, senior management personnel to ensure that they do not act in contravention of any law, regulation or these Articles of Association, and to advise on dismissal of directors or senior management personnel who are in breach of laws, administrative rules, these Articles of Association or resolutions of the shareholders' general meetings; (3) to demand the directors or the senior management personnel to rectify their error if they have acted in a harmful manner to the Company's interest;	Delete this article.

No.	Original Article	Amended Article
	(4) to check and inspect the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' general meetings, and to engage, in the Company's name, certified public accountants and practicing auditors to assist in the review on such information should any doubt arise in respect thereof; (5) to make proposals in a shareholders' general meeting; (6) to propose to convene an EGM, where the board of directors fails to perform the duties in relation to convene or chair a shareholders' general meeting as required by the Company Laws, to convene and chair the shareholders' general meeting; (7) to propose to convene an extraordinary board meeting; (8) to represent the Company in negotiations with or in bringing actions against a director or a senior management personnel; (9) to investigate into any abnormalities in operation of the Company; if necessary, to engage accounting firms, law firms and other professional institutions to assist its work, and the expenses shall be borne by the Company; (10) other duties and powers as specified in these Articles of Association. Supervisors attend board meetings and may raise queries or make proposals on matters of board resolutions.	

No.	Original Article	Amended Article
168.	Article 137 The supervisory committee may require the directors, senior management personnel, internal and external auditors to attend supervisors' meetings and answer any question that the supervisory committee may have regarding matter it cares about.	Delete this article.
169.	Article 138 Resolutions of the supervisory committee shall be passed by the affirmative vote of more than two-thirds of all of its members.	Delete this article.
170.	Article 139 Records shall be made for all supervisors' meetings and be signed by all attending supervisors and the recording person.	Delete this article.
171.	Article 140 All reasonable fees incurred in respect of the engagement of professionals (such as, lawyers, certified public accountants or practicing auditors) which are required by the supervisory committee in the exercise of its functions and powers shall be borne by the Company.	Delete this article.
172.	Article 141 A supervisor shall carry out his duties faithfully in accordance with laws, administrative regulations and these Articles of Association.	Delete this article.
173.	**CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT OF THE COMPANY**	**CHAPTER 12 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SENIOR MANAGEMENT OF THE COMPANY**
174.	Article 142 A person may not serve as a director or a senior management personnel of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct;	**Article 79** A person may not serve as a director and senior management of the Company if any of the following circumstances apply: (1) a person who does not have or who has limited capacity for civil conduct;

No.	Original Article	Amended Article
	(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and not more than five years have lapsed since the sentence was served or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license; (5) a person who has a relatively large amount of debts which have become due and outstanding;	(2) a person who has been found guilty of corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the socialist economic order, or a person who has been deprived of his political rights and less than 5 years have lapsed since the sentence was served, or who has been declared to be under suspension of sentence, where less than 2 years have elapsed since the end of the period of suspension of sentence; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business license of which was revoked or which was ordered to close down due to violation of law and who was personally liable therefor, where less than 3 years have elapsed since the date of the cancellation of the business license or the making of the order to close down of such company or enterprise;

No.	Original Article	Amended Article
	(6) a person who is currently under investigation by the judicial authorities for violation of criminal law; (7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise; (8) a person other than a natural person; (9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction; (10) other circumstances which are applicable according to laws and administrative regulations, or regulations of the competent authorities. The election of directors, supervisors or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management personnel during their term of office, the Company shall remove them from their position.	(5) a person who has been listed as a defaulter by the People's Court due to having a relatively large amount of debts which have become due and outstanding; (6) a person who has been subject to securities market entry restrictions by the securities regulatory authority in the jurisdiction where the company's shares are listed, or who has been deemed unsuitable to serve as directors or senior management of a listed company, and the prohibition has still not been uplifted; (7) other circumstances which are applicable according to relevant regulatory rules. The election of directors or the engagement of senior management in contravention to the provisions under this Article shall be null and void. Upon any contravention of this Article above by the directors or senior management during their term of office, the Company shall remove them from their positions.
175.	Article 143 The validity of an act carried out by a director, a supervisor, a senior management personnel of the Company on behalf of the Company shall, as against a bona fide third party, not be affected by any irregularity in his office, election or any defect in his qualification.	Delete this article.

No.	Original Article	Amended Article
176.	Article 144 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, supervisors and senior management personnel owes a duty to each shareholder, in the exercise of the duties and powers which the Company has entrusted to him: (1) not to procure the Company to do anything ultra vires to the scope of business as stipulated in its business licence; (2) to act honestly and in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (without limitation to) usurpation of opportunities which may benefit the Company; (4) not to deprive of the individual interest of shareholders, including (without limitation to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders in general meeting for approval in accordance with these Articles of Association.	Delete this article.
177.	Article 145 Each of the Company's directors, supervisors, and senior management personnel owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Delete this article.

No.	Original Article	Amended Article
178.	Article 146 Each of the Company's directors, supervisors, and senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation to) discharging of the following obligations: (1) to act bona fide in the best interests of the Company; (2) to act within the scope of his powers and not to exceed such powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to transfer the power to exercise his discretion to others; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting; (7) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property in any way, including (but not limited to) opportunities which benefit the Company;	**Article 80** Directors and senior management shall comply with Relevant Regulatory Rules and these Articles of Association and shall have a fiduciary obligation to the Company, take measures to avoid any conflict of interest with the Company and not utilize their positions to seek undue benefits. Directors and senior management shall fulfill the following fiduciary obligations: (1) not to encroach upon the Company property or embezzle the Company's funds; (2) not to deposit the funds of the Company in an account opened under their personal names or any other names; (3) not to use the authority to take bribes or solicit other illegal incomes; (4) not to directly or indirectly sign any contract or deal with the Company before reporting to the board of directors or the general meeting and passing the resolution at the board meeting or the general meeting in accordance with the provisions of these Articles of Association; (5) not to capitalize on their positions to seek for themselves or others any business opportunity that belongs to the Company, unless reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of these Articles of Association; (6) not to operate the same business as the Company for themselves or for others without reporting to the board of directors or the general meeting and passing a resolution at the general meeting;

No.	Original Article	Amended Article
	(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting; (9) to comply with these Articles of Association, to perform his duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests; (10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting; (11) not to misappropriate the Company's funds or to lend such funds to any other person, not to use the Company's assets to set up deposit accounts in his own name or in the any other name or to use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities; (12) not to divulge any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, unless disclosure of such information to the court or other governmental authorities is made in the following circumstances: 1. disclosure is required by law; 2. public interests so require; 3. the interests of the relevant director, supervisor, or senior management personnel so requires.	(7) not to misappropriate commissions derived from others for transactions entered into by the Company; (8) not to disclose confidential information of the Company without permission; (9) not to abuse his connection relationship with the Company to jeopardize the interests of the Company; (10) other fiduciary obligations as required by the Relevant Regulatory Rules and these Articles of Association. Any income obtained by the directors or senior management as a result of a violation of this Article shall be owned by the Company. If the Company suffers any loss as a result, the directors shall be held liable accordingly. The provisions in item (4) of the second paragraph of this Article shall apply to contracts or transactions entered into by close relatives of directors or the senior management, enterprises directly or indirectly controlled by directors or the senior management or their close relatives, and associates with whom directors or the senior management have other related relationships.

No.	Original Article	Amended Article
179.	Article 147 Each director, supervisor, senior management personnel of the Company shall not direct the following persons or institutions ("associates") to act in a manner which a director, supervisor or senior management personnel is prohibited from so acting: (1) the spouse or minor children of the director, supervisor, or senior management personnel of the Company; (2) the trustee of the director, supervisor, senior management personnel or trustee of any person described in sub-paragraph (1) above; (3) partners of directors, supervisors, senior management personnel or any person referred to in sub-paragraphs (1) and (2) of this Article; (4) a company in which a director, supervisor, senior management personnel, whether alone or jointly with one or more of the persons referred to in sub-paragraphs (l), (2) and (3) of this Article and other directors, supervisors, senior management personnel, has de facto controlling interest; (5) the directors, supervisors and senior management of a company which is being controlled in the manner set out in sub-paragraph (4) above.	Delete this article.

No.	Original Article	Amended Article
180.	Article 148 The duty of a director, supervisor, and the senior management personnel to act in good faith does not necessarily terminate on the expiration of their term of office. His duty of confidentiality in respect of trade secrets of the Company survives the termination of his tenure until the same has become open information. Other duties may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the termination and the act concerned and on the circumstances and the terms under which the relationship with the Company was terminated.	**Article 81** The fiduciary duty of a director and the senior management to the Company and its shareholders shall not be automatically discharged upon expiry of their term of office, it may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the termination and the act concerned and on the circumstances and the terms under which the relationship between the relevant director and the senior officer on one hand and the Company on the other hand was terminated. The responsibilities to be borne by directors and senior management for performing their duties during their tenure of office shall not be exempted or terminated by their departure. Public commitments made by directors and senior management during their tenure of office shall continue to be fulfilled regardless of the reasons for their departure. If a public commitment has not been fulfilled by the time of departure, the departing personnel shall submit a written explanation before departure, clarifying the specific unfulfilled commitments, the estimated completion time, and the subsequent fulfillment plan. The Company shall take appropriate measures to urge the departing personnel to fulfill their commitments when necessary. After the departure of directors and senior management, their obligation to keep the Company's trade secrets shall remain effective after the end of their tenure until such secrets become public information.
181.	/	**Article 82** Without the lawful authorization of these Articles of Association or the board of directors, a director of the Company may not act personally on behalf of the Company or the board of directors. If he/she acts personally, he/she shall declare his/her own position and identity in advance where the acting would cause a third party to believe reasonably that he/she is acting on behalf of the Company or the board of directors.

No.	Original Article	Amended Article
182.	/	**Article 83** The directors and senior management shall abide by Relevant Regulatory Rules and the provisions of these Articles of Association, and shall fulfill the duty of diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company. The directors and senior management shall bear the following obligations to the Company: (1) in line with the national laws, administrative rules as well as the various requirements of the national economic policies, exercise meticulously, gravely and assiduously the rights authorized by the Company so as to ensure the Company's business act in compliance with national laws, administrative regulations and all national economic policies and within the scope prescribed in the business license; (2) give equal treatment to all the shareholders; (3) investigate the performance of the Company; (4) report regularly to the Company and signing confirmation opinion in writing to ensure the sincerity, preciseness and integrity of the information revealed by the Company; (5) provide genuinely the relevant information and material to the audit committee, and not impede the audit committee to exercise its functions and powers; (6) other obligations prescribed in Relevant Regulatory Rules and these Articles of Association.

No.	Original Article	Amended Article
183.	Article 149 A director, supervisor or senior management personnel of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting, save under the circumstances of Article 51 hereof.	Delete this article.
184.	Article 150 Where a director, supervisor or senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his service contract with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors. A director shall not vote on any resolution of the board of directors in relation to any contract, transaction, arrangement or proposal in which he or any of his associates (as defined in the Listing Rules) is materially interested, and shall not be included in the quorum of the relevant meeting, unless otherwise permitted under the Listing Rules or by the Hong Kong Stock Exchange.	Delete this article.

No.	Original Article	Amended Article
	Unless the interested director, supervisor, senior management personnel discloses his interests in accordance with the first paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the director, supervisor, or senior management personnel is not counted as part of the quorum and refrains from voting the Company shall have the right to cancel such contract, transaction or arrangement except as against a bona fide party who does not have notice of the breach of duty by the interested director, supervisor or senior management personnel. A director, supervisor or senior management personnel of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.	
185.	Article 151 Where a director, supervisor or senior management personnel of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.	Delete this article.
186.	Article 152 The Company shall not pay taxes for or on behalf of a director, supervisor or senior management personnel in any manner.	Delete this article.

No.	Original Article	Amended Article
187.	Article 153 The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director, supervisor or senior management personnel of the Company or its holding company or any of their respective associates. The foregoing prohibition shall not apply to the following circumstances: (1) provision of a loan or guarantee for a loan by the Company to its subsidiary; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or other payment to its directors, supervisors, senior management personnel to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of service contracts approved by the shareholders in general meetings; (3) if the ordinary course of business of the Company includes providing loans or guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to a director, supervisor, senior management personnel or his associates in the ordinary course of its business on normal commercial terms.	Delete this article.
188.	Article 154 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms and conditions of the loan, forthwith repay such funds.	Delete this article.

No.	Original Article	Amended Article
189.	Article 155 A guarantee for the repayment of a loan which has been provided by the Company acting in breach of the first paragraph of Article 150 shall not be enforceable against the Company, save in respect of the following circumstances: (1) the guarantee was provided in connection with a loan which was made to an associate of a director, supervisor, and senior management personnel of the Company or the Company's parent company and the lender of such funds was not aware of the relevant circumstances when making the loan; (2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.	Delete this article.
190.	Article 156 For the purposes of the foregoing provisions of this Chapter, a "guarantee" includes an undertaking or property provided to secure the obligor's performance of his obligations.	Delete this article.

No.	Original Article	Amended Article
191.	Article 157 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor or senior management personnel of the Company breaches the duties which he owes to the Company, the Company has a right: (1) to demand such a director, supervisor or senior management personnel to compensate the Company for its losses sustained as a result of such breach; (2) to rescind any contract or transaction which has been entered into between the Company and such a director, supervisor or senior management personnel or entered into between the Company and a third party (where such third party knew or should have known that such a director, supervisor or senior management personnel representing the Company has breached his duties owed to the Company); (3) to demand such a director, supervisor or senior management personnel to surrender the gains made as result of the breach of his obligations; (4) to recover any monies which should have been received by the Company and which were received by such a director, supervisor or senior management personnel instead, including (without limitation to) commissions; (5) to demand repayment of interest earned or which may have been earned by a director, supervisor or senior management personnel on money that should have been paid to the Company.	Delete this article.

No.	Original Article	Amended Article
192.	Article 158 If a director, supervisor or a senior management personnel has violated the law, administrative rules, regulations of the competent authorities or these Articles of Association in performing his duties thereby causing losses to the Company, he shall be liable for compensation.	**Article 84** The Company shall be obligated to compensate the loss caused to others by a director and the senior management during the course of performing their duties, and the director and the senior management shall also be obligated to compensate such loss caused intentionally or by material default. If a director or senior management has violated Relevant Regulatory Rules or these Articles of Association in discharging his duties thereby causing losses to the Company, he/she shall be liable for compensation.
193.	Article 159 The Company shall enter into written contract with a director or supervisor in relation to emoluments, which shall be approved in advance by the shareholders in a general meeting. The aforesaid emoluments include: (1) emoluments in respect of his service as director, supervisor, or senior management personnel of the Company; (2) emoluments in respect of his service as a director, supervisor or senior management personnel of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries; (4) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. No proceedings may be brought by a director or supervisor against the Company for anything due to him except pursuant to the preceding contracts.	**Article 85** The Company shall enter into written contract with a director in relation to the rights and duties of the Company and the director, emoluments and term of office of the director, liability of the director for breach of law, regulations and these Articles of Association and compensation for early termination of the contract, obligations and liability of directors after the resignation, etc.

No.	Original Article	Amended Article
194.	Article 160 The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment for his loss of office or retirement. For the purposes of this paragraph, the acquisition of the Company includes any of the following: (1) an acquisition offer made by any person to the general body of shareholders; (2) an acquisition offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning of Article 52 hereof. If the relevant director or supervisor does not comply with this Article, any payment so received by him shall belong to those persons who have sold their shares as a result of the aforementioned offer. The expenses incurred in distributing such payment on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be deducted from such payment.	Delete this article.
195.	**CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING**	**CHAPTER 13 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING**
196.	Article 161 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and PRC enterprise accounting standards formulated by the finance regulatory department of the State Council.	**Article 86** The Company shall establish its financial and accounting systems in accordance with the Relevant Regulatory Rules.

No.	Original Article	Amended Article
197.	Article 162 The fiscal year of the Company shall adopt the calendar year, i.e. starting from the 1 January of every calendar year and ending on 31 December of every calendar year. The Company shall adopt Renminbi as its denominated currency for booking and accounting purposes, the account books shall be recorded in Chinese. At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in a manner prescribed by law.	**Article 87** The fiscal year of the Company shall adopt the calendar year, i.e. starting from the 1 January of every calendar year and ending on 31 December of every calendar year. The Company shall adopt Renminbi as its denominated currency for booking and accounting purposes, the account books shall be recorded in Chinese. At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by an accounting firm according to the law.
198.	Article 163 The board of directors of the Company shall submit to the shareholders at every AGM such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.	Delete this article.
199.	Article 164 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every shareholders' annual general meeting. Each shareholder of the Company shall be entitled to have a copy of the financial reports referred to in this Chapter. The Company shall deliver or send to each shareholder of Overseas-Listed Foreign-Invested Shares by way of the methods provided in these Articles of Association or by prepaid mail at the address registered in the register of shareholders the aforementioned reports no later than 21 days prior to the date of every annual general meeting of the shareholders.	**Article 88** The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general meeting.

No.	Original Article	Amended Article
200.	Article 165 The financial statements of the Company shall, in addition to being prepared in accordance with PRC enterprise accounting standards and regulations, be prepared in accordance with international accounting standards, or the accounting standards of the place overseas where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. In distributing its profits after tax for the relevant fiscal year, the lower of the two amounts shown in the financial statements shall be adopted.	**Article 89** The financial report of the Company shall, in addition to being prepared in accordance with PRC enterprise accounting standards and regulations, be prepared in accordance with international accounting standards, or the accounting standards of the place overseas where the Company's shares are listed. If there is any material difference between the financial reports prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes to the financial reports. In distributing its profits after tax for the relevant fiscal year, the lower of the two amounts shown in the financial reports shall be adopted.
201.	Article 166 Any interim results of operation or financial information published or disclosed by the Company shall also be prepared in accordance with PRC enterprise accounting standards and regulations, and also in accordance with international accounting standards or the accounting standards of the place overseas where the Company's shares are listed.	Delete this article.
202.	Article 167 The Company shall publish its financial reports twice in each fiscal year, that is, the interim financial report shall be published within 60 days after the end of the first six months of each fiscal year; and the annual financial report shall be published within 120 days after the end of each fiscal year.	**Article 90** The Company shall publish its financial reports twice in each fiscal year, that is, the interim financial report shall be published within 3 months after the end of the first 6 months of each fiscal year; and the annual financial report shall be published within 4 months after the end of each fiscal year.
203.	Article 168 The Company shall not keep accounts other than those required by law. Assets of the Company will not be deposited into any account opened in the name of an individual.	**Article 91** The Company shall not keep accounts other than those required by law. Cash of the Company will not be deposited into any account opened in the name of an individual.

No.	Original Article	Amended Article
204.	Article 169 When distributing the after-tax profits for the current year, the Company shall allocate ten percent of its profits to the statutory common reserve fund. In the event that the accumulated statutory common reserve fund of the Company has reached 50 percent or more of the registered capital of the Company, no allocation will be required. In the event that the statutory common reserve fund of the Company is insufficient to offset the losses of the Company on the previous year, before allocating the statutory common reserve fund in accordance with the stipulations of the previous paragraph, the Company shall first offset the losses by using the profits of the current year. After allocating the statutory common reserve fund from the after-tax profits of the Company, the Company can allocate the discretionary reserve fund according to the resolution of shareholder's general meeting. The profits distributable to the shareholders for the current year, upon the approval in the shareholders' general meeting, shall be distributed in accordance with the proportion of shares held by the shareholders.	**Article 92** When distributing the after-tax profits for the current year, the Company shall allocate 10% of its profits to the statutory common reserve fund. In the event that the accumulated statutory common reserve fund of the Company has reached 50% or more of the registered capital of the Company, no allocation will be required. In the event that the statutory common reserve fund of the Company is insufficient to offset the losses of the Company on the previous year, before allocating the statutory common reserve fund in accordance with the stipulations of the previous paragraph, the Company shall first offset the losses by using the profits of the current year. After allocating the statutory common reserve fund from the after-tax profits of the Company, the Company can allocate the discretionary reserve fund according to the resolution of general meeting. After offsetting the losses and appropriation to statutory reserve fund, the remaining after-tax profits shall be distributed in accordance with the proportion of shares held by the shareholders.
205.	Article 170 Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company. The Company's shares held by the Company itself shall not participate in the profit distribution.	**Article 93** Where a general meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in breach of the regulations to the Company; where such violation causes losses to the Company, the shareholders and the liable directors and senior management shall bear liability for compensation. The Company's shares held by the Company itself shall not participate in the profit distribution.

No.	Original Article	Amended Article
206.	Article 171 Capital common reserve fund includes the following items: (1) premium on shares issued at a premium price; (2) any other income designated for the capital common reserve fund by the regulations of the finance regulatory department of the State Council.	**Article 94** Capital reserve fund includes the following items: (1) premium on shares issued at a premium price; (2) the amount of proceeds from the issuance of no-par value shares not credited to registered capital; (3) any other items designated for the capital reserve fund by the regulations of the finance department of the State Council.
207.	Article 172 The reserve fund of the Company shall be applied for offsetting the losses, expansion of production and operation, or being converted to increase the registered capital of the Company. However, the capital common reserve fund of the Company shall not be used to offset loss of the Company. When the statutory common reserve fund is converted into capital of the Company, the balance of the statutory common reserve fund may not fall below 25 percent of the Company's registered capital prior to such conversions.	**Article 95** The reserve fund of the Company shall be applied for offsetting the losses, expansion of production and operation, or being converted to increase the registered capital of the Company. If the Company utilizes its reserves to offset losses, it shall be based on the audited individual financial statements for the preceding year of the Company and to the extent of offsetting the negative undistributed profits as at the end of the period to zero. The discretionary reserves and the statutory reserves shall be used first in sequence. Should these reserves be insufficient to offset the losses, the capital reserves can be utilized in accordance with regulations. When the statutory common reserve fund is converted to capital of the Company, the balance of the statutory common reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.

No.	Original Article	Amended Article
208.	Article 173 Profits Distribution (1) The Company shall comply with the requirements of relevant laws and regulations of the Company Law, highly values the reasonable investment return to investors and ensure the continuity and stability of the profits distribution policy of the Company. (2) The Company can distribute dividends in the following manner: cash, shares, or other means permitted by laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Company's shares are listed. (3) The profits distributed by the Company in the form of cash each year shall be no less than 30% of the net profits attributable to the Company's shareholders in the year, under the circumstances that there are net profits attributable to the Company's shareholders and accumulated undistributable profits, and that the Company's investment plan and cash expenses can be satisfied. In case of force majeure such as war and natural disasters, or changes to the Company's external operating environment which results in a material impact on its production and business, or relatively significant changes to the Company's asset, business of financial position, the Company may adjust the aforementioned profits distribution ratio. (4) The profits of the Company can be distributed twice a year. The final profits shall be determined by ordinary resolution at the general meeting, while the interim profits can be determined by the Board as authorized by the ordinary resolution obtained at the general meeting. Except otherwise specified in laws and administrative rules, the half-year distributable dividends shall not exceed 50% of the current net profits of the Company for the relevant half-year.	**Article 96** Profits Distribution (1) The Company shall comply with the requirements of relevant laws and regulations of the Company Law, highly values the reasonable investment return to investors and ensure the continuity and stability of the profits distribution policy of the Company. (2) The Company can distribute dividends in the following manner: cash, shares, or other means permitted by laws, administrative rules, regulations of competent authorities and regulatory provisions in the place where the Company's shares are listed. (3) The profits distributed by the Company in the form of cash each year shall be no less than 30% of the net profits attributable to the Company's shareholders in the year, under the circumstances that there are net profits attributable to the Company's shareholders and accumulated undistributable profits, and that the Company's investment plan and cash expenses can be satisfied. In case of force majeure such as war and natural disasters, or changes to the Company's external operating environment which results in a material impact on its production and business, or relatively significant changes to the Company's asset, business of financial position, the Company can adjust the aforementioned profits distribution ratio. In addition to the annual final dividend, the Company can make interim profit distribution or at other time as determined by the board of directors. (4) Unless otherwise resolved by the general meeting, the board of directors can determine to distribute interim or other dividend.

No.	Original Article	Amended Article
209.	Article 174 The Company shall pay cash dividends and other payments which are payable to holders of Domestic-Invested Shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of Overseas-Listed Foreign-Invested Shares in Renminbi, and shall make such payments in foreign currencies. As for the foreign currency needed by the Company for payment of cash dividends and other payments which are payable to the holders of the Overseas-Listed Foreign-Invested Shares, it shall be handled in accordance with any related national regulations on foreign exchange control. Any amount paid up in advance of calls on any shares may carry interest but the holder of such shares shall not be entitled to participate in respect thereof in a subsequent dividend declaration.	**Article 97** The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of shares in RMB, and shall pay such amounts to the holders of shares in accordance with the Relevant Regulatory Rules.
210.	/	**Article 98** Unless otherwise provided by the relevant laws and administrative regulations, as regards dividends and other amounts payable in Hong Kong dollars, the applicable exchange rate shall be the average of the last published daily reference exchange rates by the China Foreign Exchange Trade System during the 5 working days prior to the announcement of payment of dividend and other amounts.
211.	Article 175 In the event of distributing the dividends to shareholders of the Company, the payable taxes on the dividend incomes of the shareholders shall be withdrawn in accordance with the requirements of Taxation Law of China based on distributed amount.	**Article 99** In the event of distributing the dividends to shareholders of the Company, the payable taxes on the dividend incomes of the shareholders shall be withdrawn in accordance with the requirements of Taxation Law of China based on distributed amount.

No.	Original Article	Amended Article
212.	Article 176 The Company shall appoint receiving agents for holders of the Overseas-Listed Foreign-Invested Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas-Listed Foreign-Invested Shares on such shareholders' behalf. The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place where the Company's shares are listed or the relevant regulations of such stock exchange. The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong. In respect of dividends distributed to shareholders, the Company, subject to the requirements of the relevant stock exchanges, has the power to forfeit unclaimed dividends but such power shall not be exercised until the expiration of relevant period. When permitted by laws, the Company has the power to sell the shares of a shareholder who is not able to be contacted under the following circumstances: (1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (2) on expiry of such 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention.	**Article 100** The Company shall appoint receiving agents for holders of the H shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of H shares on such shareholders' behalf. The receiving agents appointed by the Company shall meet the relevant requirements of the Relevant Regulatory Rules. In respect of dividends distributed to shareholders, the Company, subject to the requirements of the relevant stock exchanges, has the power to forfeit unclaimed dividends but such power shall not be exercised until the expiration of relevant period. When permitted by laws, the Company has the power to sell the shares of a shareholder who is not able to be contacted under the following circumstances: (1) during a period of 12 years at least 3 dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (2) on expiry of such 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention.

No.	Original Article	Amended Article
213.	Article 177 The Company adopts the system of internal auditing and hires professional auditors to undertake internal auditing of the Company's operating activities and internal control.	**Article 101** The Company adopts the system of internal auditing and hires professional auditors to undertake internal auditing of the Company's operating activities and internal control.
214.	Article 178 The Company's internal auditing system and duties of the auditors shall be implemented after they have been approved by the board of directors. The person in charge of audit shall be responsible to and report to the board of directors.	**Article 102** The internal audit institution shall be responsible to the board of directors. The internal audit institution shall be subject to the supervision and guidance of the audit committee during the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information.
215.	**CHAPTER 17 APPOINTMENT OF ACCOUNTING FIRMS**	**CHAPTER 14 APPOINTMENT OF ACCOUNTING FIRMS**
216.	Article 179 The Company shall appoint an independent firm of accountants which is qualified under the relevant national regulations to audit the Company's annual financial report and review other financial reports of the Company. The first accounting firm of the Company may be appointed by the founders' meeting before the first shareholders' annual meeting. The term of appointment of the accounting firm shall terminate at the end of the first shareholders' annual meeting. If the founders' meeting does not exercise its duties and powers according to the aforementioned provisions, then the board of directors shall exercise its duties and powers.	**Article 103** The Company shall appoint an independent firm of accountants which is qualified under the relevant national regulations to audit the Company's annual financial report, with a term of 1 year, subject to renewal.
217.	Article 180 The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which it was appointed until the conclusion of the next annual general meeting of shareholders.	Delete this article.

No.	Original Article	Amended Article
218.	Article 184 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.	**Article 104** The appointment and removal of an accounting firm and the audit fees of the accounting firm shall be determined by the general meeting. The board of directors shall not appoint an accounting firm before the decision of the general meeting.
219.	Article 181 The accounting firm appointed by the Company shall be entitled to the following rights: (1) to review the books, records or vouchers of the Company at any time, the right to require the directors, supervisors, and senior management personnel of the Company to provide relevant information and explanations; (2) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of its duties as an accounting firm; (3) to attend to shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm.	**Article 105** The Company guarantees to provide the appointed accounting firm with true and complete accounting vouchers, accounting ledgers, financial accounting reports and other accounting information, and shall not refuse, conceal, or misrepresent them.
220.	Article 182 If there is a vacancy in the position of the accounting firm, the board of directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period when such a vacancy arises.	Delete this article.

No.	Original Article	Amended Article
221.	Article 183 The shareholders' general meeting may by ordinary resolution remove the accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. However, the right of the accounting firm in claiming for damages which arise from its removal shall not be affected thereby.	Delete this article.
222.	Article 185 The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council. Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, the following provisions shall apply: (1) A copy of the appointment or removal proposal shall be sent (before issue of the notice of shareholders' general meeting) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement.	Delete this article.

No.	Original Article	Amended Article
	(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures: (i) in any notice to shareholders for the resolution, state the fact of the representations having been made by the accounting firm leaving its post; and (ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles of Association. (3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be made at the shareholders' general meeting. (4) An accounting firm which is leaving its post shall be entitled to attend to the following shareholders' general meetings: (i) the general meeting at which its term of office would otherwise have expired; (ii) the general meeting at which it is proposed to fill the vacancy caused by its removal; and (iii) the general meeting which is convened as a result of its voluntary resignation. The accounting firm which is leaving its post has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.	

No.	Original Article	Amended Article
223.	Article 186 Prior notice of 15 days should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company. An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements: (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any such circumstances. Where a notice is deposited under the preceding sub-paragraph, the Company shall within 14 days send a copy of the notice to the relevant competent authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also deliver or send a copy of such statement by way of the methods provided in these Articles of Association or by prepaid mail to every shareholder of Overseas-Listed Foreign Shares at the address registered in the register of shareholders. Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.	Delete this article.

No.	Original Article	Amended Article
224.	**CHAPTER 18 EMPLOYEES**	**CHAPTER 15 EMPLOYEES**
225.	Article 187 In compliance with the State's laws and regulations, the Company shall establish a healthy and complete employee's management system and effectively develop and utilize human resources.	**Article 106** In compliance with the State's laws and regulations, the Company shall establish a healthy and complete employee's management system and effectively develop and utilize human resources.
226.	Article 188 Based on its business needs and subject to the Company's internal rules and regulations, the Company shall employ, dismiss or terminate employees labor contracts in its discretion within the scope stipulated by the State's laws and regulations.	**Article 107** Based on its business needs and subject to the Company's internal rules and regulations, the Company shall employ, dismiss or terminate employees labor contracts in its discretion within the scope stipulated by the State's laws and regulations.
227.	Article 189 Pursuant to the State's regulations and these Articles of Association, the Company shall establish the salary, insurance, benefits systems. In light of the economic and social development and business operations of the Company, the Company shall make endeavors to enhance the overall benefits for its employees, and improve their working conditions.	**Article 108** Pursuant to the State's regulations and these Articles of Association, the Company shall establish the salary, insurance, benefits systems. In light of the economic and social development and business operations of the Company, the Company shall make endeavors to enhance the overall benefits for its employees, and improve their working conditions.
228.	Article 190 Pursuant to the State's regulations, the Company shall develop an employees training system based on its business development and employees needs, to best pave the path for employees professional development.	**Article 109** Pursuant to the State's regulations, the Company shall develop an employees training system based on its business development and employees needs, to best pave the path for employees professional development.
229.	**CHAPTER 19 THE LABOR UNION**	**CHAPTER 16 THE LABOR UNION**
230.	Article 191 The employees of the Company shall duly organize the trade union, develop its event programs, and protect the employees' lawful rights. The Company shall provide necessary conditions for the trade union to carry out its activities.	**Article 110** The employees of the Company shall duly organize the trade union, develop its event programs, and protect the employees' lawful rights. The Company shall provide necessary conditions for the trade union to carry out its activities.

No.	Original Article	Amended Article
231.	**CHAPTER 20 MERGER AND DIVISION**	**CHAPTER 17 MERGER AND DIVISION**
232.	Article 192 The Company may carry out mergers or division in accordance with law. In the case of merger or division of the Company, the board of directors shall provide the proposal, and, upon approval in accordance with the procedures under these Articles of Association, deal with the relevant approval procedures pursuant to laws. The board of directors of the Company shall take necessary measures to protect the legitimate interests of the shareholders who object to the plan of merger or division. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent or delivered by mail or by way of the methods provided in these Articles of Association to holders of Overseas-Listed Foreign-Invested Shares.	Delete this article.

No.	Original Article	Amended Article
233.	Article 193 The merger of the Company can take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's merger resolution which is passed and shall publish a public notice in a newspaper within 30 days of the date of the Company's merger resolution. The creditor may, within 30 days as of its receipt of the notice or in case when no such notice is received within 45 days as of the date of the publication of notice in a newspaper, ask the Company for settling its debt or providing relevant guarantee.	**Article 111** The merger of the Company can take the form of either merger by absorption or merger by the establishment of a new company. In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution passed and shall publish a public notice in a newspaper satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System within 30 days from the date of the Company's merger resolution passed. The creditor may, within 30 days as of its acknowledgement or within 45 days as of the date of the above announcement, require the Company for repayment of the debt or providing corresponding guarantee.
234.	/	**Article 112** If the consideration paid for the merger does not exceed 10% of the Company's net assets, such merger does not need to be approved by shareholders at general meeting, unless otherwise stipulated by the Relevant Regulatory Rules and these Articles of Association. If the Company merges in accordance with the preceding paragraph without a resolution of the general meeting, such merger shall be approved by the board of directors.

No.	Original Article	Amended Article
235.	Article 194 Where there is a division of the Company, its assets shall be divided up accordingly. In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's division resolution which is passed and shall publish a public notice in a newspaper within 30 days of the date of the Company's division resolution.	**Article 113** Where there is a division of the Company, its assets shall be divided up correspondingly. In the event of division of the Company, the parties to such division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution passed and shall publish a public notice in a newspaper satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's division resolution passed.
236.	Article 195 After the merger, the rights against debtors and the indebtedness of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company. Debts of the Company prior to division shall be severally and jointly assumed by the companies which exist after the division, unless that otherwise a written agreement has been reached between the Company and the creditor upon debt retirement prior to division.	**Article 114** During the merger of the Company, the debts and liabilities of the merging parties shall be assumed by the surviving company or the newly established company. Debts incurred prior to the Company's division shall be jointly and severally assumed by the companies formed after the division except where the Company has reached a written agreement with creditors regarding debt repayment prior to the division.
237.	Article 196 The Company shall, in accordance with law, apply for change in its registration with the companies registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.	**Article 115** The Company shall, in accordance with law, apply for change in its registration with the companies registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.

No.	Original Article	Amended Article
238.	**CHAPTER 21 DISSOLUTION AND LIQUIDATION**	**CHAPTER 18 DISSOLUTION AND LIQUIDATION**
239.	Article 197 The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events: (1) a resolution regarding the dissolution is passed by shareholders at a general meeting; (2) dissolution is necessary due to a merger or division of the Company; (3) the Company is declared insolvent in accordance with law due to its failure to repay debts as they become due; (4) business license is revoked lawfully, its operation is ceased or canceled by the relevant authorities; (5) The Company is dissolved by the people's court as provided in Article 195 of these Articles of Association.	**Article 116** The Company shall be dissolved and liquidated upon the occurrence of any of the following grounds: (1) a resolution regarding the dissolution is passed by shareholders at a general meeting; (2) dissolution is necessary due to a merger or division of the Company; (3) business license is revoked lawfully and its operation is ceased or canceled by the relevant authorities; (4) where the Company encounters severe operation difficulties and its continuation would cause substantial losses to shareholders' interest and such difficulties cannot be resolved through other means, shareholders holding 10% or more of the voting rights can petition the People's Court to dissolve the Company. The dissolution will be effected upon the People's Court's ruling. Where the dissolution grounds specified in the preceding paragraph occurs, the Company shall disclose such grounds through the National Enterprise Credit Information Publicity System within 10 days.
240.	Article 198 The company meets with great difficulties in its operation and management and its continuation may incur great loss to the interest of the shareholders, it cannot be resolved by other means and the shareholders holding more than 10% of the voting share may petition to the people's court for its dissolution.	

No.	Original Article	Amended Article
241.	Article 199 Where the Company is dissolved under sub-paragraph (1), (4) or (5) of the preceding Article 194, a liquidation committee shall be set up within fifteen (15) days thereafter and commence the liquidation proceedings, and members of the liquidation committee of the Company shall be determined at the shareholders' or directors' general meetings. Where a liquidation committee is not established according to schedule, the creditor may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. Where the Company is dissolved under sub-paragraph (3) of the preceding Article 194, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed the liquidation.	**Article 117** Where the Company is dissolved under sub-paragraph (1), (3) or (4) of the first paragraph of Article 116 of these Articles of Association, it shall be liquidated. The directors shall be the liquidation obligors of the Company and shall form a liquidation committee to conduct liquidation within 15 days from the date of occurrence of the dissolution ground. The liquidation committee shall be composed of directors, unless otherwise resolved by a general meeting. Where a liquidation committee is not established according to schedule or no liquidation is conducted after the establishment of a liquidation committee, the interested parties may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. Where the liquidation obligors fail to perform their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

No.	Original Article	Amended Article
242.	Article 200 Where the board of directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders in a general meeting in relation to the liquidation of the Company, all duties and powers of the board of directors shall cease. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.	Delete this article.

No.	Original Article	Amended Article
243.	Article 201 The liquidation committee shall, within ten days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper. The creditors who have received the notice shall, within 30 days as of its receipt of the notice, and the creditors who fail to receive the notice shall within 45 days as of the date when the announcement was made, declare their creditor's right to the liquidation team. The creditor who declares the creditor's right shall state the relevant matter in relation to the debt and provide evidentiary materials. The liquidation committee shall register the creditors' rights. During liquidation period, the liquidation committee shall not settle any debt with the creditor.	**Article 118** The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish a public announcement in a newspaper satisfying the Relevant Regulatory Rules or in the National Enterprise Credit Information Publicity System. The creditors who have received the notice shall, within 30 days as of its acknowledgement of the receipt, and the creditors who fail to receive the notice shall within 45 days as of the date of the announcement declare their creditor's right to the liquidation committee. The creditor who declares the creditor's right shall state the relevant matter in relation to the debt and provide evidentiary materials. The liquidation committee shall register the creditors' rights. During liquidation period, the liquidation committee shall not settle any debt with the creditor.

No.	Original Article	Amended Article
244.	Article 202 During the liquidation period, the liquidation committee shall exercise the following functions and powers: (1) to categorize the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to deal with the surplus assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.	**Article 119** During the liquidation period, the liquidation committee shall exercise the following functions and powers: (1) to categorize the Company's assets and prepare a balance sheet and an inventory of assets respectively; (2) to notify the creditors or to publish public announcements; (3) to dispose of and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and taxes incurred during the liquidation proceedings; (5) to settle claims and debts; (6) to allocate the surplus assets remaining after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.

No.	Original Article	Amended Article
245.	Article 203 After it has categorized the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to the People's Court for confirmation. The remaining asset shall, after having paid the liquidation expense, salary of the staff, social insurance expense and the statutory compensation, the tax arrears and settled the Company's debt, be distributed in accordance with the proportion of shares held by the shareholders. The Company can, during the liquidation period, remain, but shall not carry out activities irrelevant to the liquidation. Before the Company's assets are distributed in accordance with the preceding provisions, they shall not be allocated to the shareholders.	**Article 120** After it has categorized the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to general meeting or to the People's Court for confirmation. The remaining asset shall, after having paid the liquidation expense, salary of the staff, social insurance expense and the statutory compensation, the tax arrears and settled the Company's debt, be distributed in accordance with the proportion of shares held by the shareholders. The Company can, during the liquidation period, remain, but shall not carry out activities irrelevant to the liquidation. Before the Company's assets are distributed in accordance with paragraph 2 of this Article, they shall not be allocated to the shareholders.
246.	Article 204 Where the Company is liquidated by reason of dissolution, upon completion of the categorization of the Company's assets and preparation of a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the People's Court in accordance with laws for a declaration of insolvency. After the Company is declared insolvent by a ruling of the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the People's Court. Where the Company is declared bankrupt according to law, it shall carry out bankruptcy liquidation according to the legal provisions concerning bankruptcy liquidation.	**Article 121** Upon completion of the categorization of the Company's assets and preparation a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall apply to the People's Court in accordance with laws for insolvency liquidation. Upon acceptance of the bankruptcy application by the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the bankruptcy administrator designated by the People's Court. Where the Company is declared bankrupt according to law, it shall carry out bankruptcy liquidation according to the legal provisions concerning bankruptcy liquidation.

No.	Original Article	Amended Article
247.	Article 205 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders' general meeting or the people's court, submit the documents referred to in the preceding paragraph to the companies registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.	**Article 122** Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the general meeting or the People's Court for confirmation and submitted to the company's registration authority to apply for cancellation of registration of the Company.
248.	Article 206 The members of the liquidation team shall be faithful to their duty and fulfill the liquidation obligation in accordance with the law. The members of the liquidation team shall not abuse their authority to accept bribery or other illegal income, nor embezzle the Company's assets. Where a member of the liquidation team causes significant loss to the Company by reason of wilful default or gross negligence, he shall bear the relevant compensation liability.	**Article 123** The member of the liquidation committee shall perform their liquidation duties and owe a fiduciary duty and a duty of diligence. Where the members of the liquidation committee neglect to perform their liquidation duties and cause losses to the Company, they shall bear compensation liability; where they cause losses to creditors due to intention or gross negligence, they shall bear compensation liability.
249.	**CHAPTER 22 PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**	**CHAPTER 19 PROCEDURES FOR AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**
250.	Article 207 The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and provisions in these Articles of Association.	Delete this article.

No.	Original Article	Amended Article
251.	Article 208 The Company shall amend these Articles of Association on the occurrence of any of the following events: (1) the Company Law or the relevant laws or administrative regulations are amended and these Articles of Association are in conflict with the amended laws or administrative regulations; (2) there is change to the Company which makes it not consistent with these Articles of Association; (3) it has been approved by the shareholders in a general meeting to amend these Articles of Association.	**Article 124** The Company will amend these Articles of Association on the occurrence of any of the following events: (1) the Company Law or the relevant laws or administrative regulations are amended and these Articles of Association are in conflict with the amended laws or administrative regulations; (2) there is change to the Company which makes it not consistent with these Articles of Association; (3) it has been approved by the shareholders in a general meeting to amend these Articles of Association.
252.	Article 209 Any amendment to these Articles of Association shall be made in the following manner: (1) The Board of directors formulate a proposal for amendment to these Articles of Association in accordance with these Articles of Association; (2) The foregoing proposal shall be notified to the shareholders and a shareholders' meeting shall be convened for voting; (3) The amendments shall be approved by a special resolution in a shareholders' general meeting. The board of directors shall amend these Articles of Association pursuant to the resolution of shareholders in a general meeting for amendment of these Articles of Association and the approval opinions of the competent authority.	**Article 125** Any amendment to these Articles of Association shall be made in the following manner: (1) The Board of directors formulate a proposal for amendment to these Articles of Association in accordance with these Articles of Association; (2) The foregoing proposal shall be notified to the shareholders and a general meeting shall be convened for voting; (3) The amendments shall be approved by a special resolution at a general meeting. The board of directors shall amend these Articles of Association pursuant to the resolution of the general meeting for amendment to these Articles of Association and the approval opinions of the competent authority.

No.	Original Article	Amended Article
253.	Article 210 Amendment of these Articles of Association involving the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council. If there is any change concerning the registration of the Company, application shall be made for change in registration in accordance with law.	**Article 126** If the amendments to these Articles of Association adopted by a resolution of the general meeting are required to be approved by the competent authorities, such amendments shall be submitted to the competent authorities for approval; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with law.
254.	**CHAPTER 23 NOTICE**	**CHAPTER 20 NOTICE AND ANNOUNCEMENT**
255.	Article 211 Notices, communications or any other written materials of the Company may be sent out by the following means: (1) by hand; (2) by post; (3) by fax or email; (4) by making announcements in the Company's website and the websites designated by Hong Kong Stock Exchange provided that doing so will be in compliance with laws, administrative regulations and listing rules of the place of listing; (5) by public announcements; (6) by other means as agreed between the recipient of the notice and the Company in advance or recognized by the recipient of the notice after receiving such notice; (7) other manners as recognized by securities regulatory authorities at the place where the Company's shares are listed or as provided in these Articles of Association.	**Article 127** Unless otherwise provided by these Articles and Association, subject to the Relevant Regulatory Rules and these Articles of Association, notices of the Company shall be issued in any of the following manner: (1) by hand; (2) by post; (3) by public announcement; (4) any other manner as recognized by securities regulatory institutions at the places where the Company's share are listed or as provided in these Articles of Association. If a notice of the Company is issued by public announcement, it shall be deemed received by relevant person once announced. Subject to the Relevant Regulatory Rules, the Company may dispatch or provide corporate communications required by the Hong Kong Stock Exchange via the Company's website, the Hong Kong Stock Exchange's website, or through electronic method.

No.	Original Article	Amended Article
	Whilst these Articles of Association may have otherwise provided for the delivery methods of any notice, communication or any other written material, the Company may publish its communications by the means specified in sub-paragraph (4) of this Article to replace the means of sending written documents to each holder of the Overseas-Listed Foreign-Invested Shares by hand or by prepaid mail provided that doing so will be in compliance with the relevant regulations of securities regulatory authorities in the places of listing. The said communications refer to any documents sent or to be sent by the Company to the shareholders for reference or taking action, including but not limited to report of the board of directors (together with balance sheet and income statement), annual report (including annual financial reports), interim report (including interim financial reports), listing documents, meeting notice, circulars, proxy forms and reply slips, etc.	
256.	Paragraph 2 of Article 213 Where a notice sent by the Company is made by way of an announcement, the notice shall be deemed as received by all relevant parties.	

No.	Original Article	Amended Article
257.	Article 212 When the Company is required to send, mail, pass, deliver, issue or provide relevant documents of the Company in both English and Chinese according to the relevant requirements of the securities regulatory authorities at the place where the Company's shares are listed, if the Company has made appropriate arrangement to ensure whether its shareholders expect to receive an English copy only or a Chinese copy only, the Company can (based on the intention clearly presented by its shareholders) send an English copy or Chinese copy only to relevant shareholders within the scope permitted by applicable laws and regulations and in accordance with such applicable laws and regulations.	**Article 128** When the Company is required to send, mail, pass, deliver, issue or provide relevant documents of the Company in both English and Chinese according to the relevant requirements of the securities regulatory authorities at the place where the Company's shares are listed, if the Company has made appropriate arrangement to ensure whether its shareholders expect to receive an English copy only or a Chinese copy only, the Company can (based on the intention clearly presented by its shareholders) send an English copy or Chinese copy only to relevant shareholders within the scope permitted by applicable laws and regulations and in accordance with such applicable laws and regulations.
258.	Paragraph 1 of Article 213 Where a notice from the Company is sent out by hand, to be signed or stamped by the recipient on the return receipt of delivery, the date of the recipient's signature shall be deemed to be the delivery date. Where the notice is sent out via post, the delivery date shall be forty-eight hours after such notice is delivered to the post office. Where the notice is sent out by fax or email or published on website, the delivery date shall be the date when the notice is sent out. Where the notice is sent out by public announcement, the delivery date shall be the first date of publication of such announcement provided that such announcement is published in newspapers or websites that meet relevant requirements.	**Article 129** If a notice of the Company is issued by hand delivery, the date when the recipient signed or stamped to acknowledge receipt of the same shall be regarded as the date of service. If a notice of the Company is sent by post, the 3rd business day from the date of its dispatch to the post office shall be the date of service. If a notice of the Company is issued by public announcement, the date of the first publication of the announcement shall be regarded as the date of service. If the notice of the Company is sent out in electronic form, the sending date is deemed as the date of service. Subject to the Relevant Regulatory Rules, if a notice of the Company is sent by way of announcement via a website, the date of service shall be the date of first publication on the website.

No.	Original Article	Amended Article
259.	Article 214 If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.	**Article 130** If a notice of meeting is accidentally failed to be sent to any person who is entitled to receive the same or that person has not received such a notice, it will not cause the meeting and any resolution made therein to be void.
260.	**CHAPTER 24** **RESOLUTION OF DISPUTES**	Delete the title.
261.	Article 215 The Company shall abide by the following principles for dispute resolution: (1) Whenever any disputes or claims arise between: holders of the Overseas-Listed Foreign-Invested Shares and the Company; holders of the Overseas-Listed Foreign-Invested Shares and the Company's directors, supervisors, senior management personnel; or holders of the Overseas-Listed Foreign-Invested Shares and holders of Domestic-Invested Shares, in respect of any disputes or claims in relation to the affairs of the Company arising as a result of any rights or obligations arising from these Articles of Association, the Company Law or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the Company's shareholders, directors, supervisors, or senior management personnel, comply with the decisions made in the arbitration. Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.	Delete this article.

No.	Original Article	Amended Article
	(2) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its Rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center. (3) If any disputes or claims of rights are referred to arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations. (4) The judgment of an arbitral body shall be final and conclusive and binding on all parties.	
262.	**CHAPTER 25 SUPPLEMENTARY**	**CHAPTER 21 SUPPLEMENTARY**
263.	Article 216 These Articles of Association are written in Chinese. Where versions in other languages or different versions have different interpretations or meanings, the latest verified Chinese version registered in the Company registration authority shall prevail.	**Article 131** These Articles of Association are written in Chinese. In the event of any discrepancy between other language versions and the Chinese version of these Articles of association or between different versions of these Articles of Association, the Chinese version of these Articles of Association most recently disclosed by the Company in accordance with the law shall prevail.

No.	Original Article	Amended Article
264.	Article 217 The expressions of "above", "within", "below" shall include the figures mentioned whilst the expressions of "more than", "short of", "without" and "less than" shall not include the figures mentioned.	**Article 132** The expressions of "or more" shall include the figures mentioned whilst the expressions of "exceed", "over", and "less than" shall not include the figures mentioned.
265.	Article 218 The right to interpret these Articles of Association vests with the board of directors of the Company.	**Article 133** The right to interpret these Articles of Association vests with the board of directors of the Company, and the right to amend these Articles of Association vests with general meeting, which shall become effective upon its adoption by the general meeting.
266.	Article 219 If these Articles of Association are in conflict with the laws, administrative regulations, provisions of other regulatory documents or regulatory provisions in the place where the Company's shares are listed promulgated, from time to time, such laws, administrative regulations and provisions of other regulatory documents or regulatory provisions in the place where the Company's shares are listed shall prevail.	**Article 134** If these Articles of Association are in conflict with the Relevant Regulatory Rules, the Relevant Regulatory Rules shall prevail.
267.	Article 220 In these Articles of Association, references to "accounting firm" shall have the same meaning as "auditors".	**Article 135** In these Articles of Association, references to "accounting firm" shall have the same meaning as "auditors".

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS OF SINOPEC ENGINEERING (GROUP) CO., LTD.

No.	Original Article	Amended Article
1.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
2.	Article 1 These Rules are drawn up in accordance with the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", the "Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas", "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" (the "Listing Rules") and other regulatory regulations on domestic and overseas listed companies and the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the "Articles of Association") to maintain the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (the "Company") and its shareholders, and to clarify the responsibilities and powers of the shareholders meetings and ensure the regulated, effective and smooth operation, and the lawful exercise of the powers, of the shareholders meetings. The supervisory committee is responsible for the general meetings. It shall be responsible for supervising the financial affairs of the Company and the lawfulness of the performance of their duties by the directors, and the senior management personnel so as to safeguard the legitimate interests of the Company and its shareholders.	**Article 1** In order to safeguard the legitimate interests of SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)有限公司) (the "Company") and its shareholders, to ensure the proper and efficient operation of the general meeting and to ensure the general meeting exercises its functions and powers according to law, these Rules are formulated according to the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "Guidelines for the Articles of Association of Listed Companies", "the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited "(the "Listing Rules") and other relevant laws, regulations and normative documents, and the securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules"), and the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)有限公司) (the "Articles of Association").
3.	Article 2 These Rules apply to the general meetings of the Company and shall be binding on the Company, all shareholders, proxies of the shareholders, directors, supervisors, senior management and other relevant personnel present at the general meeting.	**Article 2** These Rules apply to the general meetings of the Company and shall be binding on the Company, all shareholders (including proxies of the shareholders), directors, senior management and other relevant personnel present at the general meeting.

No.	Original Article	Amended Article
4.	Article 3 General meeting is classified into annual general meeting ("AGM") and extraordinary general meeting.	Relevant contents are incorporated in the Articles of Association and amended and refined.
5.	Article 4 AGMs are held once every year within six months from the end of the previous accounting year.	Relevant contents are incorporated in the Articles of Association and amended and refined.
6.	Article 5 For the general meetings convened each year, all of them are extraordinary general meetings except the AGM. The extraordinary general meetings shall be arranged in the order of the year in which they are convened. The board of directors shall hold an extraordinary general meeting within 2 months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its actually received share capital; (3) where shareholder(s) who individually or jointly hold 10% (including 10%) or more of the Company's issued voting shares request(s) for the holding of an extraordinary general meeting; (4) whenever the board of directors deems necessary or the supervisory committee so requests;	Relevant contents are incorporated in the Articles of Association and amended and refined.

No.	Original Article	Amended Article
	(5) other circumstances provided by laws, administrative regulations, regulations from competent authorities and the Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of number of shares held as at the date of written request of the shareholders.	
7.	Article 6 Those shareholders who hold different classes of shares are class shareholders. Apart from the holders of other classes of shares, the holders of Domestic-Invested Shares and holders of Overseas-Listed Foreign-Invested Shares shall be deemed to be holders of different classes of shares. Rights conferred on any class of shareholders may not be varied or cancelled save with the approval of a special resolution of shareholders in a general meeting and the approval of a class meeting in accordance with the Articles of Association.	Relevant contents are incorporated in the Articles of Association and amended and refined.
8.	Article 7 The Company shall strictly comply with the provisions of the laws and regulations, the Articles of Association and these Rules to hold general meetings, and shall ensure shareholders can exercise their rights in accordance with laws. The board of directors of the Company (the "Board") shall duly perform its duties and properly organize the general meeting in a conscientious manner and on schedule. All directors of the Company shall perform their duties with due diligence to ensure the due holding of the general meetings and its functions and powers are lawfully exercised.	**Article 3** The Company shall strictly comply with the provisions of the Relevant Regulatory Rules, the Articles of Association and these Rules to hold general meetings, and shall ensure shareholders can exercise their rights in accordance with laws. The board of directors of the Company (the "Board") shall duly perform its duties and properly organize the general meeting in a conscientious manner and on schedule. All directors of the Company shall perform their duties with due diligence to ensure the due holding of the general meetings and its functions and powers are lawfully exercised.

No.	Original Article	Amended Article
9.	Article 8 Any shareholder who holds the shares of the Company legally and validly are entitled to attend or authorize a proxy to attend the general meeting, and shall have the right to know, to speak, to raise questions and to vote in accordance with the laws and regulations, Articles of Association and these Rules. Shareholders and their proxies attending the general meeting shall comply with the provisions of the laws and regulations, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.	**Article 4** Any shareholder who holds the shares of the Company legally and validly are entitled to attend or appoint a proxy to attend the general meeting, and shall have the right to know, to speak, to raise questions and to vote. Shareholders and their proxies attending the general meeting shall comply with the provisions of the Relevant Regulatory Rules, Articles of Association and these Rules, and shall take the initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of other shareholders.
10.	/	**Article 5** The venue for holding of the general meeting shall be: the city where the Company's registered address is or any other venue designated by the board of directors. A meeting venue shall be set for the general meeting and the general meeting shall be held in the form of on-site meeting. The Company shall also adopt other methods to facilitate shareholders in accordance with the Relevant Regulatory Rules. The Company shall clearly state the voting time and procedures in the general meeting notice if other attending method is adopted by the Company to facilitate the shareholders. The shareholders who attend the meeting by the aforesaid methods shall be deemed as attended the general meeting. In addition to setting up a meeting venue and holding an on-site meeting, the Company can also hold the general meeting by electronic communication.

No.	Original Article	Amended Article
		After the notice of the general meeting is issued, the venue for the on-site meeting shall not be changed without reasonable cause. If a change is necessary, the convener of the meeting shall make an announcement and state the reasons at least 2 working days before the date of the on-site meeting.
11.	Article 9 The Secretary to the board of directors of the Company shall be responsible for implementing the preparatory and organization work for convening a general meeting.	Relevant contents are incorporated in the Articles of Association and amended and refined.
12.	**CHAPTER 2 FUNCTIONS AND POWERS OF THE GENERAL MEETING**	/
13.	Article 10 The general meeting is the authority organization of the Company and shall exercise the following functions and powers in accordance with law: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors; (4) to consider and approve the board of directors' reports; (5) to consider and approve the supervisory committee's reports; (6) to consider and approve the Company's profit distribution plans and loss offsetting plans;	Relevant contents are incorporated in the Articles of Association and amended and refined.

No.	Original Article	Amended Article
	(7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; (10) to pass resolutions on the issue of debentures by the Company; (11) to pass resolutions or grant authorisations on the repurchase of shares of the Company; (12) to pass resolutions on the appointment, dismissal and non-reappointment of the accountants of the Company; (13) to amend the Articles of Association; (14) to consider proposal raised by shareholders, individually or jointly, holding 3% or more of the total number of voting shares of the Company; (15) to consider the purchase and sale of major assets or the giving of guarantees with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company; (16) to decide on other matters which, according to laws administrative regulations, regulations of the competent authorities or the Articles of Association, need to be approved by shareholders in general meetings.	

No.	Original Article	Amended Article
	Unless prior approval in the form of a special resolution is obtained in a general meeting, the Company shall not enter into any contract with any person other than the directors, supervisors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	
14.	**CHAPTER 3 AUTHORITY OF THE GENERAL MEETING**	**CHAPTER 2 AUTHORITY OF THE GENERAL MEETING**
15.	Article 11 Matters which shall be determined by the shareholders in a general meeting according to the laws, administrative regulations, regulations of the competent departments as well as the Articles of Association must be discussed by the shareholders in a general meeting in order to protect the shareholders' right of decision on those matters.	Delete this article.
16.	Article 12 Where necessary and reasonable, the board of directors, may be authorized at a general meeting to determine within the authorization granted at the general meeting specific matters which are related to the matters to be resolved and are not possible or not necessary to be promptly determined at that general meeting. If the shareholders authorize the board of directors at a general meeting to determine matters which shall be determined by ordinary resolutions, the matter should be resolved by a majority of the attending shareholders (including their proxy) who have voting rights; if the authorization relates to matters which shall be determined by special resolutions, the matter should be resolved by two-thirds or more of the attending shareholders (including their proxy) who have voting rights. The authorization should be clear and specific.	Relevant contents are incorporated in the Articles of Association and amended and refined.

No.	Original Article	Amended Article
17.	Article 13 In order to ensure and increase the stability and efficiency of the daily operations of the Company, the general meeting authorizes the board of directors, on a partial basis, to exercise the following duties and powers: (1) Investment plans The general meetings shall examine and approve medium and long-term investment plans and annual investment plans of the Company. The board of directors is authorized to make adjustments of not more than 20% of the amount of the capital expenditure for the current year as approved at the general meeting. (2) External investments (including entrusted wealth management, entrusted loans, etc.), acquisition or disposal of assets, renting or leasing assets, entrusting or being entrusted with managing assets and businesses: 1. The Company shall conduct the following four size tests ("Four Ratios"): (1) Asset ratios: the total assets which are the subject of the transaction (where both book value or appraised value exist, the higher shall prevail) divided by the total assets of the Company in the latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent); (2) Consideration ratio: the fair value of a single transaction (including debts and expenses undertaken) divided by the total market capitalization of the Company (calculated at the average closing price of the Company's securities for as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days prior to the date of the transaction);	**Article 6** In order to ensure and increase the stability and efficiency of the daily operations of the Company, the general meeting authorizes the board of directors, on a partial basis, to exercise the following duties and powers: (I) External investments (including entrusted wealth management, entrusted loans, etc.), acquisition or disposal of assets, renting or leasing assets, entrusting or being entrusted with managing assets and businesses: The Company shall conduct the following four size tests ("Four Ratios"): 1. Asset ratios: the total assets which are the subject of the transaction (where both book value or appraised value exist, the higher shall prevail) divided by the total assets of the Company in the latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent); 2. Consideration ratio: the fair value of a single transaction (including debts and expenses undertaken) divided by the total market capitalization of the Company (calculated at the average closing price of the Company's securities for as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days prior to the date of the transaction); 3. Revenue ratio: the revenue of the principal business attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited revenue of the principal business of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards;

No.	Original Article	Amended Article
	(3) Revenue ratio: the revenue of the principal business attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited revenue of the principal business of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards; (4) Profits ratio: the profits attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited profits of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards. The transaction of which any of the above four ratios is 25% or more is subject to approval at the general meeting. The board of directors is authorized to approve the transaction of which all of the above four ratios are less than 25%. 2. In disposing of fixed assets, where the total value of the expected value of the fixed assets to be disposed of and the value of the fixed assets which have been disposed of in the 4 months prior to such proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet considered by the general meeting, the general meeting shall examine and approve such disposal, the board of directors shall not dispose or agree to dispose such fixed assets without the approval at the general meeting; and the board of directors is authorized to examine and approve those fixed asset disposals of less than 33%. The disposal of fixed assets referred to in this Article includes the transfer of certain asset interests but excludes the provision of guarantee by way of fixed assets.	4. Profits ratio: the profits attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited profits of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards. The transaction of which any of the above four ratios is 25% or more is subject to approval at the general meeting. The board of directors is authorized to approve the transaction of which all of the above four ratios are less than 25%. (II) Borrowings Borrowings with a single amount is 25% or more of the net assets of the Company in its latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent) is subject to approval at the general meeting. The board of directors is authorized to approve borrowings with a single amount less than 25% of the net assets of the Company in its latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent). (III) External guarantee The Company's external guarantees shall be considered and approved by the board of directors, among which, the following external guarantees shall be considered and approved at the general meeting: 1. any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has exceeded 50% of the latest audited net assets of the latest period;

No.	Original Article	Amended Article
	The validity of the transactions for disposal of fixed assets by the Company shall not be affected by any breach of the foregoing requirements. (3) Borrowings Borrowings with a single amount is 25% or more of the net assets of the Company in its latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent) is subject to approval at the general meeting. The board of directors is authorized to approve borrowings with a single amount less than 25% of the net assets of the Company in its latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent). (4) External guarantee The Company's external guarantees shall be considered and approved by the board of directors, among which, the following external guarantees shall be considered and approved at the general meeting: 1. any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has exceeded 50% of the latest audited net assets of the latest period; 2. any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has exceeded 30% of the latest audited total assets of the latest period;	2. any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries has exceeded 30% of the latest audited total assets of the latest period; 3. the guarantee provided to the obligor whose debt to asset g ratio exceeds 70% 4. the single guarantee amount exceeds 10% of the latest audited net assets; 5. the guarantee provided to shareholders, the de facto controller and related parties; 6. any other external guarantee regulated by the Relevant Regulatory Rules. The guarantees which subject to consideration and approval at the general meeting shall not include the situation in which the Company provides its controlling subsidiaries with parent company performance guarantees for the purpose of undertaking EPC, construction and other principal businesses. However, the terms of such guarantees shall comply with the market practices of the engineering market. Guarantees that do not comply with the market practices of the engineering market or impose special obligations or liabilities on the Company shall still be subject to the approval at the general meeting in accordance with regulations, except as otherwise stipulated by national laws and administrative regulations. (IV) Except for the external guarantees, the delegation of authority granted by the general meeting to the board of directors is permitted.

No.	Original Article	Amended Article
	3. the guarantee provided to the obligor whose debt to asset ratio exceeds 70%; 4. the single guarantee amount exceeds 10% of the latest audited net assets; 5. the guarantee provided to shareholders, the de facto controller and related parties; 6. any other external guarantee regulated by laws, administrative regulations, rules of competent authorities and regulatory rules of the listing place. The aforementioned guarantees which subject to consideration and approval at the general meeting shall not include the situation in which the Company provides its controlling subsidiaries with parent company performance guarantees for the purpose of undertaking EPC, construction and other principal businesses. However, the terms of such guarantees shall comply with the market practices of the engineering market. Guarantees that do not comply with the market practices of the engineering market or impose special obligations or liabilities on the Company shall still be subject to the approval at the general meeting in accordance with regulations, except as otherwise stipulated by national laws and administrative regulations. (5) Except for the external guarantees, the delegation of authority granted by the general meeting to the board of directors is permitted. (6) For the purpose of item (2) in this Article above, a series of transactions shall be aggregated and treated as one transaction if they were all completed within a 12 month period or are otherwise related.	(V) For the purpose of item (II) in this Article above, a series of transactions shall be aggregated and treated as one transaction if they were all completed within a 12 month period or are otherwise related. In determining whether transactions should be aggregated, factors to be considered include whether the transactions: 1. are entered into by the Company (or its subsidiaries) with the same party, or with parties connected or otherwise associated with one another; 2. involve the acquisition or disposal of securities or an interest in one particular company or group of companies; 3. involve acquisition or disposal of parts of one asset; or 4. together lead to substantial involvement by the Company (or its subsidiaries) in a business activity which did not previously form part of the Company's principal business activities. (VI) If the above transaction constitute a connected transaction in accordance with the regulatory provisions in the place where the Company's shares are listed, it shall be handled in accordance with relevant provisions.

No.	Original Article	Amended Article
	In determining whether transactions should be aggregated, factors to be considered include whether the transactions: 1. are entered into by the Company (or its subsidiaries) with the same party, or with parties connected or otherwise associated with one another; 2. involve the acquisition or disposal of securities or an interest in one particular company or group of companies; 3. involve acquisition or disposal of parts of one asset; or 4. together lead to substantial involvement by the Company (or its subsidiaries) in a business activity which did not previously form part of the Company's principal business activities. (7) If the above transaction constitute a connected transaction in accordance with the regulatory provisions in the place where the Company's shares are listed, it shall be handled in accordance with relevant provisions.	

No.	Original Article	Amended Article
18.	**CHAPTER 4 PROCEDURES FOR HOLDING THE GENERAL MEETING**	**CHAPTER 3 PROCEDURES FOR HOLDING THE GENERAL MEETING**
19.	/	**Section 1 Convening of the General Meeting**
20.	/	**Article 7** The board of directors shall timely convene the general meeting within the prescribed period.
21.	Article 16 Where more than half of the independent non-executive directors request the board of directors to convene an extraordinary general meeting, independent non-executive directors shall be responsible for putting forward the proposal.	**Article 8** Subject to the approval of a special meeting of independent directors, the independent directors shall have the right to propose to the board of directors to hold an extraordinary general meeting and shall be responsible for putting forward the proposal to the general meeting. With regard to the aforesaid proposal, the board of directors shall, in accordance with the provisions in laws, administrative rules, the Articles of Association and these Rules, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the general meeting within 5 days after the resolution passed by the board of directors. Where the board of directors disagree to hold the extraordinary general meeting, it shall make an announcement with the reasons stated.
22.	Article 24 A majority of the independent non-executive directors shall have the right to propose to the board of directors to hold an extraordinary general meeting. With regard to the proposal by independent non-executive directors on convention of extraordinary general meeting, the board of directors shall, in accordance with the provisions in laws, administrative rules and the Articles of Association, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the general meeting within 5 days after the written resolution. Where the board of directors disagree to hold the extraordinary general meeting, it shall make an announcement with the reasons stated.	

No.	Original Article	Amended Article
23.	Article 17 Where the supervisory committee proposes to convene a general meeting, the supervisory committee shall be responsible for putting forward the proposal.	**Article 9** The audit committee has the right to propose in writing to hold the extraordinary general meeting of the board of directors, and shall be responsible for putting forward the proposal to the general meeting. The board of directors shall, subject to the laws, administrative rules, the Articles of Association and these Rules, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the Board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the audit committee must be obtained. Where the board of directors disagree to hold the extraordinary general meeting, or fails to respond within 10 days from receiving the proposal, the board of directors shall be deemed to be unable or fail to perform its duties to convene the general meeting, and the audit committee can convene and chair the meeting by itself.
24.	Article 25 The supervisory committee has the right to propose in writing to hold the extraordinary general meeting to the board of directors. The board of directors shall, subject to the laws, administrative rules and the Articles of Association, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the supervisory committee must be obtained. Where the board of directors disagree to hold the extraordinary general meeting, or fails to respond within 10 days from receiving the proposal, the board of directors shall be deemed to be unable or fail to perform its duties to convene the general meeting, and the supervisory committee can convene and chair the meeting by itself.	

No.	Original Article	Amended Article
25.	Article 18 Where shareholders individually or jointly holding 10% or more of the Company's voting shares propose to convene a general meeting, the proposing shareholders shall be responsible for putting forward the proposal.	**Article 10** Shareholders individually or jointly holding 10% or more of the shares of the Company shall have the right to propose in writing to hold the extraordinary general meeting to the board of directors and shall be responsible for putting forward the proposal to the general meeting. The board of directors shall, in accordance with the provisions in laws, administrative rules, the Articles of Association and these Rules, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days after the resolution passed by the board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the board of directors disagree to hold the extraordinary general meeting, or fails to respond within 10 days from receiving the proposal, such shareholders as individually or jointly holding 10% or more of the shares of the Company shall propose in writing to hold the extraordinary general meeting to the audit committee. Where the audit committee agrees to hold the extraordinary general meeting, it shall issue the notice of the extraordinary general meeting within 5 days from receiving the proposal. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained.
26.	Article 26 Shareholders individually or jointly holding 10% or more of the total voting shares of the Company shall have the right to propose in writing to hold the extraordinary general meeting or the class meeting to the board of directors. The board of directors shall, in accordance with the provisions in laws, administrative rules, and the Articles of Association, respond in writing on agreeing or disagreeing to hold the extraordinary general meeting or the class meeting within 10 days from receiving the proposal. Where the board of directors agree to hold the extraordinary general meeting or the class meeting, it shall issue the notice of the general meeting within 5 days after the resolution passed by the board of directors. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the board of directors disagree to hold the extraordinary general meeting or the class meeting, or fails to respond within 10 days from receiving the proposal, such shareholders as individually or jointly holding 10% or more of the total voting shares of the Company shall have the right to propose in writing to hold the extraordinary general meeting or the class meeting to the supervisory committee.	

No.	Original Article	Amended Article
	Where the supervisory committee agree to hold the extraordinary general meeting or the class meeting, it shall issue the notice of the meeting of shareholders within 5 days from receiving the proposal. If there is any change made to the original proposal in the notice of the meeting, the consent of the relevant shareholders must be obtained. Where the supervisory committee fails to issue the notice of general meeting within the required time limit, the supervisory committee is deemed as not convening and chairing the general meeting, the shareholders as individually or jointly hold 10% or more of the total voting shares of the Company for consecutive 90 days can convene and chair the meeting by themselves.	Where the audit committee fails to issue the notice of extraordinary general meeting within the required time limit, the audit committee is deemed as not convening and chairing the general meeting, the shareholders as individually or jointly hold 10% or more of the shares of the Company for consecutive 90 days can convene and chair the meeting by themselves.
27.	Article 27 Where the supervisory committee or shareholders decide to convene the general meeting by themselves, they shall notify the board of directors in writing. Before the issue of the poll results announcement, the shareholding percentage of the convening shareholders shall not be less than 10% of the shares of the Company.	**Article 11** Where the audit committee or shareholders decide to convene the general meeting by themselves, they shall notify the board of directors in writing. Before the issue of the poll results announcement, the shareholding percentage of the convening shareholders shall not be less than 10% of the shares of the Company.
28.	Article 28 With respect to the general meeting convened by the supervisory committee or the shareholders, the board of directors and the secretary to the board shall cooperate. The board of director shall provide the register of members as at the share registration date.	**Article 12** With respect to the general meeting convened by the audit committee or the shareholders, the board of directors and the secretary to the board shall cooperate. The board of director shall provide the register of members as at the share registration date.
29.	Article 29 Where the general meeting is convened by the supervisory committee or shareholders, the necessary cost of the meeting shall be borne by the Company.	**Article 13** Where the general meeting is convened by the audit committee or shareholders, the necessary cost of the meeting shall be borne by the Company.

No.	Original Article	Amended Article
30.	**Section 1 Putting Forward Proposals**	**Section 2 Proposal at the General Meeting**
31.	Paragraph 1 and 2 and 5 of Article 14 The contents of the proposal at the general meeting shall fall within the function and power of the general meeting, and shall contain clear subjects for consideration and specific matters to be resolved and shall comply with relevant provisions of laws, administrative rules, the Articles of Association and these Rules. Where the Company convenes a general meeting, the board of directors, the supervisory committee and shareholders individually or jointly holding 3% or more of the total voting shares of the Company have the right to submit the proposal to the Company. Proposals not listed on the notice of general meeting or not according to the first paragraph of this Article shall not be voted or resolved in the general meeting.	**Article 14** The contents of the proposal at the general meeting shall fall within the function and power of the general meeting, and shall contain clear subjects for consideration and specific matters to be resolved and shall comply with relevant provisions of laws, administrative rules, the Articles of Association and these Rules. The board of directors, the audit committee and shareholders individually or jointly holding 1% or more of the total voting shares of the Company have the right to put forward the proposal to the Company.
32.	Article 15 Proposals at the general meeting are usually put forward by the board of directors.	
33.	Paragraph 3 and 4 of Article 14 Shareholders individually or jointly holding 3% or more of the total voting shares of the Company can put forward a written additional proposal to convener 10 days before the holding of the general meeting. The convener shall publish the supplemental notice to announce the additional proposal within 2 days upon receiving the proposal.	**Article 15** Shareholders individually or jointly holding 1% or more of the total voting shares of the Company can put forward a written additional proposal to convener 10 days before the holding of the general meeting. The convener shall publish the supplemental notice to announce the additional proposal within 2 days upon receiving the proposal. Where the securities regulatory rules of the places where the Company's shares are listed have stricter provisions, such provisions shall prevail.

No.	Original Article	Amended Article
	Apart from as stipulated by the preceding paragraph, after the convener has published the notice of the general meeting, the proposal already included in the notice of the general meeting shall not be changed and no new proposal shall be added.	Any additional proposal shall be within the function and power of the general meeting and shall not violate the provisions of the Relevant Regulatory Rules or the Articles of Association. Apart from as stipulated by the preceding paragraph, after the convener of the meeting has published the notice of the general meeting, the proposal already included in the notice of the general meeting shall not be changed and no new proposal shall be added.
34.	Article 19 Proposals involving the following circumstances shall be deemed to be alteration or abrogation of the rights conferring to the holders of a particular class of shares and the board of directors shall submit them to a class general meeting for examination: (1) to increase or decrease the number of shares of that class type, or to increase or decrease the number of shares of a class that enjoys equal or greater voting rights, distribution rights, or other privileges than those of the shares of that class; (2) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class; (3) to remove or reduce rights to receive accrued dividends or accumulated dividends attached to shares of that class; (4) to reduce or remove preferential rights attached to shares of that class type to receive dividends or to the distribution of assets in the event that the Company is liquidated;	Relevant contents are incorporated in the Articles of Association and amended and refined.

No.	Original Article	Amended Article
	(5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class; (6) to remove or reduce rights to receive payment payable by the Company in specific currencies attached to shares of that class; (7) to create a new class of shares having voting or distribution rights or other rights equal or superior to those of the shares of that class; (8) to restrict the transfer or ownership of shares of that class or to increase the restrictions attaching thereto; (9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class; (10) to increase the rights or privileges of shares of another class; (11) to restructure the Company in such a way that holders of different class of shares bearing disproportionate liabilities; (12) to alter or abrogate the provisions of Chapter 9 of the Articles of Association "Special Procedures for Voting by a Class of Shareholders".	
35.	**Section 2 Notice of General Meeting and its Alterations**	**Section 3 Notice of General Meeting**
36.	Article 20 The notice of a general meeting shall be issued by the convener of the meeting. Conveners of the meeting include the board of directors, the supervisory committee or shareholders individually or jointly holding more than 10% of the Company's voting shares for consecutive 90 days.	**Article 16** The notice of a general meeting shall be issued by the convener of the meeting.

No.	Original Article	Amended Article
37.	Article 21 A written notice shall be issued 45 days (excluding the date of the meeting) prior to the meeting, informing all shareholders of the resolutions to be considered at the meeting, and the date and place of the meeting. Unless otherwise provided under the relevant laws, administrative regulations, the listing rules of the place of listing and the Articles of Association, the notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement. The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council during the period between forty-five to fifty days before the date of the meeting. Once the announcement is made, the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. If a notice of meeting is accidentally failed to be sent to any person who is entitled to receive the same or that person has not received such a notice, it will not cause the meeting and any resolution made therein to be void as a result thereof.	**Article 17** When holding the general meeting by the Company, the convener of the meeting shall issue the notice 20 days prior to the annual general meeting (excluding the date of such meeting) and 15 days prior to the extraordinary general meeting (excluding the date of such meeting), informing shareholders of the time, venue and matters to be considered at the meeting. The issue time of the notice shall also comply with the relevant requirements of The Stock Exchange of Hong Kong Limited regarding the closure of register of members.

No.	Original Article	Amended Article
38.	Article 22 The notice of a class meeting shall be delivered only to the shareholders who are entitled to vote at such general meetings.	**Article 18** The notice of the general meetings of the holders of domestic shares or H shares shall be delivered only to the shareholders who are entitled to vote at such meetings. The meetings of the holders of domestic shares or H shares shall be conducted in a manner which is as similar as possible to that of a general meeting. The provisions of the Articles of Association and these Rules relating to the procedures for holding the general meeting are applicable to the meetings of holders of domestic shares or H shares.
39.	Article 23 The notice of a general meeting shall satisfy the following requirements: (1) in writing as provided in Rule 21 of these Rules of Procedure; (2) specify the venue, date and time of the meeting; (3) set out matters to be considered at the meeting; (4) provide the shareholders with such information and explanation as necessary to enable the shareholders to make an informed decision on the proposals put before them. Such principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with contracts (if any) and the cause and effect of such proposal must be properly explained;	**Article 19** The notice of a general meeting shall include the following information: (1) the venue, date, time of the meeting; (2) matters and resolutions to be considered at the meeting; (3) necessary information or explanation to enable the shareholders to make an informed decision on the matters to be considered; (4) a clear statement that all shareholders are entitled to attend and vote at the general meeting and are entitled to appoint their proxies in writing to attend and vote at such meeting. The proxy need not be a shareholder of the Company; (5) the share registration date to determine the eligibility for the shareholder to attend the general meeting; (6) the time and place for lodging proxy forms for the meeting;

No.	Original Article	Amended Article
	(5) contain a disclosure of the nature and extent of the material interests of any director, supervisor, senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class; (6) contain the full text of any special resolution to be proposed at the meeting; (7) contain a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy needs not be a shareholder; (8) specify the time and place for lodging proxy forms for the meeting; (9) state names and telephone numbers of the contact persons for the meeting.	(7) names and telephone numbers of the contacts for the meeting; (8) voting time and voting procedures for other voting method.
40.	/	**Article 20** Where the election of director is to be proposed at the general meeting, each director candidate shall be proposed as a single resolution.
41.	/	**Article 21** The notice and supplementary notice of the general meeting shall fully and completely disclose all the details of all the resolutions.

No.	Original Article	Amended Article
42.	Article 30 Shareholders intending to attend a general meeting shall deliver to the Company their written replies concerning their attendance at such meeting twenty days before the date of the meeting. The Company shall, based on the written replies which it receives from the shareholders twenty days before the date of the general meeting, calculate the number of voting shares represented by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the general meeting; if not, then the Company shall, within five days, notify the shareholders again by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the general meeting after publication of such announcement. An extraordinary general meeting shall not resolve matters not specified in the notice.	Delete this article.
43.	Article 31 After the convener of a meeting has issued the notice of the general meeting, the general meeting shall not be postponed or cancelled and the proposals proposed in the general meeting notice shall not be cancelled without reasonable cause. Where a general meeting must be postponed or cancelled, the convener of the meeting shall publish an announcement with reasons stated at least 2 working days before the original designated date for holding the general meeting.	**Article 22** After the convener of a meeting has issued the notice of the general meeting, the general meeting shall not be postponed or canceled and the resolutions proposed in the general meeting notice shall not be canceled without reasonable cause. Where a general meeting must be postponed or canceled, the convener of the meeting shall publish an announcement with reasons stated at least 2 working days before the original designated date for holding the general meeting.

No.	Original Article	Amended Article
44.	**Section 3 Registration of a General Meeting**	**Section 4 Registration of a General Meeting**
45.	Article 32 Shareholder may attend the general meeting in person, or appoint one (1) or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his/her/its behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the proxy from that shareholder: (1) the shareholder's right to speak at the general meeting; (2) the right to demand or join in demanding a poll; (3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one (1) proxy may only vote on a poll. Shareholder shall appoint the proxy to attend the general meeting in a written proxy form. Such proxy form shall be signed by the shareholder or the agent appointed by the shareholder by power of attorney. If the appointing shareholder is a legal entity, the proxy form shall be chopped with corporate seal or signed by its director or other officially appointed agent.	**Article 23** Shareholder can attend the general meeting in person or appoint a proxy (who does not need to be the shareholder of the Company) to attend and vote at the general meeting within the scope of authorization on his/her/its behalf. Such proxy can speak and vote at the general meeting in accordance with the authorization of the relevant shareholder. Shareholder shall appoint the proxy to attend the general meeting in a written proxy form. Such proxy form shall be signed by the shareholder or the agent appointed by the shareholder by power of attorney. If the appointing shareholder is a legal entity, the proxy form shall be chopped with corporate seal or signed by its director or other officially appointed agent.
46.	Article 33 The Company shall be responsible for preparing a meeting attendance register, which will be signed by the shareholders and the authorized proxies attending the on-site meeting.	**Article 24** The Company shall be responsible for preparing a meeting attendance register, which will be signed by the shareholders and the authorized proxies attending the on-site meeting. The meeting attendance register shall set out the names of persons attended the meeting, identification document numbers, information for confirming the identities of the shareholders (such as shareholder account numbers), the number of voting shares held or represented, names of the proxies (or names of the corporate) and so on.

No.	Original Article	Amended Article
47.	Article 34 Unless otherwise decided by the Company, prior to the chairman of the meeting announcing the number of the shareholders and the proxies attending the on-site meeting and the total number of shares with voting rights held by such shareholders, the meeting registration shall be concluded.	**Article 25** Unless otherwise decided by the Company, prior to the Chairman of the meeting announcing the number of the shareholders and the proxies attending the on-site meeting and the total number of shares with voting rights held by such shareholders, the meeting registration shall be concluded.
48.	/	**Article 26** All shareholders or their proxies registered on the share registration date are entitled to attend the general meeting and exercise their voting rights in accordance with the Relevant Regulatory Rules, Articles of Association and these Rules, and the Company and the convener shall not refuse for any reason.
49.	Paragraph 1 to 4 of Article 35 The proxy form shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting at least 24 hours prior to the designated time for the relevant general meeting or 24 hours prior to the designated voting time. Where the proxy form is signed by a person authorized by the shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy form, shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting. If the appointing shareholder is a legal entity, his legal representative or any representative authorized by the board of directors or by other decision making organs shall attend the meeting of the Company on his behalf.	**Article 27** The proxy form shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting at least 24 hours prior to the designated time for the relevant general meeting or 24 hours prior to the designated voting time. Where the proxy form is signed by a person authorized by the shareholder, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy form, shall be lodged with the Company's registered address or such other place as specified in the notice convening the general meeting. The clearing company specified in the Listing Rules shall have the right to appoint proxy(ies) to attend the general meeting and to speak and vote at the meeting. If more than 1 proxy are appointed, the proxy form shall set out the number and type of shares represented by each of the proxy under authorization.

No.	Original Article	Amended Article
	If the said shareholder is a Recognized Clearing House), the shareholder may authorize one or more suitable person to act as its representative at any shareholders' general meeting or any kinds of shareholders' general meeting; however, if two or more persons are authorized, the proxy form shall clearly indicate the authorized number and types of the shares. The persons after such authorization may represent the recognized clearing house or its proxy to exercise the rights, as if they were the individual shareholders of the Company. The proxy form issued by the board of directors to shareholders for appointing a proxy shall allow shareholders to freely choose to instruct the proxy to vote for or against each resolution to be voted at the meeting separately. The proxy form shall state that in the absence of any instruction(s) by the shareholder, the proxy can vote for or against the resolution at his/her/its own discretion.	The proxy form issued by the board of directors to shareholders for appointing a proxy shall allow shareholders to freely choose to instruct the proxy to vote for or against each resolution to be voted at the meeting separately. The proxy form shall state that in the absence of any instruction(s) by the shareholder, the proxy can vote for or against the resolution at his/her/its own discretion.
50.	Article 36 Shareholders attending a general meeting shall complete the registration procedures. Shareholders shall provide the following documents for registration purposes: If an individual shareholder attends the meeting in person, he/she shall provide his/her valid identification documents and proof for shareholding. The Company has the right to require the proxy who is appointed to attend the meeting to provide his/her own valid identification documents and the proxy form.	**Article 28** Shareholders attending a general meeting shall complete the registration procedures. Shareholders shall provide the following documents for registration purposes: If an individual shareholder attends the meeting in person, he/she shall provide his/her valid identification documents and proof for shareholding. The Company has the right to require the proxy who is appointed to attend the meeting to provide his/her own valid identification documents, the proxy form, and documents which enable the Company to confirm the identity of his/her principal as a shareholder.

No.	Original Article	Amended Article
	If a Corporate shareholder appoints a proxy to attend the general meeting, the Company has the right to require such proxy to provide his/her valid identification documents and a notarized copy of the resolution or power of attorney issued by the board of directors or other competent authority of the corporate shareholder for appointing the representative (except for recognized clearing houses or their agents).	If a Corporate shareholder appoint proxy to attend the general meeting. The Company has the right to require such proxy to provide his/her valid identification documents, the proxy form (if any) issued pursuant to law, and information enabling the Company to confirm the identity of the principal as a corporate shareholder. Other non-individual shareholders attending the meeting shall follow the requirements for corporate shareholders.
51.	Article 37 Where a shareholder or a proxy request to speak at the general meeting, he/she shall register with the Company prior to the commencement of the general meeting. The number of registered speakers shall be limited to 10. If there are more than 10 shareholders who wish to speak at the meeting, the first 10 shareholders with the largest shareholdings shall speak at the meeting.	**Article 29** Where a shareholder or a proxy request to speak at the general meeting, he/she shall register with the Company prior to the commencement of the general meeting and provide the content of the speech. The number of registered speakers shall be limited to 10. If there are more than 10 shareholders who wish to speak at the meeting, the first 10 shareholders with the largest shareholdings shall speak at the meeting.
52.	**Section 4 Holding a General Meeting**	**Section 5 Holding a General Meeting**
53.	Article 38 The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking troubles or infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.	**Article 30** The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of the general meeting. Any acts interfering with the general meeting, provoking troubles or infringing the lawful rights of the shareholders shall be prevented with precautions, stopped and reported to the relevant departments for investigation and prosecution.

No.	Original Article	Amended Article
54.	Article 39 The general meeting shall be chaired by the chairman of the board of directors. If the chairman is unable or fails to perform his duty, the vice chairman shall chair the meeting; if the vice chairman is unable or fails to perform his duty, one director recommended by a majority of all directors shall chair the meeting. Where the general meeting is convened by the supervisory committee, the meeting shall be chaired by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform his/her duty, the vice chairman of the supervisory committee (if any) shall chair the meeting; if the vice chairman of the board of the supervisors is unable or fails to perform his/her duty, one supervisor recommended by a majority of all supervisors shall chair the meeting. Where the general meeting is convened by the shareholders, the meeting shall be chaired by the representative recommended by the convener. Where the chairman of the meeting violates the Rules of Procedure and results that the general meeting is unable to continue, a new chairman of the meeting, as approved by a majority of the shareholders with voting rights attending the on-site general meeting, can continue the general meeting.	**Article 31** The general meeting shall be chaired by the chairman of the board of directors. If the chairman is unable or fails to perform his duty, the vice chairman shall chair the meeting; if the vice chairman is unable or fails to perform his duty, one director recommended by a majority of all directors shall chair the meeting. Where the general meeting is convened by the audit committee, the meeting shall be chaired by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duty, the meeting shall be chaired by the member of the audit committee recommended by a majority of all the members of the audit committee. Where the general meeting is convened by the shareholders, the meeting shall be chaired by the convener or the representative recommended by the convener. Where the chairman of the meeting violates these Rules and results that the general meeting is unable to continue, a new chairman of the meeting, as approved by a majority of the shares with voting rights attending the on-site general meeting, can continue the general meeting.
55.	/	**Article 32** Where general meetings or Relevant Regulatory Rules require directors and senior management to present at the meeting, such directors and senior management shall present at the general meeting and accept shareholders' enquiries.

No.	Original Article	Amended Article
56.	Article 40 After the chairman of the meeting has declared the official commencement of the meeting, he shall firstly announce that the number of shareholders attending the meeting and the number of shares represented by such shareholders are in compliance with the legal requirements. Subsequently he shall read out the agenda as stated in the notice of the meeting, and shall inquire whether any person present at the meeting has any objection to the voting order of the resolutions.	Delete this article.
57.	Article 41 After the chairman of the meeting has made inquiries regarding the agenda, he shall read out the resolutions or appoint another person to read out the resolutions, and shall explain the resolutions according to the following requirements if necessary: (1) where the resolutions are put forward by the board of directors, the resolutions shall be explained by the chairman of the board or other persons designated by the chairman; (2) where the resolutions are put forward by the supervisory committee or shareholders individually or jointly holding more than 3% of the Company's voting shares, the resolutions shall be explained by the person putting forward the resolutions or its legal representative or lawful and valid proxy.	**Article 33** The presider of the meeting shall announce the proposals or appoint another person to announce the proposals, and shall explain the proposals according to the following requirements if necessary: (1) Where the proposal is put forward by the board of directors, it shall be explained by the chairman of the Board or other persons designated by the chairman; (2) Where the proposal is put forward by any person other than the board of directors, it shall be explained by the person putting forward the proposal or its duly authorized representative.
58.	Article 42 The Proposal included in the agenda of the general meeting shall be considered before voting. Reasonable discussion time shall be given at the general meeting for each proposal, and the chairman of the meeting shall orally confirm with the shareholders attending the meeting whether they have completed the considering procedures. Considering procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.	**Article 34** The Proposal included in the agenda of the meeting shall be considered before voting. Reasonable discussion time shall be given at the general meeting for each proposal, and the presider of the meeting shall orally confirm with the shareholders attending the meeting whether they have completed the considering procedures. Considering procedures shall be regarded as completed if there are no objections by shareholders attending the meeting.

No.	Original Article	Amended Article
59.	Article 43 Shareholders can raise enquiries to the Company at the general meeting. The directors, supervisors or senior management shall explain and respond to any enquiry and suggestion raised by the shareholders.	**Article 35** Shareholders can raise enquiries to the Company at the general meeting. The directors or senior management shall explain and respond to any enquiry and suggestion raised by the shareholders.
60.	Article 44 The chairman of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them. Those numbers shall be determined based on the registration record of the meeting.	**Article 36** The presider of the meeting shall, prior to the vote, announce the total number of the shareholders and the proxies attending the on-site meeting and the total number of the voting shares held by them. Those numbers shall be determined based on the registration record of the meeting.
61.	**Section 5 Voting and Resolution of General Meeting**	**Section 6 Voting and Resolution of General Meeting**
62.	Article 45 General meeting shall vote on any specific resolution.	**Article 37** General meeting shall vote on any specific resolution by poll with name recorded.
63.	Article 46 When considering and voting on the proposals, no alteration shall be made to such proposals. Otherwise, any such changes shall be deemed as a new proposal and shall not be voted on at such general meeting.	**Article 38** Proposals that are not included in the notice of the general meeting or not in compliance with the Articles of Association shall not be voted on at such meeting. When considering and voting on the proposals included in the notice of a general meeting, no alteration shall be made to such proposals. If altered, the altered proposal shall be deemed as a new proposal and shall not be voted on at such general meeting.
64.	/	**Article 39** Where the Company provides on-site and other voting method, the same voting right shall choose only one of those methods. Where repeated voting arises for the same voting right, the first voting result shall prevail.

No.	Original Article	Amended Article
65.	Article 47 Each proposal included in the agenda shall be voted on one by one. Unless the general meeting is adjourned or fails to resolve any resolution due to specific reasons such as force majeure, there shall be no delay or failure to vote on the proposal. Where different resolutions are put forward for the same matter at the general meeting, those resolutions shall be voted on in the order of time in which they are put forward and the matter shall be resolved.	**Article 40** Each proposal shall be voted on one by one. Where different resolutions are put forward for the same matter, those resolutions shall be voted on in the order of time in which they are put forward. Unless the general meeting is adjourned or fails to resolve any resolution due to specific reasons such as force majeure, there shall be no delay or failure to vote on the proposal at the general meeting.
66.	Article 48 The chairman of the meeting shall be obliged to propose to the general meeting to vote on any resolution by poll with name recorded. Each shareholder or his/her/its proxy shall exercise his/her/its voting rights in accordance with the number of voting shares held by him/her/it. Each share shall carry 1 voting right.	**Article 41** Each shareholder or his/her/its proxy shall exercise his/her/its voting rights in accordance with the number of voting shares held by him/her/it. Each share shall carry 1 voting right. Shares of the Company held by the Company shall have no voting right and shall not be counted in the total number of voting shares attending the general meeting.
67.	Article 50 Resolution of a general meeting shall be classified as ordinary resolution or special resolution. (1) Ordinary resolution 1. Ordinary resolution shall be passed by a majority of the voting rights represented by the shareholders (including their proxies) attending the general meeting. 2. The following matters shall be resolved by an ordinary resolution at a general meeting: (1) work reports of the board of directors and the supervisory committee; (2) profit distribution plans and loss recovery plans formulated by the board of directors;	**Article 42** Resolution of a general meeting shall be classified as ordinary resolution or special resolution. Ordinary resolution shall be passed by a majority of the voting rights represented by the shareholders (including their proxies) attending the general meeting. Special resolution shall be passed by 2/3 or more of the voting rights represented by the shareholders (including their proxies) attending the general meeting.

No.	Original Article	Amended Article
	(3) appointment and removal of members of the board of directors and supervisors assumed by non-representatives of the employees, their remuneration and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution. (2) Special resolution 1. Special resolution shall be passed by 2/3 or more of the voting rights represented by the shareholders (including their proxies) attending the general meeting. 2. The following matters shall be resolved by a special resolution at a general meeting: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of the Articles of Association; (5) where the purchase or sale of major assets or amount of guarantee exceeds 30% of the audited total assets of the latest period;	

No.	Original Article	Amended Article
	(6) any other matters required by law, regulations or the Articles of Association, and those considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.	
68.	Article 49 When the general meeting considers proposals for the election of directors and supervisors, each candidate for director or supervisor shall be voted one by one.	Delete this article.
69.	Article 51 Affected class shareholders, whether or not otherwise having the right to vote at general meetings, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 19 hereof, but interested shareholder(s) shall not be entitled to vote at such class meetings. "(An) interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 26 of the Articles of Association, an interested shareholder is a "controlling shareholder" within the meaning of Article 51 of the Articles of Association; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 26 of the Articles of Association, a holder of the shares to which the proposed agreement relates;	Relevant contents are incorporated in the Articles of Association and amended and refined.

No.	Original Article	Amended Article
	(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of liabilities than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.	
70.	Article 52 Resolutions of a class of shareholders shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class present at the relevant meeting who, according to the preceding Article, are entitled to vote. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares, upon the approval by special resolution of its shareholders in a general meeting, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares; (2) where the Company's plan to issue Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.	Relevant contents are incorporated in the Articles of Association and amended and refined.

No.	Original Article	Amended Article
71.	Article 54 The shareholders attending the general meeting shall express one of the following opinions on the proposal to be considered: voting for, voting against such resolution or abstained from voting. Shareholders (and their proxies) shall complete their ballot papers as instructed and put them into the ballot box. Any uncompleted ballot paper, or ballot paper with false information, illegible writing and any uncast ballot paper shall be deemed as abstained from voting, and the voting result of the shares held by such shareholder shall be counted as "abstained".	**Article 43** The shareholders attending the meeting (including their proxies) shall express one of the following opinions on the resolution to be considered: voting for, voting against such resolution or abstained from voting, except where securities registration and clearing institutions, as nominee holders of shares under Mainland China-Hong Kong Stock Connect mechanism, declare their votes in accordance with the instructions of the beneficial owners. Shareholders (and their proxies) shall complete their ballot papers as instructed. Any uncompleted ballot paper, or ballot paper with false information, illegible writing and any uncast ballot paper shall be deemed as abstained from voting, and the voting result of the shares held by such shareholder shall be counted as "abstained". For H shares held by HKSCC Nominee Limited, the number of shares for which it is authorized to vote at the meeting shall be taken as its number of shares with voting rights attending the general meeting.
72.	Article 53 Where a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted as the total number of valid voting shares. The voting result of the non-connected shareholders shall be fully disclosed in the poll results announcement of the general meeting. If any shareholder is required to abstain from voting or can only vote for or against a matter according to the Listing Rules, any vote by such shareholder or his/her/its proxy in violation of the relevant rules or restrictions above shall not be counted in the voting results.	**Article 44** Where a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting, and the voting rights represented by the shares held by them shall not be counted as the total number of valid votes. The voting result of the non-connected shareholders shall be fully disclosed in the poll results announcement of the general meeting. If any shareholder is required to abstain from voting or can only vote for or against a matter according to the Listing Rules, any vote by such shareholder or his/her/its proxy in violation of the relevant rules or restrictions above shall not be counted in the voting results.

No.	Original Article	Amended Article
73.	Paragraph 1 to 3 of Article 55 Prior to voting, shareholders present at the meeting shall recommend at least one supervisor and two shareholder representatives to participate in counting and scrutinizing the voting. If the shareholder is interested in the resolution to be considered at the general meeting, such interested shareholder or its proxy shall not participate in counting and scrutinizing the voting. When voting on the proposal at the general meeting, shareholder representatives and supervisors shall be jointly responsible for vote counting and scrutinizing and shall announce the poll result at the meeting on-site. The poll results shall be recorded in the minutes of the meeting. Where there is a tie in the votes cast both for and against a resolution, the chairman of the meeting shall have a casting vote.	**Article 45** Prior to voting on any resolution at the general meeting, at least 2 shareholder representatives (including their proxies) shall be recommended to participate in counting and scrutinizing the voting. If the shareholder is interested in the resolution to be considered at the general meeting, such interested shareholder or its proxy shall not participate in counting and scrutinizing the voting. When voting on the resolution at the general meeting, shareholder representatives shall be jointly responsible for vote counting and scrutinizing and shall announce the poll result at the meeting on-site. The poll results shall be recorded in the minutes of the meeting.
74.	Paragraph 4 and 5 of Article 55 The chairman of the meeting shall be responsible for determining whether a resolution has been passed. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes. If the chairman of the meeting has any doubt as to the poll result of a resolution at a general meeting, he/she may have the votes counted. If the chairman of the meeting does not re-count the votes, and shareholder who attended the meeting in person or by proxy objects to the poll result announced by the chairman of the meeting, the shareholder can, immediately after the announcement of the poll result, demand that the votes to be re-counted and the chairman of the meeting shall have the votes re-counted immediately.	**Article 46** If the presider of the meeting has any doubt as to the poll result of a resolution at a general meeting, he/she may have the votes re-counted. If the presider of the meeting does not re-count the votes, and shareholder who attended the meeting in person or by proxy objects to the poll result announced by the presider of the meeting, the shareholder can, immediately after the announcement of the poll result, demand that the votes to be re-counted and the presider of the meeting shall have the votes re-counted immediately. If votes are re-counted at a general meeting, the re-count result shall be recorded in the minutes of the general meeting.

No.	Original Article	Amended Article
75.	/	**Article 47** Prior to the publication of the poll results announcement of the general meeting, the Company, vote counter, scrutineer, and shareholders as involved in the on-site general meeting and other voting method shall bear confidential obligations in relation to the poll results.
76.	Article 57 If, in the course of the meeting, disputes arising in relation to the identity of any shareholder or the results of the votes count or other matters which cannot be resolved on site and affected the order of the meeting which result in the discontinuance of the meeting, the chairman of the meeting shall declare an adjournment of the meeting. If the foregoing circumstances cease to exist, the chairman of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.	**Article 48** If, in the course of the meeting, disputes arising in relation to the identity of any shareholder or the results of the votes count or other matters which cannot be resolved on site and affected the order of the meeting which result in the discontinuance of the meeting, the presider of the meeting shall declare an adjournment of the meeting. If the foregoing circumstances cease to exist, the presider of the meeting shall notify the shareholders of the resumption of the meeting as soon as possible.
77.	Article 58 The convener shall ensure the continuity of the general meeting until the final resolution is achieved. Where a general meeting is adjourned or fails to make any resolution due to force majeure or any other specific reasons, the convener shall take all necessary measures to resume the general meeting as soon as possible or directly terminate such general meeting, and an announcement shall be made immediately.	**Article 49** The convener of the meeting shall ensure the continuity of the general meeting until the resolution is achieved. Where a general meeting is adjourned or fails to achieve any resolution due to force majeure or any other specific reasons, all necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting must be terminated, and an announcement shall be made immediately.

No.	Original Article	Amended Article
78.	Paragraph 5 of Article 35 A vote made in accordance with the proxy form shall be valid notwithstanding the death or loss of capacity of the appointing shareholder or revocation of the proxy or the authorization under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of the abovementioned matters before the commencement of the relevant general meeting.	**Article 50** A vote made in accordance with the proxy form shall be valid notwithstanding the death or loss of capacity of the appointing shareholder or revocation of the proxy or the authorization under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of the abovementioned matters before the commencement of the relevant general meeting.
79.	Article 56 The minutes of the meeting shall be recorded for the general meeting. Minutes of the meeting shall be signed by the chairman of the meeting, attending directors and supervisors, the secretary to the board of directors, and the convener of the meeting or his proxy. The secretary to the board shall be responsible for the minutes of the meeting which shall include the following matters: (1) time, venue, agenda, name of convener of the meeting; (2) name of the chairman of the meeting and the directors, supervisors and senior management attending and presenting at the meeting; (3) number of the shareholders and proxies attending the meeting, total number of their voting shares and the proportion of such shares in the total issued shares of the Company; (4) consideration procedure, main points of the speech and poll result of each proposal;	**Article 51** The minutes of the meeting shall be recorded for the general meeting. The secretary to the board shall be responsible for the minutes of the meeting which shall include the following matters: (1) time, venue, agenda, name of convener of the meeting; (2) name of the presider and the directors and senior management presenting at the meeting; (3) number of the shareholders and proxies attending the meeting, total number of their voting shares and the proportion of such shares in the total issued shares of the Company; (4) consideration procedure, main points of the speech and poll result of each resolution; (5) enquiry opinion or suggestion raised by the shareholders and the corresponding response or explanation;

No.	Original Article	Amended Article
	(5) enquiry opinion or suggestion raised by the shareholders and the corresponding response or explanation; (6) name of the vote counter and scrutineer; (7) other matters that needed to be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association.	(6) name of the vote counter and scrutineer; (7) other matters that needed to be recorded in the minutes of the meeting in accordance with the provisions of the Articles of Association and these Rules.
80.	/	**Article 52** The convener of the meeting shall be responsible for the truthfulness, accuracy and completeness of the minutes of meetings. The convener or its representative attending or present at the meeting, the presider, directors, and the secretary to the board shall sign the minutes of the meeting. The minutes of the meeting, together with the shareholders' attendance records who attended the on-site meeting, the proxy forms, the voting results of other voting methods shall be properly maintained.
81.	**Section 6 Adjournment of a Meeting**	Delete this article.
82.	**Section 7 Matters after the Meetings and Announcement**	**Section 7 Matters after the Meetings**
83.	Article 60 The poll results shall be announced promptly. The announcement contents shall comply with the regulatory requirements.	**Article 53** The poll results shall be announced promptly. The announcement contents shall comply with the requirements of the Relevant Regulatory Rules.
84.	Article 61 Where the proposals are not passed or the resolution in the previous general meeting is altered in the general meeting, a special notice shall be included in the poll results announcement of the general meeting.	Delete this article.

No.	Original Article	Amended Article
85.	Article 59 The secretary to the board of directors shall be responsible for submitting the minutes of the meeting and the resolutions passed at the meeting and other relevant documentation to the relevant regulatory authorities in accordance with laws, regulations, the requirements of the securities regulatory authority of the State Council and the stock exchanges on which the Company's shares are listed after the meeting. He/she shall also be responsible for handling the announcement to be published on the designated media.	**Article 54** The secretary to the board of directors shall be responsible for submitting the minutes of the meeting and the resolutions passed at the meeting and other relevant documents (if needed) to the relevant regulatory authorities in accordance with the requirements of the Relevant Regulatory Rules after the meeting. The secretary to the board of directors shall also be responsible for the publication of the announcement on the designated media, maintain the written records such as the register of attending shareholders, proxy forms, votes counting sheet, minutes of the meeting and poll results announcements.
86.	Article 62 The secretary to the board of directors shall be responsible for maintaining records such as meeting attendance register, proxy forms, votes counting sheet, minutes of the meeting and poll results announcements.	
87.	Article 63 Where the proposal in relation to election of director and supervisor is approved at the general meeting, newly elected directors and supervisors shall assume their offices in accordance with the requirements of the Articles of Association.	**Article 55** Where the resolution in relation to election of director is approved at the general meeting, newly elected directors shall assume their offices in accordance with the requirements of the Relevant Regulatory Rules and the Articles of Association.
88.	**CHAPTER 5 SUPPLEMENTARY ARTICLES**	**CHAPTER 4 SUPPLEMENTARY ARTICLES**
89.	/	**Article 56** Unless otherwise specified, the terms used in these Rules shall have the same meaning as those terms in the Articles of Association.
90.	Article 64 These Rules shall take effect upon the approval at the general meeting by a special resolution on the date of issuance and listing of the Company's H shares.	**Article 57** These Rules shall take effect upon the approval at the general meeting by a special resolution.
91.	Article 65 When amending these Rules, the proposed amendments shall be put forward by the board of directors to the general meeting for approval by a special resolution.	**Article 58** When amending these Rules, the proposed amendments shall be put forward by the board of directors to the general meeting for approval by a special resolution.
92.	Article 66 The board of directors shall be responsible for explaining these Rules.	**Article 59** The board of directors shall be responsible for explaining these Rules.

No.	Original Article	Amended Article
93.	Article 67 If there is any relevant matter that is not covered in these Rules or if these Rules are in conflict with the laws, administrative rules and other regulatory documents or regulatory provisions in the place where the Company's shares are listed as promulgated from time to time, these laws, administrative rules and other regulatory documents or regulatory provisions in the place where the Company's shares is listed shall prevail.	**Article 60** If there is any relevant matter that is not covered in these Rules or if these Rules are in conflict with the Relevant Regulatory Rules as promulgated from time to time, the Relevant Regulatory Rules shall prevail.

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD MEETINGS OF SINOPEC ENGINEERING (GROUP) CO., LTD.

No.	Original Article	Amended Article
1.	**CHAPTER 1 GENERAL PROVISIONS**	**CHAPTER 1 GENERAL PROVISIONS**
2.	Article 1 In order to ensure that the board of directors of SINOPEC Engineering (Group) Co., Ltd. (the "Company") fulfils the duties and responsibilities conferred by all its shareholders, initiates constructive discussions, makes decisions on a scientific, prompt and prudent basis and regulates the operational procedures of the board of directors, these Rules are formulated according to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other regulations governing domestic and overseas listed companies as well as the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the "Articles of Association").	**Article 1** In order to ensure that the board of directors of SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)股份有限公司) (the "Company") fulfils the duties and responsibilities conferred by all shareholders of the Company, conducts discussions efficiently, makes scientific, efficient and prudent decisions and standardizes the operation of the board of directors,, these Rules are formulated according to the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "Guidelines for the Articles of Association of Listed Companies", "the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited" (the "Listing Rules") and other relevant laws, regulations and normative documents, and the securities regulatory rules of the places where the Company's shares are listed (the "Relevant Regulatory Rules"), and the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (中石化煉化工程(集團)股份有限公司) (the "Articles of Association").
3.	**CHAPTER 2 FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS**	**CHAPTER 2 FUNCTIONS, POWERS AND AUTHORITY OF THE BOARD OF DIRECTORS**

No.	Original Article	Amended Article
4.	Article 2 When making decisions on significant matters such as direction of reform and development, key objectives, and priority operational arrangements of the Company, the board of directors shall seek advice from the Party organization. When the board of directors appoints the management personnel of the Company, the Party organization shall consider and provide comments on the candidates for management positions nominated by the board of directors or the president, or recommend candidates to the board of directors and/or the president.	Relevant contents are incorporated into the Articles of Association and amended and refined.
5.	Article 3 The board of directors is responsible for the shareholders' general meetings and shall exercise the following functions and powers: (1) to be responsible for convening shareholders' general meetings and to report on its work to the shareholders' general meetings; (2) to implement the resolutions passed at shareholders' general meetings; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final financial budgets; (5) to formulate the Company's profit distribution proposals and loss recovery proposals; (6) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the Company's registered capital and for the issue of any kind of securities (including but not limited to corporate bonds) and the proposals for listing or repurchase of the Company's shares;	**Article 2** The board of directors is responsible for the general meetings and shall exercise the functions and powers conferred by the Relevant Regulatory Rules and the Articles of Association.

No.	Original Article	Amended Article
	(7) to formulate plans for significant acquisition or disposal proposals, the merger, division, change of corporate form or dissolution of the Company; (8) to determine such matters as external investment, acquire or sale of assets, pledge, entrusting financing, connected transactions according to the authority given in the shareholders' general meeting; (9) to determine matters relating to external guarantees of the Company according to laws, regulations and the provisions of the Articles of Association; (10) to decide on the Company's internal management structure; (11) to appoint or remove the Company's president and to appoint or remove the vice president, the chief financial officer and general counsel of the Company according to the recommendations of the president; to appoint or remove the secretary to the board of directors and to decide on their remuneration; (12) to determine the establishment of the Company's branch offices; (13) to formulate proposals for any amendment of the Articles of Association; (14) to formulate the Company's basic management system; (15) to manage the disclosure of information of the Company;	

No.	Original Article	Amended Article
	(16) to propose in a shareholders' general meeting to engage or replace the accounting firm which undertakes auditing work of the Company; (17) to listen to the president's work report and check the president's work; (18) to determine important matters and administrative matters of the Company other than those which should be determined by resolution of a shareholders' general meeting of the Company except for matters as specified by law, administrative rules, regulations of the competent government department(s) and the Articles of Association, and to sign other important agreements; (19) to exercise any other powers stipulated by laws, administrative rules, regulations of the competent government department(s) or the Articles of Association, and any other functions and powers conferred by the shareholders' general meetings.	
6.	Article 4 The president shall provide the directors with necessary information and data, enabling the board of directors to make scientific, immediate and prudent decisions. A director may require the president or, through the president, require the relevant departments of the Company to provide information and explanations which are necessary for him/her to make scientific, immediate and prudent decisions. Where the independent non-executive directors think necessary, they may engage (an) independent institution(s) to provide independent opinions to be relied upon by them in making decisions. The fees incurred in the engagement of such (an) independent institution(s) shall be borne by the Company.	**Article 3** The president shall provide the directors with necessary information and materials to facilitate the board of directors to make scientific, efficient and prudent decisions. A director can require the president or, through the president, require the relevant departments of the Company to provide information and explanations which are necessary for him to make scientific, efficient and prudent decisions.

No.	Original Article	Amended Article
7.	Article 5 Any matter to be submitted by the board of directors to the shareholders' general meeting for approval as required by the laws, administrative rules, regulations of the competent government department(s) or the Articles of Association shall first be considered and resolved on by the board of directors.	Delete this article.
8.	Article 6 In order to ensure and improve the stability and efficiency of the Company's daily operations, the board of directors shall, in accordance with the provisions of the Articles of Association and the authorization of the shareholders' general meeting, exercise the following duties and powers and can partially delegate them to the chairman or president. (1) Investment plans 1. The board of directors shall be responsible for consider and determine the preliminary medium and long-term investment plans proposed by the president, and shall put forward them to the shareholders' general meetings for approval. 2. The board of directors shall be responsible for consider and determine the preliminary annual capital expenditure plans proposed by the president, and shall put forward them to the shareholders' general meetings for approval. The board of directors can make adjustments of not more than 20% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting. The chairman of the board of directors is authorised to make adjustments of not more than 15% of the amount of the capital expenditure for the current year as approved at the shareholders' general meeting.	**Article 4** In order to ensure and improve the stability and efficiency of the Company's daily operations, the board of directors shall, in accordance with the provisions of the Articles of Association and the authorization of the general meeting, exercise the following duties and powers and can partially delegate them to the chairman or president. (I) Investment plans 1. The board of directors shall be responsible for approve the preliminary medium and long-term investment plans proposed by the president. 2. The board of directors shall be responsible for approve the annual capital expenditure plans proposed by the president. The chairman of the board is authorised by the board of directors to make adjustments of not more than 15% of the amount of the capital expenditure for the current year as approved by the board of directors. (II) External investments (including entrusted wealth management, entrusted loans, etc.), acquisition or disposal of assets, renting or leasing assets, entrusting or being entrusted with managing assets and businesses), etc.

No.	Original Article	Amended Article
	(2) External investments (including entrusted wealth management, entrusted loans, etc.), acquisition or disposal of assets, renting or leasing assets, entrusting or being entrusted with managing assets and businesses), etc. 1. The Company shall conduct the following four size tests ("Four Ratios"): (1) Asset ratio: the total assets which are the subject of the transaction (where both book value or appraised value exist, the higher shall prevail) divided by the total assets of the Company in the latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent); (2) Consideration ratio: the fair value of a single transaction (including debts and expenses undertaken) divided by the total market capitalization of the Company (calculated at the average closing price of the Company's securities for as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days prior to the date of the transaction); (3) Revenue ratio: the revenue of the principal business attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited revenue of the principal business of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards; (4) Profits ratio: the profits attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited profits of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards.	1. The Company shall conduct the following four size tests ("Four Ratios"): (1) Asset ratio: the total assets which are the subject of the transaction (where both book value or appraised value exist, the higher shall prevail) divided by the total assets of the Company in the latest published audited accounts calculated in accordance with the International Financial Reporting Standards or the latest published interim report (whichever is more recent); (2) Consideration ratio: the fair value of a single transaction (including debts and expenses undertaken) divided by the total market capitalization of the Company (calculated at the average closing price of the Company's securities for as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five business days prior to the date of the transaction); (3) Revenue ratio: the revenue of the principal business attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited revenue of the principal business of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards; (4) Profits ratio: the profits attributable to the assets which are the subject of the transaction for the latest fiscal year divided by the audited profits of the Company for the latest fiscal year calculated in accordance with the International Financial Reporting Standards. 2. The board of directors shall approve the transaction of which all of the above Four Ratios are 5% or more but less than 25%. The chairman of the board is authorized to approve the transaction of which all of the above Four Ratios are 3% or more but less than 5%. The president is authorized to approve the transaction of which all of the above Four Ratios are less than 3%.

No.	Original Article	Amended Article
	2. The board of directors shall approve the transaction of which all of the above Four Ratios are 5% or more but less than 25%. The chairman of the board is authorized to approve the transaction of which all of the above Four Ratios are 3% or more but less than 5%. The president is authorized to approve the transaction of which all of the above Four Ratios are less than 3%. 3. In disposing of fixed assets, where the aggregate amount of the expected value of the fixed assets to be disposed of and the value of the fixed assets having been disposed of in the four months prior to such proposed disposal does not exceed 33% of the value of the fixed assets as shown in the latest balance sheet considered by the shareholders' general meeting, the board of directors shall consider and approve such disposal, and the chairman of the board of directors is authorised to consider and approve those fixed asset disposals of less than 10%. (3) Entering into contracts related to the principal business operations, such as EPC contracting The president is authorized to approve contracts related to the Company's principal business operations, such as EPC contracting. However, if any contract involve any of the following circumstances, it shall be submitted to the board of directors for approval:	(III) Entering into contracts related to the principal business operations, such as EPC contracting The president is authorized to approve contracts related to the Company's principal business operations, such as EPC contracting. However, if any contract involve any of the following circumstances, it shall be submitted to the board of directors for approval: 1. Where the project involves advance funding (with the advance amount exceeding RMB100 million or exceeding 3% of the Company's latest audited net assets calculated in accordance with International Financial Reporting Standards); 2. Where the Company assumes special risks in the project, including but not limited to undertaking projects in high-risk areas; 3. Where the Company assumes risks of uncertain liabilities in the project. If pursuant to relevant Chinese laws and regulations, the Articles of Association, or regulatory provisions in the place where the Company's shares are listed, contracts related to the Company's principal business operations, such as EPC contracting that require approval by the general meeting, they shall be submitted to the general meeting for consideration.

No.	Original Article	Amended Article
	1. Where the project involves advance funding (with the advance amount exceeding RMB100 million or exceeding 3% of the Company's latest audited net assets calculated in accordance with International Financial Reporting Standards); 2. Where the Company assumes special risks in the project, including but not limited to undertaking projects in high-risk areas; 3. Where the Company assumes risks of uncertain liabilities in the project. If pursuant to relevant Chinese laws and regulations, the Articles of Association, or regulatory provisions in the place where the Company's shares are listed, contracts related to the Company's principal business operations, such as EPC contracting that require approval by the shareholders' general meeting, they shall be submitted to the shareholders' general meeting for consideration. (4) Borrowings The board of directors shall approve borrowing with a single amount is less than 25% of the Company's net assets in the most recently published audited accounts or the most recently published interim report prepared in accordance with International Financial Reporting Standards (whichever is more recent). The chairman of the board is authorized to approve borrowing with a single amount is 5% or more but is less than 10% of the Company's net assets as calculated under International Financial Reporting Standards in the most recently published audited accounts or the most recently published interim report (whichever is more recent). The president is authorised to approve borrowing with a single amount less than 5% of the Company's net assets as calculated under International Financial Reporting Standards in the most recently published audited accounts or the most recently published interim report (whichever is more recent).	(IV) Borrowings The board of directors shall approve borrowing with a single amount is less than 25% of the Company's net assets in the most recently published audited accounts or the most recently published interim report prepared in accordance with International Financial Reporting Standards (whichever is more recent). The chairman of the board is authorized to approve borrowing with a single amount is 5% or more but is less than 10% of the Company's net assets as calculated under International Financial Reporting Standards in the most recently published audited accounts or the most recently published interim report (whichever is more recent). The president is authorised to approve borrowing with a single amount less than 5% of the Company's net assets as calculated under International Financial Reporting Standards in the most recently published audited accounts or the most recently published interim report (whichever is more recent). If a loan agreement entered into by the Company or any of its subsidiaries contains a condition imposing a specific performance obligation on any controlling shareholder (such as requiring the shareholder to maintain a minimum percentage of the Company's share capital), and a breach of such obligation would constitute a breach of the loan agreement, and such loan is material to the business operations of the Company and its subsidiaries, then such loan shall be subject to the approval of the board of directors. If the controlling shareholder of the Company pledges the equity interests in the Company's shares as security for the Company's debts, or as a guarantee for the Company to obtain support for guarantees or other liabilities, such loan shall be approved by the board of directors.

No.	Original Article	Amended Article
	If a loan agreement entered into by the Company or any of its subsidiaries contains a condition imposing a specific performance obligation on any controlling shareholder (such as requiring the shareholder to maintain a minimum percentage of the Company's share capital), and a breach of such obligation would constitute a breach of the loan agreement, and such loan is material to the business operations of the Company and its subsidiaries, then such loan shall be subject to the approval of the board of directors. If the controlling shareholder of the Company pledges the equity interests in the Company's shares as security for the Company's debts, or as a guarantee for the Company to obtain support for guarantees or other liabilities, such loan shall be approved by the board of directors. (5) External Guarantees and Financial Assistance External guarantee of the Company shall be considered by the board of directors and approved by a two-thirds or more of the directors attending the meeting. Where such matter requires approval by the shareholders' general meeting pursuant to laws, regulations, the Articles of Association, or resolutions of the shareholders' general meeting, it shall also be submitted to the shareholders' general meeting for consideration and approval. When the board of directors considers and approves the Company providing parent performance guarantee for its subsidiaries to undertake EPC, construction, and other principal business projects, an annual cap can be set. Performance guarantee of which the amount is within such annual cap needs not to be submitted separately for the consideration and approval by the board of directors but must be promptly reported to the board in writing. The terms of such guarantee shall comply with engineering market practices. Guarantee of which the amount exceeding the annual cap or with terms inconsistent with engineering market practices or imposing special obligation or liabilities on the Company, shall still be submitted to the board of directors for consideration and approval. Where shareholder approval is required, such guarantee shall also be submitted to the shareholders' general meeting for consideration.	(V) External Guarantees and Financial Assistance External guarantee of the Company shall be considered by the board of directors and approved by a two-thirds or more of the directors attending the meeting. Where such matter requires approval by the general meeting pursuant to laws, regulations, the Articles of Association, or resolutions of the general meeting, it shall also be submitted to the general meeting for consideration and approval. When the board of directors considers and approves the Company providing parent performance guarantee for its subsidiaries to undertake EPC, construction, and other principal business projects, an annual cap can be set. Performance guarantee of which the amount is within such annual cap needs not to be submitted separately for the consideration and approval by the board of directors but must be promptly reported to the board in writing. The terms of such guarantee shall comply with engineering market practices. Guarantee of which the amount exceeding the annual cap or with terms inconsistent with engineering market practices or imposing special obligation or liabilities on the Company, shall still be submitted to the board of directors for consideration and approval. Where shareholder approval is required, such guarantee shall also be submitted to the general meeting for consideration. If the aggregate amount of financial assistance provided by the Company or its subsidiaries to an affiliated company (as defined in the Listing Rules), together with any guarantees given by the Company or its subsidiaries in respect of financing for such affiliated company, exceeds 8% when calculated based on the asset ratio defined in item (1) of the Article 5 of these Rules, such financial assistance and/or guarantees shall be subject to the approval of the board of directors.

No.	Original Article	Amended Article
	If the aggregate amount of financial assistance provided by the Company or its subsidiaries to an affiliated company (as defined in the Listing Rules), together with any guarantees given by the Company or its subsidiaries in respect of financing for such affiliated company, exceeds 8% when calculated based on the asset ratio defined in item (1) of the Article 5 of these Rules, such financial assistance and/or guarantees shall be subject to the approval of the board of directors. (6) With respect to item (2) above, a series of transactions shall be aggregated and treated as one transaction if they were all completed within a 12 month period or are otherwise related. In determining whether transactions should be aggregated, factors to be considered include whether the transactions: 1. are entered into by the Company (or its subsidiaries) with the same party, or with parties connected or otherwise associated with one another; 2. involve the acquisition or disposal of securities or an interest in one particular company or group of companies; 3. involve acquisition or disposal of parts of one asset; or 4. together lead to substantial involvement by the Company (or its subsidiaries) in a business activity which did not previously form part of the principal business activities of the Company (or its subsidiaries). (7) If the aforementioned matters constitute connected transactions under the regulatory rules of the places where the Company's shares are listed, they shall be handled in accordance with the relevant provisions.	(VI) External Donation The board of directors is authorized to decide on external donation with a single donation amount exceeds RMB1 million. The external donations with a single donation amount does not exceed RMB1 million shall be approved by the chairman of the board, directors, president and other relevant parties as stipulated in the Company's internal management polices. (VII) With respect to item (II) above, a series of transactions shall be aggregated and treated as one transaction if they were all completed within a 12 month period or are otherwise related. In determining whether transactions should be aggregated, factors to be considered include whether the transactions: 1. are entered into by the Company (or its subsidiaries) with the same party, or with parties connected or otherwise associated with one another; 2. involve the acquisition or disposal of securities or an interest in one particular company or group of companies; 3. involve acquisition or disposal of parts of one asset; or 4. together lead to substantial involvement by the Company (or its subsidiaries) in a business activity which did not previously form part of the principal business activities of the Company (or its subsidiaries). (VIII) If the aforementioned matters constitute connected transactions under the regulatory rules of the places where the Company's shares are listed, they shall be handled in accordance with the relevant provisions.

No.	Original Article	Amended Article
9.	**CHAPTER 3 COMPOSITION AND SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS**	Delete the title.
10.	Article 7 The board of directors shall consist of seven to nine directors, including at least one third of independent non-executive directors. There shall be a Chairman of the Board and a vice Chairman of the Board.	Relevant contents are incorporated into the Articles of Association and amended and refined.
11.	Article 8 The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee in accordance with laws and regulations and the requirements under the Listing Rules, which are accountable to the board of directors. These special committees shall conduct research on specific matters and provide opinions and suggestions on these matters to the board of directors for reference. The board of directors has established the audit committee, the remuneration committee, the nomination committee, and the strategy and development committee.	Relevant contents are incorporated into the Articles of Association and amended and refined.
12.	Article 9 The audit committee shall consist of at least three members, all of whom must be non-executive directors. A majority of its members must be independent non-executive directors, and at least one member must be an independent non-executive director with relevant professional qualifications or experience in accounting and financial management. The chairman and deputy chairman (if any) of the audit committee must be independent non-executive directors. The primary responsibilities of the audit committee include reviewing and overseeing the financial reporting procedures and internal control systems of the Company and its subsidiaries, as well as promoting and guiding the Company's rule of law development and compliance management.	Delete this article.

No.	Original Article	Amended Article
13.	Article 10 The chairperson, deputy chairperson (if any), and a majority of the members of the remuneration committee shall be independent non-executive directors. The primary responsibilities of the remuneration committee are to provide recommendations to the board regarding the remuneration policies and structures for directors and senior management, and to establish a formal and transparent process for formulating such remuneration policies.	Delete this article.
14.	Article 11 A majority of the members of the nomination committee shall be independent non-executive directors. The chairperson, deputy chairperson (if any) shall be appointed from among the chairman or independent non-executive directors. The primary responsibility of the nomination committee is to provide recommendations to the board of directors regarding the appointment of directors and senior management personnel.	Delete this article.
15.	Article 12 The primary responsibility of the Strategy and Development Committee is to formulate the Company's overall development plan and investment decision-making procedures.	Delete this article.
16.	Article 13 The special committees of the board of directors shall formulate detailed working rules, which shall come into effect upon the submission to, and the approval of, the board of directors.	Relevant contents are incorporated into the Articles of Association and amended and refined.

No.	Original Article	Amended Article
17.	**CHAPTER 4 OFFICE OF THE SECRETARY TO THE BOARD AND THE BOARD OF DIRECTORS**	Delete the title.
18.	Article 14 The Company shall have one Secretary to the Board, in principle, the Secretary to the Board shall be performed by designated staff, the Secretary to the Board is a member of the senior management of the Company. Directors or other senior management personnel of the Company may concurrently act as the Secretary to the Board. However, no accountant of the accounting firm engaged by the Company may concurrently act as the Secretary to the Board of the Company.	Relevant contents are incorporated into the Articles of Association and amended and refined.
19.	Article 15 The Secretary to the Board shall perform the following major duties and responsibilities: (1) to assist the directors in handling the daily work of the Board, to provide, among others, the directors and the president with, or remind them of, and ensure their understanding of the regulations, policies and requirements on corporate governance of domestic and overseas regulatory authorities on an ongoing basis, and assist the directors and the president to effectively comply with domestic and overseas laws and regulations, the Articles of Association and other relevant provisions in exercising their functions and powers; (2) to be responsible for the relevant organization and preparation of documents for the Board meetings and the shareholders' general meetings, keep proper minutes of the meetings, ensure that decisions made at the meetings comply with legal procedures, and to oversee the implementation of the resolutions of the Board;	Relevant contents are incorporated into the Articles of Association and amended and refined.

No.	Original Article	Amended Article
	(3) to ensure that the Company has kept complete organizational documents and records; (4) to ensure that the Company prepares and submits the reports and documents required by the competent authorities in accordance with the law; (5) to ensure that the Company's register of members has been properly maintained, and to ensure that those who are entitled to the relevant records and documents of the Company have access to such records and documents in a timely manner; (6) to be responsible for organizing and coordinating information disclosure of the Company to ensure timely, accurate, legal, genuine and complete disclosure of the Company's information, to coordinate the relationship with the investors, and enhancing transparency of the Company; (7) to participate in the organization of financing in the capital market; (8) to handle relations with intermediaries, regulatory authorities and mass media; (9) to perform other duties and powers granted by the Board and other duties and powers as required under the listing rules of the stock exchange where the shares of the Company are listed.	
20.	Article 16 The Company establishes the office of the Board for use as the operating organ of the Board and the daily work organization for the Secretary to the Board to perform duties and responsibilities.	Relevant contents are incorporated into the Articles of Association and amended and refined.

No.	Original Article	Amended Article
21.	Article 17 The Company shall formulate a working system for the Secretary to the Board, and clarify the working procedures for information disclosure and investor relations. The relevant system should be submitted to the Board for approval before adoption.	Relevant contents are incorporated into the Articles of Association and amended and refined.
22.	**CHAPTER 5 BOARD MEETING SYSTEM**	**CHAPTER 3 PROCEDURES FOR HOLDING OF THE BOARD MEETING**
23.	/	**Section 1 General Provisions**
24.	Article 18 According to the certainty of convening the Board meetings, the Board meetings include regular Board meetings and extraordinary Board meetings. The Board holds at least 4 regular meetings each year.	**Article 5** The board meetings shall include regular board meetings and extraordinary board meetings. The board of directors shall hold at least 4 regular meetings each year.
25.	Article 19 Board meetings to be convened regularly include: 1. Board meeting for annual results The meeting will be convened within three months after the end of the Company's accounting year and will mainly consider the annual results announcement and annual report of the Company and to deal with other related matters. The annual Board meeting shall be held at a time to ensure that the annual results announcement and the annual report of the Company can be distributed to shareholders within the time prescribed by relevant regulations and the Articles of Association of the Company, to ensure the annual preliminary financial results of the Company can be announced within the time prescribed by relevant laws and regulations, and to ensure that the annual general meeting can be convened within 6 months after the end of the accounting year of the Company.	**Article 6** The regular board meetings shall include the following: (i) The annual results meetings The annual results meetings shall be held within 3 months from the end of the fiscal year of the Company. The directors shall consider the Company's annual reports and deal with other relevant matters at such meetings. The timing of such meetings shall ensure that the annual results announcement and the annual report of the Company will be dispatched to the shareholders within the time limit specified by the Relevant Regulatory Rules, the Articles of Association and these Rules, and shall ensure that the preliminary annual financial results of the Company will be announced within the time limit specified by the Relevant Regulatory Rules, and shall ensure that the annual general meeting will be held within 6 months from the end of the fiscal year of the Company.

No.	Original Article	Amended Article
	2. Board meeting for interim results The meeting will be convened within 2 months after the end of the first 6 months of the Company's accounting year and will mainly consider the interim results announcement and the interim report of the Company and to deal with other related matters. 3. Other regular Board meetings	(ii) The interim results meetings The interim results meetings shall be held within 2 months from the end of the first 6 months of the fiscal year of the Company at which the Company's interim results announcement and the interim report will be considered other relevant matters will be handled. (iii) Other regular meetings
26.	Article 20 Under any of the following circumstances, the Chairman of the Board shall convene and preside over an extraordinary Board Meeting within 10 days after receiving the proposal: (1) when proposed by shareholders representing 10% or more of voting rights; (2) when the Chairman of the Board deems it necessary; (3) when proposed by more than one-third of the directors; (4) when proposed by two or a majority of independent non-executive directors; (5) when proposed by the Supervisory Committee; (6) when proposed by the President; (7) other circumstances as provided in the Articles of Association.	**Article 7** The chairman of the board shall approve the issue of a notice convening the extraordinary board meeting within 10 days from the date of receipt of the board meeting proposal in any one of the following events: (1) where the shareholder representing 10% or more of the voting rights propose; (2) where the chairman of the board deems necessary; (3) where 1/3 or more of the directors propose; (4) where the audit committee of the board of directors proposes; (5) where the president proposes; (6) any situation provided by the Articles of Association and these Rules.

No.	Original Article	Amended Article
27.	Article 21 Board meetings may be classified into on-site physical meetings, video conference meetings and written proposal meetings according to the way of conducting the meetings. Regular Board meetings do not include meetings conducted by written proposals to obtain Board approval. All Board meetings may be convened in the form of on-site physical meetings. Board meetings may be held by means of visual conference calls, so long as the directors attending the meeting can clearly hear the speeches of other directors and communicate with each other. Board meetings held in this manner shall be recorded by audio and video recording. If the directors are unable to immediately sign the resolutions of the meeting at such meetings, they shall conduct verbal voting and go through the formalities of signing in writing as soon as possible. A verbal vote of the directors shall have the same effect as a written signature, but the subsequent written signature must be consistent with the verbal vote at the meeting. Except as otherwise provided by the regulatory rules of the place where the shares of the Company are listed, if a Board meeting cannot be held by on-site physical meeting or by video conference calls for any reason, it may be held in the form of written proposal, that is, the content of the proposal to be discussed and considered shall be distributed in writing to all directors for discussion. Unless otherwise stated by the directors on a resolution, the signatures of the directors on the resolution shall be deemed to have voted in favour of the resolution.	**Article 8** All the board meetings can be held by the way of on-site meetings. Apart from on-site meetings, the board meetings can be held by the way of video conference, telephone conference, written resolution, or any other methods, provided that directors are ensured to fully communicate and express their opinions. Regular meeting does not include obtaining board consent through circulating written resolutions. When the Company holds the board meetings by way of video conference, telephone conference, or other methods, all attending directors shall be deemed to have attended the meeting in person, provided that the attending directors are able to hear clearly the director who speaks at the meeting and communicate among themselves. The meeting held by this way shall be recorded or videotaped. In the event that the attending directors are unable to sign for the resolutions on such board meeting, they shall express their opinions orally or by a show of hands during the meeting and shall complete the signing procedures as soon as practicable. The verbal or show-of-hands voting by a director shall have the same effect as signing the resolution, provided that there is no discrepancy between the written opinion expressed by such director in completing signing procedure and the opinions orally or by a show of hands expressed by him/her during the meeting. In case of any inconsistency, the vote cast at the board meeting shall prevail.

No.	Original Article	Amended Article
		Unless there is other requirements in the regulatory rules of the places where the shares of the Company is listed, in the case where an on-site meeting or a video or telephone conference meeting or other methods is impractical, the board meeting can be held by written resolution, in which case the proposed resolution for consideration and approval shall be sent in written form to all of the directors for their approval, and directors participating in the vote shall complete the corresponding written signature procedures within the time limit specified in the notice of the board meeting. Unless otherwise expressed by the directors, signing on the written resolution by the director shall be sufficient evidence that his/her has agreed with the resolution.
28.	**CHAPTER 6 PROCEDURES FOR BOARD MEETINGS**	Delete the title.
29.	/	**Section 2 Putting forward the Resolutions**
30.	Article 22 Putting forward the proposals Proposals for Board meetings are put forward mainly based on the following: (1) matters proposed by the directors; (2) matters proposed by the Supervisory Committee; (3) matters proposed by the special committees of the Board; (4) matters proposed by the president; (5) matters to be considered by the general meeting of the subsidiaries of the Company or company in which the Company holds equity interest; (6) Other circumstances provided in the Articles of Association of the Company and under these Rules.	**Article 9** The resolutions of the board meetings shall be put forward primarily under the following circumstances: (1) matters required to be submitted to the board of directors for consideration under Relevant Regulatory Rules and the Articles of Association; (2) matters proposed by the directors; (3) proposal from the special committees of the board of directors; (4) matters proposed by the president; (5) matters to be considered by the general meeting of the subsidiaries of the Company or company in which the Company holds equity interest.

No.	Original Article	Amended Article
31.	Article 23 Solicitation of proposals The Secretary to the Board shall be responsible for organizing the collection of proposals for the meeting. Relevant proposers shall submit proposals and other relevant explanatory materials before the meeting. Proposals involving material related-party transactions, as determined based on the criteria issued by the competent regulatory authorities from time to time, should be approved by a majority of independent non-executive directors in advance. After collating the relevant information, the Secretary to the Board shall specify the time, venue and agenda of the Board Meeting and submit it to the Chairman of the Board.	**Article 10** The secretary to the board shall be responsible for organizing and collecting the draft proposals in respect of the matters to be considered at the meeting. The relevant party who puts forward the resolution to the board meeting shall submit the resolution details and relevant explanatory materials before the date of the meeting. If any matter that is required to be approved in advance by 1/2 or more of the independent directors or the special committee of the board of directors in accordance with Relevant Regulatory Rules and the Articles of Association, such resolution shall only be put forward to the board of directors for consideration after completing the prescribed procedures. The relevant materials with the time, venue and agenda of the board meeting shall be submitted to the chairman of the board after being organized and reviewed by the secretary to the board.
32.	/	**Section 3 Notice of Meeting**
33.	Article 24 Convening a meeting The Chairman of the Board shall convene a Board meeting and sign the notice of the meeting. The Vice-chairman assists the work of the Chairman of the Board, if the Chairman of the Board is unable or fails to convene a meeting, the Vice-chairman shall convene a meeting, if the Vice-chairman is unable or fails to convene a meeting, a director jointly elected by a majority of directors shall convene a meeting. The convener shall be responsible for signing and issuing a notice of the meeting to be convened.	**Article 11** A board meeting shall be convened by the chairman of the board. The vice chairman shall assist the chairman with his/her work. Where the chairman fails to convene a meeting for no reasons or is unable to convene a meeting for special reasons, the meeting shall be convened by the vice chairman. Where vice chairman is unable to convene or fails to convene the meeting, the meeting shall be convened by the director recommended by a majority of all the directors. The convener of the board meeting shall be responsible for approving the issue of the notice of the board meeting.

No.	Original Article	Amended Article
34.	Article 25 Notice of meeting (1) A notice of meeting shall be sent to all directors and supervisors in advance before a Board meeting is convened. The content of the notice of meeting generally contains: 1. time and place of the meeting; 2. duration of the meeting; 3. agenda, reasons, issues and relevant information; 4. date of notice of the meeting. The notice of meeting shall be copied to other non-voting attendees. (2) Notification of a Board meeting shall be made in accordance with the following requirements and methods: 1. The notice of Board meeting shall be served by personal delivery, facsimile, telex, telegram or mail; 2. The notice of a regular Board meeting shall be given 14 days before the meeting; the notice of an extraordinary Board meeting and the meeting documents shall be served within a reasonable period of time before the meeting. 3. The notice shall be in Chinese and may be accompanied by an English version, if necessary.	**Article 12** A notice for a regular board meeting shall be given to directors at least 14 days in advance, and a notice for an extraordinary board meeting shall be given to directors at least 5 days in advance. **Article 13** Meeting materials for the board meeting shall be sent out at least 3 days in advance. The meeting materials shall include the notice of the meeting and relevant materials formally signed by the convener of the meeting. The notice of the meeting usually will include the following: (1) the time and venue of the meeting; (2) the duration of the meeting; (3) the agenda, reasons and resolutions of the meeting; (4) the date of the issue of the notice. The meeting materials shall be copied to other senior management who will present at the meeting. **Article 14** Under special circumstances, where an extraordinary board meeting needs to be held as soon as possible, notice of the meeting can be sent by way of telephone communication, oral communication or other methods at any time, provided that the convener shall explain the reason and the circumstance is recorded in the minutes of the board meeting.

No.	Original Article	Amended Article
	A director shall be deemed to have been given a notice of the meeting if he has attended the meeting but has not raised any objection that he has not received the notice of the meeting before or at the time of attending the meeting.	Any director can waive the right to receive the notice of board meeting and materials within the time limit stipulated in these Rules. Notice of a meeting and materials shall be deemed to have been sent to the director who has attended the meeting but not raised an objection before or upon the commencement of the board meeting, for not receiving the notice and materials.
		Article 15 The notice of the board meeting or written material can be delivered to directors by hand, post, email, or other method. The notice shall be in Chinese, with an English version attached when necessary.
35.	/	**Section 4 Holding of Meetings**
36.	Article 26 Pre-meeting communication The Secretary to the Board shall be responsible for or shall organize and arrange the communication and liaison with all directors from the issuance of the notice of meeting to the time before the meeting, so as to obtain the opinions and suggestions of the directors on the relevant proposals, and convey such opinions or suggestions to the proposers of the proposals in a timely manner in order to improve the relevant proposal made by them. The Secretary to the Board shall also arrange for the provision of supplementary materials in a timely manner for the directors to make decisions on the content of the proposals, including relevant background information on the agenda items and other data materials that are helpful for the directors to make scientific, prompt and prudent decisions.	**Article 16** After the issue of the notice of a board meeting and materials and before the date of the meeting, the secretary to the board shall be responsible for, and shall communicate and liaise with all directors, especially the independent directors, to seek their opinions or suggestions in respect of the resolution of the meeting, and shall pass these opinions or suggestions to the party who propose the resolutions, so as to enable necessary amendments to be made to the resolution. The secretary to the board shall also, in a timely manner, arrange the provision of the supplemental materials which are required for the directors to make informed decisions on the resolution to be considered at the meeting, including the background information relating to the matters to be considered at the meeting and other information which will assist the director in making scientific, efficient and prudent decision.

No.	Original Article	Amended Article
37.	Paragraph 1 of Article 27 Attendance at and presiding over the meetings A Board meeting may be held only when a majority of directors are present. A director shall attend a Board meeting in person. If a director is unable to attend the meeting for any reason, he/she may appoint another director in writing to attend the meeting on his/her behalf (but if an independent non-executive director is unable to attend the meeting in person, he shall appoint another independent non-executive director to attend the meeting on his/her behalf). The power of attorney shall state the name of the proxy, the matters to be represented, the scope of authorization and the period of validity, and shall be signed or sealed by the appointer. A director attending the meeting on behalf of another director shall exercise the rights of a director within the scope of authorization.	**Article 17** Unless otherwise provided for in the Relevant Regulatory Rules, the Articles of Association, and these Rules, board meeting shall only be held if the a majority of all the directors of the Company (including directors who have appointed other director to attend the board meeting on their behalf by written proxy) have attended the meeting.
		Article 18 If the Company repurchases its own shares under the following circumstances, a resolution shall be passed at a board meeting attended by 2/3 or more of the directors pursuant to the Articles of Association: (1) to use the shares for an employee stock ownership plan or equity incentive; (2) to use the shares to convert the corporate bonds issued by the Company that are convertible into shares; or (3) necessary for maintaining the value of the Company and the interests of its shareholders.
		Article 19 Directors shall attend the board meetings in person. Where a director is unable to attend a meeting for any reason, he/she can by a written power of attorney appoint another director to attend the meeting on his/her behalf, provided that he/she has reviewed the meeting materials in advance and formed a clear opinion. The power of attorney shall set out the name of the attorney, the particulars and the scope of authorization, validity period of such authorization, and shall be signed or sealed by the appointing director. In respect of the voting instruction on the resolution, the appointing director shall explicitly state his/her opinion on voting for, against the resolution or abstained from voting in the power of attorney.

No.	Original Article	Amended Article
38.	/	**Article 20** Directors shall not make or accept a power of attorney without voting instruction, a full authorization, or a power of attorney with an unclear scope of authorization. 1 director shall not be the agent for more than 2 directors to attend 1 board meeting. The independent director shall not appoint a non-independent director to attend the meeting on his/her behalf. When considering connected transactions, non-related director shall not appoint related directors to attend the meeting on his/her behalf. The responsibility of a director for resolution to be considered shall not be exempted by appointing another director to attend on his/her behalf.
39.	Paragraph 2 of Article 27… If a director doesn't attend a board meeting and fails to appoint another director to attend on his/her behalf, such director shall be deemed to have waived his/her rights to vote at the meeting.	**Article 21** If a director doesn't attend a board meeting and fails to appoint another director to attend on his/her behalf, such director shall be deemed to have waived his/her rights to vote at the meeting.
40.	Paragraph 3 of Article 27 The Chairman of the Board shall preside over the Board meeting, the Vice-chairman assists in the work of the Chairman of the Board, if the Chairman of the Board is unable or fails to preside over the meeting, the Vice-chairman of the Board shall preside over the meeting. If the Vice-chairman of the Board is unable or fails to preside over the meeting, a director jointly elected by a majority of the directors shall be responsible for presiding over the meeting.	**Article 22** The board meeting shall be chaired by the chairman of the board, the vice chairman shall assist the chairman with his/her work. Where the chairman fails to chair a meeting for no reasons or is unable to chair a meeting for special reasons, the meeting shall be chaired by the vice chairman. Where vice chairman is unable to chair or fails to chair the meeting, the meeting shall be chaired by the director recommended by a majority of all the directors.
41.	/	**Section 5 Consideration and Voting at Meetings**

No.	Original Article	Amended Article
42.	Article 28 Deliberating on proposals The chairman of the meeting shall declare the meeting open at the scheduled time. Upon the official commencement of the meeting, an agenda shall be agreed upon by the directors present. After the directors present at the meeting reach consensus on the agenda, the chairman of the meeting shall deliberate on each proposal one by one. The proposer or the person appointed by the proposer shall report to the Board or make an explanation for the proposal. In order to obtain a detailed understanding of the main points and the process of deliberating the relevant plans, proposals and reports at a Board meeting, the person in charge of the department responsible for the proposal may be required to attend the meeting as non-voting attendee for explaining reasons and answering inquiries on the relevant proposal so that a correct resolution may be made. During the deliberation, any proposal with unclear status or questionable feasibility may be returned to the responsible department by the Board for explanation or re-submission without voting on the proposal. Independent non-executive directors shall express independent opinions as required by laws and regulations and the Listing Rules.	**Article 23** The presider of the meeting shall declare the commencement of the meeting as scheduled. The directors who attend the meeting shall agree on the agenda of the meeting first after the commencement of the meeting. Where 1/4 or more of the directors or 2 or more of independent directors are of the opinion that the materials of the meeting are insufficient or unclear, they can jointly propose to the postponement of such board meeting or the relevant proposal shall not be considered on such board meeting, and the presider shall adopt such a proposal.
43.		**Article 24** When agreed on the agenda of the meeting by the directors attending the meeting, the resolution shall be considered one by one as directed by the presider of the meeting. The senior management in charge of the relevant business shall report the work or make resolution presentation to the board of directors.
44.		**Article 25** When considering the relevant proposal, resolution and report, in order to understand the key points and the background information of the resolution in detail, the board meeting can require the head of the department which is responsible for handling the resolution to present at the meeting, to facilitate the director to receive and make enquiries on the materials on the resolution. If during the consideration process, any resolution to be considered is found to be unclear or infeasible, the board of directors shall require the department which is responsible for handling the resolution to explain at the meeting, and the resolution can be removed for re-handling without voting.

No.	Original Article	Amended Article
45.	Paragraph 1 and 2 of Article 29 Voting on Proposals The Board shall consider proposals, and all directors attending the meeting shall express their opinions for, against or abstain from voting. A director attending a meeting on behalf of another director shall exercise his/her rights on behalf of his/her appointer within the scope of authorization. If a director fails to attend a Board meeting nor appoints a proxy to attend, he/she shall be deemed to have abstained from voting at that meeting.	**Article 26** In considering the resolution at the board meeting, all attending directors shall express their opinions in respect of voting for or against such resolutions or abstained from voting. The director who attended the board meeting on behalf of other director shall exercise the voting rights within the authorization.
46.	Paragraph 3 of Article 29 A resolution of the Board may be passed by a majority of votes of all directors, except in the following cases where affirmative votes from two-thirds of all directors are required: (1) to formulate proposals for the credit and financial policies of the Company, the increase or reduction of the Company's registered capital and for the issue of any kind of securities (including but not limited to corporate bonds) and the proposals for listing or repurchase of the Company's shares; (2) to formulate plans for significant acquisition or disposal and plans for merger, division, change of corporate form or dissolution of the Company; (3) to formulate the Articles of Association of the Company, the Rules of Procedure for the General Meetings of the Company and the amendments to these Rules.	**Article 27** A resolution of the board of directors must be passed by a majority of all directors, except where otherwise provided for in the Relevant Regulatory Rules and the Articles of Association.

No.	Original Article	Amended Article
47.	/	**Article 28** Where the board of directors resolves to issue new shares pursuant to the Articles of Association or under the authorization of the general meeting, such resolution of the board of directors shall be passed by 2/3 or more of all directors.
48.	/	**Article 29** In the interests of the Company, the board of directors can, pursuant to the Articles of Association or under the authorization of the general meeting, resolve that the Company can provide financial assistance to others for the acquisition of shares of the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Such resolution of the board of directors shall be passed by 2/3 or more of all directors.
49.	Paragraph 4 of Article 29 Voting at a Board meeting may be conducted by a show of hands or by poll. Each director is entitled to one vote.	**Article 30** The resolution of the board of directors can be decided by way of: show of hands, verbal, or written poll. Each director shall have 1 vote.
50.	Article 30 A director shall not vote in respect of a contract, transaction, arrangement or any proposal in which he or his associate (as defined in the Listing Rules) has a material interest, nor to be included in a quorum for the meeting (the restriction in this Rule shall not apply to circumstances permitted under the Listing Rules or approved by the Hong Kong Stock Exchange).	Delete this article.

No.	Original Article	Amended Article
51.	Article 31 If any third party is an associate (as defined in the Listing Rules) of a director, when voting on a transaction between the Company and such third party, such director shall not exercise his own voting right or the voting rights on behalf of other directors in respect of such item. When determining whether a quorum is present at the meeting, he will not be counted. If less than 3 directors are able to vote on the matter, the matter shall be submitted to a general meeting for voting by shareholders.	**Article 31** Where directors have related relations with the enterprises or individual involved in the resolution of the board of directors, such director shall promptly submit a written report to the board of directors. If an independent director discovers any circumstances that may affect his/her independence in relation to a matter under consideration, he/she shall declare the same to the Company and shall abstain from voting. The related director shall neither vote on this resolution nor act as agent for other director to exercise voting power, and his/her vote shall not be counted towards the total voting right. Such board meeting can be held if a majority of the non-related directors attending the meeting and the resolution passed by a majority of the non-related directors. If less than 3 non-related directors can attend the board meeting, the relevant resolution shall be submitted directly to the general meeting for consideration.
52.	Article 32 If a substantial shareholder (holding 10% or more of the shares) or a director has a material conflict of interest in a matter to be considered by the Board, the relevant matter shall be resolved by way of a Board meeting instead of a written resolution. In addition, independent non-executive directors who have no substantive interest in the matter should attend the Board meeting.	Delete this article.

No.	Original Article	Amended Article
53.	Article 33 Directors' responsibilities for resolutions of the Board Directors shall be accountable for resolutions of the Board. If a resolution passed at a Board meeting violates laws, administrative regulations, these Articles of Association or the resolutions of the general meeting and causes the Company to suffer serious losses, the directors who participated in the resolution shall be liable to the Company for compensation; if it can be proved that a director has raised his/her dissent during the voting and recorded in the minutes, the liability of such director may be waived.	Delete this article.
54.	Article 34 Resolutions of the meetings For matters considered at the Board meeting, a resolution shall generally be passed. The views expressed by the directors shall be stated in the resolutions of the Board.	**Article 32** In principle, the board meeting shall resolve all the matters considered at the meeting.
55.	Article 35 Minutes of Meetings The Board shall keep detailed minutes of meetings on the matters discussed at the meetings. Minutes of the Board meetings shall include the following: (1) the date and place of the meeting, and the name of the convener and chairman of the meeting; (2) the names of the directors present and the names of the appointers of the proxies who attend the meeting on their behalf and the names of the proxies; (3) the agenda of the meeting; (4) key points of the directors' speeches (if the meeting is held in the form of written proposals, the written feedbacks of the directors shall prevail); (5) the voting method and result of each resolution (the voting results shall indicate the number of votes in favour, against or abstentions).	**Article 33** The board of directors shall prepare the meeting minutes in Chinese regarding the decisions on the resolution considered at the meeting. Minutes of the board meeting are the official proof of the decisions of the resolution to be considered at the meeting and shall state the following: (1) the date, venue, names of the conveners and presider of the meeting; (2) the names of the attended directors and the names of the directors (proxies) attended the meeting on behalf of other director; (3) the agenda of the meeting; (4) the key points of the directors' presentations (the meeting by written resolution shall be subject to the directors' feedback in writing); (5) the voting method and result of each resolution (the voting result shall set out the respective numbers of votes that voting for, against or abstained).

No.	Original Article	Amended Article
56.	The Secretary to the Board shall diligently organize and record meeting minutes of meetings. The minutes of each Board meeting shall be made available to all directors present for their review as soon as possible. Directors who wish to make amendments or supplements to the minutes shall report their amendments in writing to the Chairman of our Board and the Secretary to the Board within one week after receipt of the minutes. After the minutes of the meetings are finalized, the directors, the Secretary to the Board and the record keeper present at the meetings shall sign the minutes, and the Secretary to the Board shall circulate a complete copy of the minutes to every director as soon as possible. The resolutions and records of the Board meetings shall be properly kept as the important archives of the Company at the domicile of the Company for at least 10 years.	**Article 34** The secretary to the board shall arrange the matters considered at the meeting to be properly recorded and summarized. The attended directors, the secretary to the board and the minute-taking personnel shall sign the minutes of the board meeting. The minutes of the board meeting, shall be properly maintained as an important corporate document.
57.	**CHAPTER 7 INFORMATION DISCLOSURE OF BOARD MEETINGS**	**Section 6 Matters after the Meetings**
58.	Article 36 The Board of the Company must strictly comply with the relevant information disclosure requirements of the regulatory authorities and the stock exchange of the place where the Company's shares are listed, and shall fully, timely and accurately disclose the matters discussed or resolutions of the Board meeting that are required to be disclosed.	**Article 35** The board of directors shall strictly comply with the requirements of the Relevant Regulatory Rules to fulfil its information disclosure obligations regarding the matters considered or resolutions passed at the board meeting.

No.	Original Article	Amended Article
59.	Article 37 If the matters related to the independent opinions expressed by the independent non-executive directors are required to be disclosed according to the relevant information disclosure requirements of the regulatory authorities and the stock exchange of the place where the Company's shares are listed, the Company shall publish the opinions of the independent non-executive directors. If the independent non-executive directors have disagreement and cannot reach a unanimous consent, the Board shall disclose the views of each independent non-executive director separately.	Delete this article.
60.	Article 38 Any person with knowledge of any relevant content of the Board meeting that needs to be kept confidential shall be held accountable for any violation.	**Article 36** Persons who have knowledge of the matters considered at the board meeting shall strictly fulfil their confidentiality obligations. The person who breaches such obligation shall bear corresponding liabilities.
61.	**CHAPTER 8 IMPLEMENTATION AND FEEDBACK ON RESOLUTIONS OF THE BOARD**	Delete the title.
62.	Article 39 The following matters may be organized and implemented only after being reviewed by the Board meeting and approved by the general meeting: (1) to formulate the Company's annual financial budget and final accounts proposals; (2) to formulate the Company's profit distribution and loss recovery plans; (3) to formulate the Company's plans for increase or decrease in registered capital, and its plans for issuance of corporate bonds or other securities and listing or repurchase of the Company's shares;	**Article 37** Matter requiring approval by the general meeting shall not be implemented until it is submitted to the general meeting for approval after consideration and approval by the board meeting.

No.	Original Article	Amended Article
	(4) to formulate plans for merger, division, change of corporate form and dissolution of the Company; (5) to formulate proposals for amendment of the Articles of Association of the Company; (6) to propose in a general meeting to engage or replace the accounting firm which undertakes auditing work of the Company; (7) other matters provided for by laws, administrative regulations, departmental rules and the Articles of Association of the Company.	
63.	Article 40 After the Board has passed a resolution, matters within the scope of duties of the President or matters to be implemented by the President as by the Board shall be organized for execution by the President in a consistent manner and the President will report to the Board on the status of implementation.	**Article 38** After resolution is passed at a board meeting, the president shall implement the resolution which fall within the scope of the authority of the president, or within the delegation by the board of directors to the president or other senior management members to handle. The president shall report the status of implementation to the board of directors on a regular basis or as required by the chairman of the board.
64.	Article 41 The Chairman of our Board has the right to inspect and supervise, or authorize the Vice-chairman of the Board and the directors to inspect and supervise the implementation of the resolutions of the meetings.	**Article 39** The chairman of the board or any director authorized by the chairman of the board shall have the power to inspect and supervise the implementation of the resolution of the meeting.
65.	Article 42 At each Board meeting, the president shall report to the meeting on the status of implementation of the matters that need to be implemented in accordance with the resolutions of the previous Board meeting.	Delete this article.

No.	Original Article	Amended Article
66.	Article 43 The Secretary to the Board shall keep track on the progress of the implementation of the resolutions of the Board on his/her own initiative, and to report and make suggestions in a timely manner to the Board and the Chairman of the Board on any important issues in implementation.	**Article 40** The secretary to the board shall oversee the implementation of the resolution and requirements of the board meetings, and shall, in a timely manner, report to and submit proposals to the board of directors and the chairman in relation to the important matters to be implemented.
67.	**CHAPTER 9 SUPPLEMENTARY PROVISIONS**	**CHAPTER 4 SUPPLEMENTARY PROVISIONS**
68.	/	**Article 41** Unless otherwise stated, the terms used in these Rules shall have the same meanings as those in the Articles of Association.
69.	Article 44 The adoption of and the amendment to these Rules shall be approved by more than two-thirds of the votes of all directors of the Company, and then the same shall be submitted to the general meeting for approval by a special resolution.	**Article 42** These Rules shall come into effect upon approval by the general meeting by a special resolution.
70.	/	**Article 43** The amendments to these Rules shall be proposed by the board of directors and submitted to the general meeting for approval by a special resolution.
71.	Article 45 These Rules shall be explained by the board of directors.	**Article 44** These Rules shall be explained by the board of directors.
72.	Article 46 If the matter is not covered by these Rules or if there is any conflict between these Rules and the laws, administrative regulations and other relevant normative documents and the regulatory rules of the place of listing promulgated from time to time, the provisions of such laws, administrative regulations and other relevant normative documents and the regulatory rules of the place of listing shall prevail.	**Article 45** If the matter is not covered by these Rules or if there is any conflict between these Rules and Relevant Regulatory Rules as promulgated from time to time, the provisions of the Relevant Regulatory Rules shall prevail.