THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to what action to take in relation to this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional public accountant or other professional adviser.

If you have sold or transferred all your shares in **Financial Street Property Co., Limited**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s). Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

FINANCIAL STREET PROPERTY CO., LIMITED

金融街物業股份有限公司

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

(Stock Code: 1502)

(1) 2025 REPORT OF THE BOARD
(2) 2025 AUDITED CONSOLIDATED FINANCIAL STATEMENTS
(3) 2025 ANNUAL REPORT
(4) PROFIT DISTRIBUTION PLAN FOR 2025
(5) ANNUAL FINANCIAL BUDGET FOR 2026
(6) RE-APPOINTMENT OF INTERNATIONAL AND DOMESTIC AUDITORS FOR 2026
(7) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(8) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETINGS
(9) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

A notice convening the AGM of Financial Street Property Co., Limited to be held on Friday, 12 June 2026 at 2:00 p.m. on 22/F, Xihuan Plaza Tower 2, 1 Xizhimenwai Avenue, Xicheng District, Beijing, the PRC is set out on pages AGM-1 to AGM-3 of this circular. A proxy form for use at the AGM is also enclosed in this circular. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jrjlife.com).

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if Shareholders so wish.

References to time and dates in this circular are to Hong Kong time and dates.

13 May 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held on Friday, 12 June 2026 at 2:00 p.m. on 22/F, Xihuan Plaza Tower 2, 1 Xizhimenwai Avenue, Xicheng District, Beijing, the PRC to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-3 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors of the Company
"China" or the "PRC"	the People's Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, "China" and the "PRC" in this circular do not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region of the PRC and Taiwan
"Company"	Financial Street Property Co., Limited (金融街物業股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1502)
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Company
"Domestic Share(s)"	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
"H Shareholder(s)"	holders of H Share(s)
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Latest Practicable Date"	8 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Rules of Procedure for the Board of Directors"	the rules of procedure for the board of directors of the Company (as amended from time to time)
"Rules of Procedure for the General Meetings"	the rules of procedure for the general meetings of the Company (as amended from time to time)
"Share(s)"	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
"Shareholder(s)"	holder(s) of Share(s)
'Stock Exchange"	The Stock Exchange of Hong Kong Limited
"2025 Annual Report"	the annual report of the Company for the year ended 31 December 2025, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jrjlife.com)
"2025 Audited Consolidated Financial Statements"	the audited consolidated financial statements of the Group for the year ended 31 December 2025, the full text of which is set out in the 2025 Annual Report
"2025 Report of the Board"	the report of the Board for the year ended 31 December 2025, the full text of which is set out in the 2025 Annual Report

In this circular, the terms "controlling shareholder" and "subsidiary" have the meanings given to such terms in the Listing Rules, unless the context otherwise requires. The English names of Chinese entities included in this circular are unofficial translations of their Chinese names and are included for identification purposes only.

FINANCIAL STREET PROPERTY CO., LIMITED
金融街物業股份有限公司

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

(Stock Code: 1502)

Executive Directors:
Mr. Sun Jie *(Chairman)*
Mr. Song Ronghua

Non-executive Directors:
Mr. Meng Chunying
Mr. Han Fengxiang
Mr. Guo Mingming

Independent non-executive Directors:
Mr. Song Baocheng
Ms. Tong Yan
Ms. Lu Qing

Employee Representative Director:
Ms. Lyu Min

Registered office in the PRC:
33 Financial Street
Xicheng District
Beijing
PRC

Principal place of business in the PRC:
24/F, Xihuan Plaza Tower 2
1 Xizhimenwai Avenue
Xicheng District
Beijing, the PRC

Principal place of business in Hong Kong:
46/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

13 May 2026

To the Shareholders:

Dear Sir or Madam,

(1) 2025 REPORT OF THE BOARD
(2) 2025 AUDITED CONSOLIDATED FINANCIAL STATEMENTS
(3) 2025 ANNUAL REPORT
(4) PROFIT DISTRIBUTION PLAN FOR 2025
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AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed as follows:

(a) to consider and approve the 2025 Report of the Board;

(b) to consider and approve the 2025 Audited Consolidated Financial Statements;

(c) to consider and approve the 2025 Annual Report;

(d) to consider and approve the profit distribution plan for 2025;

(e) to consider and approve the annual financial budget for 2026;

(f) to consider and approve the re-appointment of international and domestic auditors for 2026 and their remuneration.

At the AGM, special resolutions will be proposed as follows:

(a) to consider and approve the proposed amendments to the Articles of Association;

(b) to consider and approve the proposed amendments to the Rules of Procedure for the General Meetings;

(c) to consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstance where sufficient and necessary information is available, we have provided detailed information to Shareholders in this circular.

2. BUSINESSES TO BE CONSIDERED AT THE AGM

2.1 To consider and approve the 2025 Report of the Board

The full text of the 2025 Report of the Board is set out in the section headed "Report of Directors" in the 2025 Annual Report.

The 2025 Report of the Board was considered and approved by the Board on 26 March 2026 and is hereby proposed at the AGM for consideration and approval.

2.2 To consider and approve the 2025 Audited Consolidated Financial Statements

The full text of the 2025 Audited Consolidated Financial Statements has been set out in the 2025 Annual Report.

The 2025 Audited Consolidated Financial Statements were considered and approved by the Board on 26 March 2026 and are hereby proposed at the AGM for consideration and approval.

2.3 To consider and approve the 2025 Annual Report

The 2025 Annual Report was considered and approved by the Board on 26 March 2026 and is hereby proposed at the AGM for consideration and approval.

2.4 To consider and approve the profit distribution plan for 2025

The profit distribution plan for 2025 was considered and approved by the Board on 26 March 2026, and the Board proposed the distribution of a final dividend of RMB0.145 per Share (before tax) for the year ended 31 December 2025 (the "**Annual Dividend**"). The profit distribution plan shall be subject to the consideration and approval of the Shareholders at the AGM. The Annual Dividend payable to Domestic Shareholders shall be paid in Renminbi and the Annual Dividend payable to H Shareholders shall be declared in Renminbi and paid in Hong Kong dollars, the exchange rate of which will be calculated based on the average exchange rate of Renminbi against Hong Kong dollars published by the People's Bank of China one calendar week prior to the AGM. Upon approval at the AGM, the Annual Dividend will be paid on or before Tuesday, 11 August 2026.

Subject to the approval of the Shareholders at the AGM, the Annual Dividend will be distributed to the Shareholders whose names appear on the register of members of the Company on Wednesday, 24 June 2026. For the purpose of determining the entitlement of the H Shareholders to the Annual Dividend, the H Share register of members of the Company will be suspended from Thursday, 18 June 2026 to Wednesday, 24 June 2026, both days inclusive, during which period no transfer of H Shares will be registered. In order for H Shareholders to qualify for the proposed Annual Dividend, all properly completed share transfer forms together with the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 June 2026.

Pursuant to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》) and its implementing rules which came into effect on 1 January 2008, and amended on 24 February 2017 and 29 December 2018, the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprise to H Shareholders which are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》(國税函[2008]897號)), which was promulgated

by the State Administration of Taxation and came into effect on 6 November 2008, etc., where a PRC domestic enterprise distributes dividends for 2008 and subsequent years for financial periods beginning from 1 January 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the annual dividend as enterprise income tax, distribute the annual dividend to non-resident enterprise Shareholders whose names appear on the H Share register of members of the Company, i.e. any Shareholders who hold H Shares in the name of non-individual Shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or H Shareholders registered in the name of other organizations and groups. After receiving dividends, the non-resident enterprise Shareholders may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or by proxy or by the Company, and provide information to prove that it is an actual beneficiary under the requirements of such taxation treaties (arrangement). After the tax authorities have verified that there is no error, it shall refund the tax difference between the amount of tax levied and the amount of tax payable calculated at the tax rate under the requirements of the relevant taxation treaties (arrangement).

Pursuant to the Notice on the Issues Regarding Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui han [2011] No. 348) (《關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》(國税函[2011]348號)), the Company shall withhold and pay individual income tax for individual holders of H Shares. If the individual holders of H Shares are Hong Kong or Macau residents and residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the relevant tax treaties, the Company may apply, on behalf of such Shareholders and according to the relevant tax treaties, for the relevant agreed preferential tax treatment, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the Administrative Measures on Enjoying Treatment under Tax Treaties by Non-resident Taxpayers (State Administration of Taxation Announcement 2015, No. 60) (《非居民納税人享受税收協議待遇管理辦法》(國家税務總局公告2015年第60號)) and the provisions of the relevant tax treaties. The Company will assist with the tax refund subject to the approval of the competent tax authorities.

If the individual holders of H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders. Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares in the PRC and in Hong Kong and other tax effects.

2.5 To consider and approve the annual financial budget for 2026

Based on its analysis on its operation in 2025, and considering its future development plan and the industry trend, the Company has prepared the financial budget plan for 2026, which is hereby proposed at the AGM for consideration and approval:

The Company's total budget of operating expenses and costs (after deducting taxes, surcharges and non-operating expenses) in 2026 is expected to be approximately RMB1.681 billion;

According to its needs for business expansion and its plan for use of fund raised, the Company's total investment budget in 2026 is expected to be approximately RMB375 million.

Important note: These budgets serve as the Company's internal management and control indicators for its operation plan for 2026, and do not represent its annual profit forecast. Achievement of those indicators is conditional upon corporate operation and management practices, market changes, macroeconomic environment and other internal and external factors, and is subject to uncertainty. Investors are advised to pay attention.

2.6 To consider and approve the re-appointment of international and domestic auditors for 2026 and their remuneration

Grant Thornton Hong Kong Limited (致同(香港)會計師事務所有限公司) and Grant Thornton (Special General Partnership) (致同會計師事務所(特殊普通合夥)) will retire as the auditors of the Company with effect from the conclusion of the 2025 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Grant Thornton Hong Kong Limited and Grant Thornton (Special General Partnership) as the international and domestic auditors of the Company for the year of 2026, respectively, to hold office until the conclusion of the next annual general meeting of the Company

The estimated audit fees for the overseas and domestic auditors are in the range of RMB2,745,000 to RMB3,294,000, which are estimated based on the complexity of the Group's business and business plans, the expected audit scope, the audit timetable and the audit resources.

If any material changes occur, including any significant changes to the scope of the audit work or other relevant circumstances arising during the audit process, the final audit fees may be adjusted accordingly, as specifically determined by the Board and/or the management.

2.7 To consider and approve the proposed amendments to the Articles of Association

Reference is hereby made to the announcement of the Company dated 12 May 2026 in relation to, among other things, the proposed amendments to the Articles of Association.

On 14 February 2023, the State Council promulgated Order No. 758, stipulating that the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) would be abolished starting from 31 March 2023. On 17 February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Trial Measures**"). As the Trial Measures became effective on 31 March 2023, the Mandatory Provisions for Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) was abolished accordingly pursuant to article 35 of the Trial Measures. The PRC companies shall formulate their articles of association with reference to the Guidelines on Articles of Association of Listed Companies (《上市公司章程指引》) (collectively referred to as, the "**PRC Regulatory Changes**"). In light of the PRC Regulatory Changes, the Stock Exchange has made consequential amendments to the Listing Rules which have come into effect since 1 August 2023 to, amongst others, reflect the PRC Regulatory Changes. Further, on 1 July 2024, the newly revised Company Law became effective. In order to enhance corporate governance and promote compliance operation, and based on the actual situation of the Company, the Board proposed to amend the existing Articles of Association in accordance with the new Company Law, the Guidelines on Articles of Association of Listed Companies and other relevant laws, regulations and regulatory provisions.

The proposed amendments to the Articles of Association mainly include, among others, (i) adjustment of functions and powers of the general meeting and the Board; (ii) amendments to the provisions related to the class of shares, further improving the authority of general meetings and optimizing the manner of convening the general meetings and voting procedures, etc.; and (iii) updates or refinements to other provisions of the Articles of Association in accordance with the latest laws and regulations and normative documents. For details of the specific amendments to the Articles of Association, please refer to Appendix I to this circular.

As confirmed by the legal adviser of the Company as to the PRC laws, as Domestic Shares and H Shares are considered as the same class of ordinary shares under the PRC laws, both classes enjoy equal rights in any distribution made in the form of dividends or otherwise, and in voting rights. The Board is of the view that, the removal of the provisions relating to class shareholders under the Articles of

Association will not prejudice the protections afforded to the Company's H shareholders, nor will it have a material impact on the shareholder protection measures. Additionally, according to the second paragraph of Article 116 of the existing Articles of Association, neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws and the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator, therefore, the proposed amendments to the Articles of Association do not need to be submitted to the class shareholders' meetings for consideration.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that such proposed amendments comply with the requirements of the Listing Rules and the applicable laws of the PRC. The Company also confirms that there is nothing unusual about such proposed amendments for a company incorporated in the PRC and listed on the Stock Exchange.

2.8 To consider and approve the proposed amendments to the Rules of Procedure for the General Meetings

Reference is hereby made to the announcement of the Company dated 12 May 2026 in relation to, among other things, the proposed amendments to the Rules of Procedure for the General Meetings.

In light of the proposed amendments to the Articles of Association, the Company proposed to make corresponding amendments to the Rules of Procedure for the General Meetings. For details of the specific amendments to the Rules of Procedure for the General Meetings, please refer to Appendix II to this circular.

2.9 To consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors

Reference is hereby made to the announcement of the Company dated 12 May 2026 in relation to, among other things, the proposed amendments to the Rules of Procedure for the Board of Directors.

In light of the proposed amendments to the Articles of Association, the Company proposed to make corresponding amendments to the Rules of Procedure for the Board of Directors. For details of the specific amendments to the Rules of Procedure for the Board of Directors, please refer to Appendix III to this circular.

3. AGM AND PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The proxy form of the AGM is enclosed herewith.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. H Shareholders are required to return the proxy form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and Domestic Shareholders are required to return the proxy form to the Company's principal place of business in the PRC on 24/F, Xihuan Plaza Tower 2, 1 Xizhimenwai Avenue, Xicheng District, Beijing, the PRC by personal delivery or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM (and any adjournment thereof), the register of members of the Company will be closed from Monday, 8 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of the shares will be registered. The record date for determining the eligibility to attend and vote at the AGM (and any adjournment thereof) will be on Friday, 12 June 2026. For the purpose of determining the H Shareholders' eligibility to attend and vote at the AGM, all properly completed share transfer forms together with the relevant H Share certificates shall be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 June 2026.

4. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions to be proposed at the AGM.

5. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

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

By order of the Board
Financial Street Property Co., Limited
Sun Jie
Chairman

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Before amendments	After amendments
CHAPTER 1 GENERAL PROVISIONS **Article 1** In order to protect the lawful interests of Financial Street Property Co., Limited (hereinafter referred to as the "Company"), its shareholders and creditors, and to regulate the organization and activities of the Company, the Articles of Association (hereinafter referred to as the "Articles of Association") is formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the "Special Regulations"), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas(《到境外上市公司章程必備條款》) (hereinafter referred to as the "Mandatory Provisions"), the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》) (the "Opinions on Supplementary Amendments"), the Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies (State Council Circular No. 97 [2019]) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019]97號)) and other relevant laws of the People's Republic of China (hereinafter referred to as the "PRC", for the purpose of the Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan) as well as the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as the "Listing Rules of the Hong Kong Stock Exchange").	**CHAPTER 1 GENERAL PROVISIONS** **Article 1** In order to protect the lawful interests of Financial Street Property Co., Limited (hereinafter referred to as the "Company"), its shareholders**, employees** and creditors, and to regulate the organization and activities of the Company, the Articles of Association (hereinafter referred to as the "Articles of Association") is formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), **the Trial Measures for the Administration of Securities Issuance and Listing by Domestic Enterprises Overseas (《境內企業境外發行證券和上市管理試行辦法》), the Enterprise State-owned Asset Law of the People's Republic of China (《中華人民共和國企業國有資產法》), the Constitution of the Communist Party of China (《中國共產黨章程》), the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》)** ~~the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the "Special Regulations"), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas(《到境外上市公司章程必備條款》) (hereinafter referred to as the "Mandatory Provisions"), the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be Listed in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》) (the "Opinions on Supplementary Amendments"), the Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies (State Council Circular No. 97 [2019]) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019]97號))~~ and other relevant laws of the People's Republic of China (hereinafter referred to as the "PRC", for the purpose of the Articles of Association, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan) as well as the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as the "Listing Rules of the Hong Kong Stock Exchange"). **The Articles of Association are legal documents that govern the organization and activities of the Company and are binding upon the Company, its shareholders, members of the Party Committee (Discipline Inspection Committee), directors and senior management members.**

Before amendments	After amendments
	Article 2 In the Company, in accordance with the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China and carry out Party activities. The Company shall provide the necessary conditions for the activities carried out by the Party organization. The institution and staffing of the Party Organization shall be included into the Company's management organizations and staffing. The working fund of the Party Organization shall be included into the Company's budget and shall be disbursed from the management fees.
Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other laws and regulations. The Company was established by Beijing Huarong Comprehensive Investment Co., Ltd. (北京華融綜合投資有限公司), Beijing Tiantai Properties Co., Ltd. (北京天泰置業有限公司) and Beijing Rongxin Hetai Enterprise Management Co., Ltd. (北京融信合泰企業管理股份有限公司) by way of promotion and registered at the Xicheng Branch of Beijing Municipal Market Supervision and Administration Bureau (北京市市場監督管理局西城分局) and has obtained an enterprise legal person business license. The unified social credit code of the Company is 91110102101389262G.	~~**Article 2**~~**Article 3** The Company is a joint stock limited company established in accordance with the Company Law and other laws and regulations. The Company was established by Beijing Huarong Comprehensive Investment Co., Ltd. (北京華融綜合投資有限公司), Beijing Tiantai Properties Co., Ltd. (北京天泰置業有限公司) and Beijing Rongxin Hetai Enterprise Management Co., Ltd. (北京融信合泰企業管理股份有限公司) by way of promotion and registered at the Xicheng Branch of Beijing Municipal Market Supervision and Administration Bureau (北京市市場監督管理局西城分局) and has obtained an enterprise legal person business license. The unified social credit code of the Company is 91110102101389262G.
	Article 4 Workers of the Company shall have the right to organise trade union, conduct trade union activities and safeguard the legal interests of workers in accordance with the PRC Trade Union Law. The Company shall provide conditions which are prerequisite for the activities of the trade union of the Company.
Article 3 Registered name of the Company: Full name in Chinese: 金融街物業股份有限公司 Full name in English: Financial Street Property Co., Limited	~~**Article 3**~~**Article 5** Registered name of the Company: Full name in Chinese: 金融街物業股份有限公司 Full name in English: Financial Street Property Co., Limited
Article 4 Domicile of the Company: 33 Jinrong Street, Xicheng District, Beijing Postal code: 100033	~~**Article 4**~~**Article 6** Domicile of the Company: 33 Jinrong Street, Xicheng District, Beijing Postal code: 100033
Article 5 The registered capital of the Company is RMB373,500,000.	~~**Article 5**~~**Article 7** The registered capital of the Company is RMB373,500,000.

Before amendments	After amendments
Article 6 The chairman of the board of directors is the legal representative of the Company.	~~**Article 6**~~**Article 8** The chairman of the board of directors is the legal representative of the Company. **Where the chairman of the board of directors resigns, such person shall be deemed to have resigned as the legal representative at the same time.** **Where the legal representative resigns, the Company will appoint a new legal representative within 30 days from the date of the resignation of the legal representative. After the change of legal representative, the Company shall promptly apply to the relevant registration authority for the change of registration.**
Article 7 The Company is a perpetually existing joint stock limited company.	~~**Article 7**~~**Article 9** The Company is a perpetually existing joint stock limited company.
Article 8 The Articles of Association shall come into force on the date on which the overseas listed foreign shares of the Company are listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"). The original articles of association of the Company shall automatically become invalid from the effective date of the Articles of Association. From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document, regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholders, and among the shareholders.	~~**Article 8**~~**Article 10** The Articles of Association shall come into force on the date on which the overseas listed foreign shares of the Company are listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"). The original articles of association of the Company shall automatically become invalid from the effective date of the Articles of Association. ~~**From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document, regulating the organization and activities of the Company, and the rights and obligations between the Company and its shareholders, and among the shareholders.**~~
Article 9 The Articles of Association shall be binding upon the Company and its shareholders, directors, general manager and other senior management members once it becomes effective. All the above persons may make claims in respect of the matters of the Company in accordance with the Articles of Association.	~~**Article 9**~~**Article 11** The Articles of Association shall be binding upon the Company**,** ~~**and its**~~ shareholders, directors, general manager and other senior management members once it becomes effective.~~ **All the above persons may make claims in respect of the matters of the Company in accordance with the Articles of Association.**~~
Article 10 For the purposes of the Articles of Association, the term "other senior management members" means the Company's deputy general manager, the secretary to the board of directors, the person in charge of finance, the assistant to the general manager and other senior management members engaged by the Company.	~~**Article 10**~~**Article 12** For the purposes of the Articles of Association, the term "other senior management members" means the Company's deputy general manager, the secretary to the board of directors, the person in charge of finance, the assistant to the general manager and other senior management members engaged by the Company.
Article 11 All the assets of the Company are divided into shares of equal value. Shareholders shall be liable to the Company to the extent of the shares they have subscribed for. The Company shall be liable for its debts to the extent of all of its assets.	~~**Article 11**~~**Article 13** All the assets of the Company are divided into shares of equal value. Shareholders shall be liable to the Company to the extent of the shares they have subscribed for. The Company shall be liable for its debts to the extent of all of its assets.

Before amendments	After amendments
Article 12 The Company may invest in other limited liability companies, joint stock limited companies, limited liability partnership (as a limited liability partner only) and other entities or engage in other lawful investment activities, and its liabilities towards an investee company shall be limited to the extent of the amount of capital contributed thereto.	**~~Article 12~~Article 14** The Company may invest in other limited liability companies, joint stock limited companies, limited liability partnership (as a limited liability partner only) and other entities or engage in other lawful investment activities, and its liabilities towards an investee company shall be limited to the extent of the amount of capital contributed thereto.
CHAPTER 2 PURPOSE AND SCOPE OF BUSINESS **Article 13** The business purpose of the Company is to become a leader in the field of commercial property services in the PRC by focusing on the management of commercial properties and the construction of happy and liveable communities.	**CHAPTER 2 PURPOSE AND SCOPE OF BUSINESS** **~~Article 13~~Article 15** The business purpose of the Company is to become a leader in the field of commercial property services in the PRC by focusing on the management of commercial properties and the construction of happy and liveable communities.
Article 14 The business purpose of the Company: property management; catering management; public parking service of motor vehicles; professional contracting; cleaning service; urban landscaping planning; flower rental; sales of flowers, construction materials, metal materials, auto parts, chemical products (excluding Class I precursor chemicals and dangerous goods), machinery and equipment, hardware and electrical equipment, daily necessities, furniture, cultural supplies, sporting goods, crafts, photographic equipment, clothing, fresh vegetables; sports events management; enterprise management consultation; household management service; conference service; vehicle washing service; vegetable planting; laundry service; health management (excluding diagnosis and treatment activities that need approval); car rental (excluding passenger vehicles with more than nine seats); home-based elderly care service; leasing of commercial premises; organisation of exhibitions and fairs; stadium management; greening management; hotel management; construction project management; corporate property loss insurance agency; hospital management (excluding diagnosis and treatment activities that need approval); sale of food products; cleaning, collection, transportation and disposal for municipal household wastes; centralized elderly care service. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for centralized elderly care service, cleaning, collection, transportation and disposal municipal household wastes and items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.) The scope of business of the Company shall be the scope of business as approved by company registration authorities.	**~~Article 14~~Article 16** The business purpose of the Company: property management; catering management; public parking service of motor vehicles; professional contracting; cleaning service; urban landscaping planning; flower rental; sales of flowers, construction materials, metal materials, auto parts, chemical products (excluding Class I precursor chemicals and dangerous goods), machinery and equipment, hardware and electrical equipment, daily necessities, furniture, cultural supplies, sporting goods, crafts, photographic equipment, clothing, fresh vegetables; sports events management; enterprise management consultation; household management service; conference service; vehicle washing service; vegetable planting; laundry service; health management (excluding diagnosis and treatment activities that need approval); car rental (excluding passenger vehicles with more than nine seats); home-based elderly care service; leasing of commercial premises; organisation of exhibitions and fairs; stadium management; greening management; hotel management; construction project management; corporate property loss insurance agency; hospital management (excluding diagnosis and treatment activities that need approval); sale of food products; cleaning, collection, transportation and disposal for municipal household wastes; centralized elderly care service. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for centralized elderly care service, cleaning, collection, transportation and disposal municipal household wastes and items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.) The scope of business of the Company shall be the scope of business as approved by company registration authorities.

Before amendments	After amendments
Article 15 The Company may adjust its business scope and way of operation in view of the changes in the market and the needs of business development. If the Company adjusts its business scope and way of operation, it shall amend its articles of association in accordance with the Articles of Association and file the change of registration with the company registration authorities. If the adjusted scope of business involves business restricted by the laws and regulations of the PRC, such adjustments shall be subject to approval by competent authorities in accordance with laws.	~~**Article 15**~~**Article 17** The Company may adjust its business scope and way of operation in view of the changes in the market and the needs of business development. If the Company adjusts its business scope and way of operation, it shall amend its articles of association in accordance with the Articles of Association and file the change of registration with the company registration authorities. If the adjusted scope of business involves business restricted by the laws and regulations of the PRC, such adjustments shall be subject to approval by competent authorities in accordance with laws.
CHAPTER 3 PARTY ORGANIZATION AND LABOUR UNION **Article 16** In accordance with the provisions of the Constitution of the Communist Party of China, organizations of the Communist Party of China shall be established by the Company. The Party organization shall play the core leadership and political role to provide directions, manage the overall situation and ensure the implementation. Working organs of the Party shall be established by the Company to deal with Party affairs. The Company shall provide necessary conditions for the Party organization to implement its normal activities. The establishment of the Party organization and the staffing of Party members shall be included in the enterprise management organization and staffing systems and the working funds of the Party organization shall be included in the Company's budget as management expenses. The Company has established the Party Committee of Financial Street Property Co., Limited (hereinafter referred to as the "Party Committee") and the Party Discipline Inspection Committee of Financial Street Property Co., Limited (hereinafter referred to as the "Discipline Inspection Committee"). Qualified team members of the Party Committee may be elected or appointed as directors and senior management members via legal procedures, and qualified party members among directors and senior management members may enter the Party Committee in accordance with relevant regulations and procedures. The posts of party secretary, deputy party secretary and member of the Party Committee and the Discipline Inspection Commission of the Company shall be set up upon approval by a party committee at a higher level and subject to election. When the party congress (or congress of party members) is not in session, the party committee at a higher level may appoint the secretary, deputy secretary and members of the Party Committee and the secretary of the Discipline Inspection Commission if it thinks it is necessary.	~~**CHAPTER 3 PARTY ORGANIZATION AND LABOUR UNION**~~ ~~**Article 16 In accordance with the provisions of the Constitution of the Communist Party of China, organizations of the Communist Party of China shall be established by the Company. The Party organization shall play the core leadership and political role to provide directions, manage the overall situation and ensure the implementation. Working organs of the Party shall be established by the Company to deal with Party affairs. The Company shall provide necessary conditions for the Party organization to implement its normal activities. The establishment of the Party organization and the staffing of Party members shall be included in the enterprise management organization and staffing systems and the working funds of the Party organization shall be included in the Company's budget as management expenses.**~~ ~~**The Company has established the Party Committee of Financial Street Property Co., Limited (hereinafter referred to as the "Party Committee") and the Party Discipline Inspection Committee of Financial Street Property Co., Limited (hereinafter referred to as the "Discipline Inspection Committee"). Qualified team members of the Party Committee may be elected or appointed as directors and senior management members via legal procedures, and qualified party members among directors and senior management members may enter the Party Committee in accordance with relevant regulations and procedures.**~~ ~~**The posts of party secretary, deputy party secretary and member of the Party Committee and the Discipline Inspection Commission of the Company shall be set up upon approval by a party committee at a higher level and subject to election. When the party congress (or congress of party members) is not in session, the party committee at a higher level may appoint the secretary, deputy secretary and members of the Party Committee and the secretary of the Discipline Inspection Commission if it thinks it is necessary.**~~

Before amendments	After amendments
Article 17	~~**Article 17**~~
The Party Committee of the Company shall perform its duties in accordance with the Constitution of the Communist Party of China and other party rules.	~~**The Party Committee of the Company shall perform its duties in accordance with the Constitution of the Communist Party of China and other party rules.**~~
(I) To ensure and supervise the thorough implementation of the guidelines and policies of the party and the state throughout the Company.	~~**(I) To ensure and supervise the thorough implementation of the guidelines and policies of the party and the state throughout the Company.**~~
(II) To adhere to the principles of the party exercising leadership over officials, the board of directors selecting operation managers and the operating managers exercising powers with regards to the appointment of officials in accordance with laws. The Party Committee shall recommend nominees to the board of directors or the general manager, or contemplate and/or give suggestions on the candidates nominated by the board of directors or the general manager. The Party Committee, together with the board of directors, shall observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To perform the duty of exercising leadership over talents and proceed with the strategy of reinvigorating enterprises through human resource development.	~~**(II) To adhere to the principles of the party exercising leadership over officials, the board of directors selecting operation managers and the operating managers exercising powers with regards to the appointment of officials in accordance with laws. The Party Committee shall recommend nominees to the board of directors or the general manager, or contemplate and/or give suggestions on the candidates nominated by the board of directors or the general manager. The Party Committee, together with the board of directors, shall observe the proposed candidates and discuss jointly to provide opinions and suggestions thereon. To perform the duty of exercising leadership over talents and proceed with the strategy of reinvigorating enterprises through human resource development.**~~
(III) To study and discuss the stable reform and development, substantial operational and management issues of the Company as well as material issues relating to the interests of the employees, and provide advice and recommendations.	~~**(III) To study and discuss the stable reform and development, substantial operational and management issues of the Company as well as material issues relating to the interests of the employees, and provide advice and recommendations.**~~
(IV) To take full responsibility to comprehensively strengthen the party's discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and work of mass organizations such as the trade union and the Communist Youth League. To play a leading role in building a party with a clean and honest image and support the Discipline Inspection Committee of the Company in fulfilling its responsibility of supervision in practice.	~~**(IV) To take full responsibility to comprehensively strengthen the party's discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and work of mass organizations such as the trade union and the Communist Youth League. To play a leading role in building a party with a clean and honest image and support the Discipline Inspection Committee of the Company in fulfilling its responsibility of supervision in practice.**~~
(V) Other major issues to be decided by the Party Committee of the Company.	~~**(V) Other major issues to be decided by the Party Committee of the Company.**~~

Before amendments	After amendments
Article 18 The Company shall exercise democratic management through employee representatives' meeting or other means in accordance with the provisions of the Constitution and other relevant laws. The Company shall exercise democratic management in accordance with the provisions of the Constitution of the People's Republic of China, the Trade Union Law of the People's Republic of China and relevant laws. The Company shall organize a labour union in accordance with laws, which shall carry out union activities and safeguard the lawful rights and interests of the employees. The Company shall provide necessary conditions for its labour union to carry out activities. The labour union shall, on behalf of the employees, conclude the collective contract with the Company with respect to the remuneration, working hours, welfare, insurance, work safety and sanitation and other matters in accordance with laws. To make a decision on restructuring or any important issue relating to business operation, or to formulate any important regulation, the Company shall solicit the opinions of its labour union, and shall solicit the opinions and proposals of the employees through the meeting of the employee representatives or in any other way.	~~**Article 18**~~ ~~**The Company shall exercise democratic management through employee representatives' meeting or other means in accordance with the provisions of the Constitution and other relevant laws.**~~ ~~**The Company shall exercise democratic management in accordance with the provisions of the Constitution of the People's Republic of China, the Trade Union Law of the People's Republic of China and relevant laws. The Company shall organize a labour union in accordance with laws, which shall carry out union activities and safeguard the lawful rights and interests of the employees. The Company shall provide necessary conditions for its labour union to carry out activities.**~~ ~~**The labour union shall, on behalf of the employees, conclude the collective contract with the Company with respect to the remuneration, working hours, welfare, insurance, work safety and sanitation and other matters in accordance with laws.**~~ ~~**To make a decision on restructuring or any important issue relating to business operation, or to formulate any important regulation, the Company shall solicit the opinions of its labour union, and shall solicit the opinions and proposals of the employees through the meeting of the employee representatives or in any other way.**~~
CHAPTER 4 SHARES AND REGISTERED CAPITAL **Article 19** All the shares issued by the Company are ordinary shares. The Company may have other classes of shares according to its needs and upon approval by the authorities that are authorized by the State Council. The shares of the Company shall take the form of share certificates.	**CHAPTER ~~4~~3 SHARES AND REGISTERED CAPITAL** ~~**Article 19**~~**Article 18** All the shares issued by the Company are ordinary shares. The Company may have other classes of shares according to its needs and upon approval by the authorities that are authorized by the State Council. The shares of the Company shall take the form of share certificates.
Article 20 All the shares issued by the Company shall have a par value, which shall be RMB1 for each share. For the purposes of the preceding paragraph, "RMB" means the lawful currency of the PRC.	~~**Article 20**~~**Article 19** All the shares issued by the Company shall have a par value, which shall be RMB1 for each share. For the purposes of the preceding paragraph, "RMB" means the lawful currency of the PRC.
Article 21 The shares of the Company shall be issued in accordance with the principles of openness, equitability and fairness. Each share of the same class shall carry the same rights. Shares of the same class and the same issue shall be issued on the same conditions and at the same price. Any entity or individual shall pay the same price for each of the shares it/he/she subscribes for.	~~**Article 21**~~**Article 20** The shares of the Company shall be issued in accordance with the principles of openness, equitability and fairness. Each share of the same class shall carry the same rights. Shares of the same class and the same issue shall be issued on the same conditions and at the same price. Any entity or individual shall pay the same price for each of the shares it/he/she subscribes for.

Before amendments	After amendments
Article 22 The Company may issue shares to domestic investors and foreign investors upon approval by the China Securities Regulatory Commission (the "CSRC"). For the purposes of the preceding paragraph, the term "foreign investors" shall mean investors from foreign countries or from the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company, and the term "domestic investors" shall mean investors inside the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	~~**Article 22**~~**Article 21** The Company may issue shares to domestic investors and foreign investors upon **registration or filing with** ~~**approval by**~~ the China Securities Regulatory Commission (the "CSRC") **or other relevant regulatory authorities such as stock exchanges as legally required**. For the purposes of the preceding paragraph, the term "foreign investors" shall mean investors from foreign countries or from the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company, and the term "domestic investors" shall mean investors inside the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.
Article 23 Shares issued by the Company to domestic investors to be subscribed for in RMB are referred to as "domestic shares". Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as "foreign shares". Foreign shares which are listed outside the PRC are referred to as "overseas-listed foreign shares". For the purposes of the preceding paragraph, the term "foreign currency" means the lawful currency, other than the RMB, of another country or region that can be used to pay subscription moneys to the Company and which is recognized by the competent state foreign exchange control authority. Overseas-listed foreign shares issued by the Company and listed in Hong Kong are referred to as "H Shares". H Shares are shares which have been admitted for listing on the Hong Kong Stock Exchange with a par value denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H Shares upon approval by the State Council or its authorized bodies or the consent of the Hong Kong Stock Exchange. Upon approval by the securities regulatory authorities under the State Council, domestic shareholders of the Company may transfer the Company's shares held by them to foreign investors and have such shares listed and traded publicly overseas. All or part of the domestic shares are convertible into foreign shares, and the resulting foreign shares may be listed and traded on overseas stock exchange(s). The shares transferred or converted shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded in an overseas stock exchange. The conversion of domestic shares into foreign shares for listing and trading on foreign stock exchange(s) is not subject to the holding of a class shareholders' meeting for voting. The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.	~~**Article 23**~~**Article 22** Shares issued by the Company to domestic investors to be subscribed for in RMB are referred to as "domestic shares". Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as "foreign shares". Foreign shares which are listed outside the PRC are referred to as "overseas-listed foreign shares". For the purposes of the preceding paragraph, the term "foreign currency" means the lawful currency **of other countries (regions) that is accessible, exchangeable, and in circulation within the territory of the People's Republic of China**~~**, other than the RMB, of another country or region that can be used to pay subscription moneys to the Company and which is recognized by the competent state foreign exchange control authority**~~. Overseas-listed foreign shares issued by the Company and listed in Hong Kong are referred to as "H Shares". H Shares are shares which have been admitted for listing on the Hong Kong Stock Exchange with a par value denominated in RMB and are subscribed and traded in Hong Kong dollars. Domestic shares can be converted into H Shares upon approval by **or filed with** the State Council or its authorized bodies or the consent of the Hong Kong Stock Exchange. Upon approval by **or filing with the CSRC and with the consent of the Hong Kong Stock Exchange**~~**the securities regulatory authorities under the State Council**~~, domestic shareholders of the Company may transfer the Company's shares held by them to foreign investors and have such shares listed and traded publicly overseas. All or part of the domestic shares are convertible into foreign shares, and the resulting foreign shares may be listed and traded on overseas stock exchange(s). The shares transferred or converted shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded in an overseas stock exchange. The conversion of domestic shares into foreign shares for listing and trading on foreign stock exchange(s) is not subject to the holding of a ~~**class**~~ shareholders' meeting for voting. The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.

Before amendments	After amendments
Article 24 The domestic shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited.	~~**Article 24**~~**Article 23** The domestic shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited.
Article 25 The Company issued a total of 270 million ordinary shares to its promoters at the time of its establishment, representing 100 percent of the Company's issuable ordinary shares, and all of them were subscribed for, and are held by, the promoters. At the time of establishment of the Company, the promoters subscribed for the shares of the Company by converting the net assets represented by their equity interests in the former Beijing Financial Street Property Management Co., Ltd. (北京金融街物業管理有限責任公司) into shares and the registered capital of the Company has been fully paid up at the time of establishment. The names of promoters, the number of shares subscribed for, the shareholding percentages and the way of contribution are as follows: No. Names of Promoters — Number of Shares Held (shares) — Shareholding Percentages[1] — Way of Contribution 1 Beijing Huarong Comprehensive Investment Co., Ltd. (北京華融綜合投資有限公司) — 128,299,270 — 47.52% — Net assets converted into shares 2 Beijing Tiantai Properties Co., Ltd. (北京天泰置業有限公司) — 79,620,438 — 29.49% — Net assets converted into shares 3 Beijing Rongxin Hetai Enterprise Management Co., Ltd. (北京融信合泰企業管理股份有限公司) — 62,080,292 — 22.99% — Net assets converted into shares Total — 270,000,000 — 100% — — [1] The shareholding percentages are rounded to two decimal places. If rounded to one decimal place, the shareholding percentage of each promoter would be 47.5%, 29.5% and 23%, respectively.	~~**Article 25**~~**Article 24** The Company issued a total of 270 million ordinary shares to its promoters at the time of its establishment, representing 100 percent of the Company's issuable ordinary shares, and all of them were subscribed for, and are held by, the promoters. At the time of establishment of the Company, the promoters subscribed for the shares of the Company by converting the net assets represented by their equity interests in the former Beijing Financial Street Property Management Co., Ltd. (北京金融街物業管理有限責任公司) into shares and the registered capital of the Company has been fully paid up at the time of establishment. The names of promoters, the number of shares subscribed for, the shareholding percentages and the way of contribution are as follows: No. Names of Promoters — Number of Shares Held (shares) — Shareholding Percentages1 — Way of Contribution 1 Beijing Huarong Comprehensive Investment Co., Ltd. (北京華融綜合投資有限公司) — 128,299,270 — 47.52% — Net assets converted into shares 2 Beijing Tiantai Properties Co., Ltd. (北京天泰置業有限公司) — 79,620,438 — 29.49% — Net assets converted into shares 3 Beijing Rongxin Hetai Enterprise Management Co., Ltd. (北京融信合泰企業管理股份有限公司) — 62,080,292 — 22.99% — Net assets converted into shares Total — 270,000,000 — 100% — — [1] The shareholding percentages are rounded to two decimal places. If rounded to one decimal place, the shareholding percentage of each promoter would be 47.5%, 29.5% and 23%, respectively.
Article 26 Upon approval by the CSRC, the Company issued 103,500,000 overseas-listed foreign shares (H shares). Upon the issuance, the share capital structure of the Company shall comprise 373,500,000 ordinary shares, including 270,000,000 shares held by the promoters, 0 shares held by other domestic shareholders and 103,500,000 shares held by H shareholders. The shareholding percentages are rounded to two decimal places. If rounded to one decimal place, the shareholding percentage of each promoter would be 47.5%, 29.5% and 23%, respectively.	~~**Article 27**~~**Article 25** Upon approval by the CSRC, the Company issued 103,500,000 overseas-listed foreign shares (H shares). Upon the issuance, the share capital structure of the Company shall comprise 373,500,000 ordinary shares, including 270,000,000 shares held by the promoters, 0 shares held by other domestic shareholders and 103,500,000 shares held by H shareholders. ~~**The shareholding percentages are rounded to two decimal places. If rounded to one decimal place, the shareholding percentage of each promoter would be 47.5%, 29.5% and 23%, respectively.**~~

Before amendments	After amendments
Article 27 After the Company's plan for the offering of domestic shares and overseas listed foreign shares has been approved by the CSRC, the board of directors of the Company may arrange for implementation of such plan by means of separate offerings. The Company's plans for the offerings of domestic shares and overseas listed foreign shares in accordance with the preceding paragraph maybe implemented separately within 15 months from the date of approval by the CSRC.	~~**Article 27 After the Company's plan for the offering of domestic shares and overseas listed foreign shares has been approved by the CSRC, the board of directors of the Company may arrange for implementation of such plan by means of separate offerings.**~~ ~~**The Company's plans for the offerings of domestic shares and overseas listed foreign shares in accordance with the preceding paragraph maybe implemented separately within 15 months from the date of approval by the CSRC.**~~
Article 28 If the Company offers domestic shares and overseas listed foreign shares separately within the total number of shares specified in the offering plan, each offering shall be fully subscribed for in one time. If special circumstances make it impossible for each offering to be fully subscribed for in one time, the shares may be offered in separate offerings, subject to the approval of the CSRC.	~~**Article 28**~~**Article 26** If the Company offers domestic shares and overseas listed foreign shares separately within the total number of shares specified in the offering plan, each offering shall be fully subscribed for in one time. If special circumstances make it impossible for each offering to be fully subscribed for in one time, the shares may be offered in separate offerings, subject to the approval of the CSRC.
Article 29 Registered capital of the Company before the issue of H shares was RMB270,000,000. Upon completion of the issue of H shares, the registered capital of the Company shall be RMB373,500,000. Changes in the Company's registered capital shall be registered with company registration authorities.	~~**Article 29**~~**Article 27** Registered capital of the Company before the issue of H shares was RMB270,000,000. Upon completion of the issue of H shares, the registered capital of the Company shall be RMB373,500,000. Changes in the Company's registered capital shall be registered with company registration authorities.
Article 30 Save as otherwise provided in laws, administrative regulations and the Hong Kong Stock Exchange, shares in the Company may be transferred freely and shall be clear of any lien. The transfer of overseas-listed foreign shares listed in Hong Kong shall be registered with the local share registrar appointed by the Company.	~~**Article 30**~~**Article 28** Save as otherwise provided in laws, administrative regulations and the Hong Kong Stock Exchange, ~~**shares in the Company may be transferred freely and shall be clear of any lien. The transfer of overseas-listed foreign shares listed in Hong Kong**~~ **H shareholders may freely transfer their H shares in accordance with the Listing Rules of the Hong Kong Stock Exchange and these Articles of Association, and** shall be registered with the local share registrar appointed by the Company.
Article 31 The Company shall not accept its own share certificates as the subject matter of a pledge.	~~**Article 31**~~**Article 29** The Company shall not accept its own share certificates as the subject matter of a pledge.

Before amendments	After amendments
Article 32 The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company. Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange. The directors and senior management members of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings (including direct or indirect equity interests of the Company's shares). During his or her term of service, he or she may not transfer more than 25% of his or her total holding of the Company's same class of shares each year; holding of the Company's shares may not be transferred within 36 months from the date of their listing. Any of them may not transfer the Company's shares he or she holds within 6 months after his or her departure from the Company. If the transfer restriction involves H shares, the relevant requirements of the Listing Rules of the Hong Kong Stock Exchange shall be complied with.	~~**Article 32**~~**Article 30** ~~**The shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company.**~~ Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange. **If laws, administrative regulations, or the securities regulatory authorities under the State Council have other provisions regarding a shareholder's transfer of the Company's shares held by such shareholder, such provisions shall prevail.** The directors and senior management members of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings (including direct or indirect equity interests of the Company's shares). During his or her term of service, he or she may not transfer more than 25% of his or her total holding of the Company's same class of shares each year; holding of the Company's shares may not be transferred within 36 months from the date of their listing. Any of them may not transfer the Company's shares he or she holds within 6 months after his or her departure from the Company. If the transfer restriction involves H shares, the relevant requirements of the Listing Rules of the Hong Kong Stock Exchange shall be complied with. **If shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee shall not exercise the pledge right within the restricted transfer period.**

Before amendments	After amendments
CHAPTER 5 ADDITION AND REDUCTION OF CAPITAL AND BUYBACK OF SHARES **Article 33** Based on business and development demands, the Company may increase its capital in accordance with laws and the relevant requirements of the Articles of Association by any of the following methods: (I) public offering of shares; (II) non-public offering of shares; (III) distributing bonus shares to the existing shareholders; (IV) conversion of reserve funds into share capital; (V) other methods required by laws and administrative regulations and approved by relevant competent authorities. If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant state laws after such increase has been approved in accordance with the Articles of Association.	**~~CHAPTER 5~~ CHAPTER 4 ADDITION AND REDUCTION OF CAPITAL AND BUYBACK OF SHARES** **~~Article 33~~Article 31** Based on business and development demands, the Company may increase its capital in accordance with laws and the relevant requirements of the Articles of Association by any of the following methods: (I) **issuing shares to unspecified parties;~~public offering of shares;~~** **(II) issuing shares to specified parties;~~non-public offering of shares;~~** (III) distributing bonus shares to the existing shareholders; (IV) conversion of reserve funds into share capital; (V) other methods required by laws and administrative regulations and approved by relevant competent authorities. If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant state laws after such increase has been approved in accordance with the Articles of Association.
Article 34 The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so by the procedures set forth in the Company Law, other relevant regulations and the Articles of Association.	**~~Article 34~~Article 32** The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so by the procedures set forth in the Company Law, other relevant regulations and the Articles of Association. **When the Company reduces its registered capital, it shall correspondingly reduce the shares held by shareholders in proportion to their shareholdings, except as otherwise provided by law or where the general meeting has resolved to reduce the shares on another basis.** **When the Company reduces its registered capital, whether by correspondingly reducing the shares held by shareholders in proportion to their shareholdings or by reducing shares on another basis in accordance with legal provisions after fulfilling the necessary resolution procedures, it is required, as a prerequisite, to complete the applicable approval procedures of all levels and types of regulatory authorities and obtain such approvals.**

Before amendments	After amendments
Article 35 If the Company is to reduce its capital, it must prepare a balance sheet and a list of its property. The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and publish a public announcement of the resolution in newspapers within 30 days and post the same on its website and the website of the relevant stock exchange in accordance with the requirements of the place where the Company's shares are listed. Creditors shall, within 30 days of receiving written notice, or within 45 days of the date of the public announcement for those who have not received written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security for repayment. The reduced registered capital of the Company may not be less than the statutory minimum.	~~**Article 35**~~**Article 33** If the Company is to reduce its capital, it must prepare a balance sheet and a list of its property. The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and publish a public announcement of the resolution in newspapers **or the National Enterprise Credit Information Publicity System** within 30 days and post the same on its website and the website of **Hong Kong Stock Exchange** ~~**the relevant stock exchange in accordance with the requirements of the place where the Company's shares are listed**~~. ~~**Creditors shall, within 30 days of receiving written notice, or within 45 days of the date of the public announcement for those who have not received written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security for repayment.**~~ The reduced registered capital of the Company may not be less than the statutory minimum.

Before amendments	After amendments
Article 36 The Company shall not purchase its own shares. However, under the following circumstances, the Company may, through the procedures prescribed by laws and the Articles of Association, report to the examination and approval department authorized by the State Council and, upon approval, repurchase the shares issued by the Company:	~~**Article 36**~~**Article 34** The Company shall not purchase its own shares. However, ~~**under the following circumstances, the Company may, through the procedures prescribed by laws and the Articles of Association, report to the examination and approval department authorized by the State Council and, upon approval, repurchase the shares issued by the Company**~~ **other than for the following circumstances**:
(I) to reduce its registered capital;	(I) to reduce its registered capital;
(II) merger with another company holding shares of the Company;	(II) merger with another company holding shares of the Company;
(III) use shares for employee stock ownership plans or equity incentive;	(III) use shares for employee stock ownership plans or equity incentive;
(IV) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests that the Company purchase his or her shares;	(IV) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests that the Company purchase his or her shares;
(V) use the shares for the conversion of convertible corporate bonds issued by the listed company;	(V) use the shares for the conversion of convertible corporate bonds issued by the listed company;
(VI) when it is necessary for a listed company to maintain its value and shareholders' interests.	(VI) when it is necessary for a listed company to maintain its value and shareholders' interests.
Where the Company purchases its own shares due to the reasons in items (I) to (II) of the preceding paragraph, a resolution shall be adopted at a general meeting in this regard. Where the Company purchases its own shares due to the circumstances specified in items (III), (V) and (VI) of the preceding paragraph, a resolution shall be adopted at a meeting of the board of directors attended by more than two-thirds of the directors in this regard.	Where the Company purchases its own shares due to the reasons in items (I) **and**~~**to**~~ (II) of the preceding paragraph, a resolution shall be adopted at a general meeting in this regard. Where the Company purchases its own shares due to the circumstances specified in items (III), (V) and (VI) of the preceding paragraph, a resolution shall be adopted at a meeting of the board of directors attended by more than two-thirds of the directors in this regard.
Save as otherwise provided by laws, regulations or the Listing Rules of the Hong Kong Stock Exchange, if the Company purchases its own shares in accordance with the provisions of paragraph 1 of this article, the shares shall be cancelled within 10 days from the date of acquisition in case of item (I); or transferred or cancelled within six months in case of items (II) and (IV); in case of items (III), (V) and (VI), and the total number of its own shares held by the Company shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within three years.	Save as otherwise provided by laws, regulations or the Listing Rules of the Hong Kong Stock Exchange, if the Company purchases its own shares in accordance with the provisions of paragraph 1 of this article, the shares shall be cancelled within 10 days from the date of acquisition in case of item (I); or transferred or cancelled within six months in case of items (II) and (IV); in case of items (III), (V) and (VI), and the total number of its own shares held by the Company shall not exceed 10% of its total issued shares, and such shares shall be transferred or cancelled within three years.

Before amendments	After amendments
Article 37 Upon approval by the examination and approval authority authorized by the State Council to buy back its own shares, the Company may elect to do so by any of the following methods: (I) issuance to all of the shareholders of a buyback offer on a pro rata basis; (II) buyback through open transactions on a stock exchange; (III) buyback by agreements outside a stock exchange; (IV) another method approved in laws, administrative regulations or by the examination and approval authority authorized by the State Council.	~~**Article 37**~~**Article 35** Upon approval by the examination and approval authority authorized by the State Council to buy back its own shares, the Company may elect to do so by any of the following methods: (I) issuance to all of the shareholders of a buyback offer on a pro rata basis; (II) buyback through open transactions on a stock exchange; (III) buyback by agreements outside a stock exchange; (IV) another method approved in laws, administrative regulations or by the examination and approval authority authorized by the State Council.
Article 38 If the Company is to buy back shares by agreements outside a stock exchange, prior approval shall be obtained from the general meeting in accordance with the Articles of Association. Upon prior approval by the general meeting obtained in the same manner, the Company may terminate or vary a contract concluded in the manner set forth above or waive any of its rights under such contract. For the purposes of the preceding paragraph, "contracts for the buyback of shares" shall include but not be limited to agreements whereby buyback obligations are undertaken and buyback rights are acquired. The Company may not transfer a contract for the buyback of its own shares or any of its rights thereunder. With respect to redeemable shares which the Company has the right to buy back, if the buyback is to be made in a manner other than through the market or by tender, the buyback price must be limited to a maximum price; if the buyback is to be made by tender, tenders shall be available to all shareholders alike.	~~**Article 38**~~**Article 36** If the Company is to buy back shares by agreements outside a stock exchange, prior approval shall be obtained from the general meeting in accordance with the Articles of Association **and the Securities and Futures Commission (hereinafter referred to as the "SFC")**. Upon prior approval by the general meeting obtained in the same manner, the Company may terminate or vary a contract concluded in the manner set forth above or waive any of its rights under such contract. For the purposes of the preceding paragraph, "contracts for the buyback of shares" shall include but not be limited to agreements whereby buyback obligations are undertaken and buyback rights are acquired. The Company may not transfer a contract for the buyback of its own shares or any of its rights thereunder. With respect to redeemable shares which the Company has the right to buy back, if the buyback is to be made in a manner other than through the market or by tender, the buyback price must be limited to a maximum price; if the buyback is to be made by tender, tenders shall be available to all shareholders alike.

Before amendments	After amendments
Article 39 Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its outstanding shares:	~~**Article 39**~~**Article 37** Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its outstanding shares:
(I) if the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share offer made to buy back the existing shares;	(I) if the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share offer made to buy back the existing shares;
(II) if the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of the Company's distributable profit and/or from the proceeds of a fresh share offer made to buyback the existing shares; and the portion in excess of the par value shall be handled according to the following methods:	(II) if the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of the Company's distributable profit and/or from the proceeds of a fresh share offer made to buyback the existing shares; and the portion in excess of the par value shall be handled according to the following methods:
(1) if the shares being bought back were issued at their par value, the amount shall be deducted from the book balance of the Company's distributable profit;	(1) if the shares being bought back were issued at their par value, the amount shall be deducted from the book balance of the Company's distributable profit;
(2) if the shares being bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and/or the proceeds of a fresh share offer made to repurchase the existing shares; however, the amount deducted from the proceeds of the fresh share offer may not exceed the total premium obtained at the time of issuance of the existing shares nor may it exceed the amount in the Company's premium account (or capital common reserve account) (including the premiums from the fresh share offer) at the time of the buyback.	(2) if the shares being bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and/or the proceeds of a fresh share offer made to repurchase the existing shares; however, the amount deducted from the proceeds of the fresh share offer may not exceed the total premium obtained at the time of issuance of the existing shares nor may it exceed the amount in the Company's premium account (or capital common reserve account) (including the premiums from the fresh share offer) at the time of the buyback.

Before amendments	After amendments
(III) the sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profit: (1) acquisition of the right to buy back its own shares; (2) amendment of any contract for the buyback of its own shares; (3) release from any of its obligations under a buyback contract. (IV) after the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares which corresponds to the par value of the shares bought back shall be credited to the Company's premium account or capital common reserve account. Where laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authority in the place where the Company's shares are listed have otherwise provisions on the financial treatment involved in the aforesaid share buyback, such provisions shall prevail.	(III) the sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profit: (1) acquisition of the right to buy back its own shares; (2) amendment of any contract for the buyback of its own shares; (3) release from any of its obligations under a buyback contract. (IV) after the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares which corresponds to the par value of the shares bought back shall be credited to the Company's premium account or capital common reserve account. Where laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authority in the place where the Company's shares are listed have otherwise provisions on the financial treatment involved in the aforesaid share buyback, such provisions shall prevail.
CHAPTER 6 FINANCIAL ASSISTANCE FOR PURCHASE OF THE COMPANY'S SHARES **Article 40** Neither the Company nor the companies wholly owned or controlled by it or within the scope of its consolidated statements (hereinafter referred to as "subsidiaries") shall at any time provide any financial assistance in any form to purchasers or prospective purchasers of shares of the Company. Purchasers of shares of the Company as referred to above shall include persons that directly or indirectly assume obligations due to purchasing shares of the Company. Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to the above obligors in order to reduce or release them from their obligations. The provisions of this Article shall not apply to the circumstances described in Article 42 of this Chapter.	**~~CHAPTER 6~~CHAPTER 5 FINANCIAL ASSISTANCE FOR PURCHASE OF THE COMPANY'S SHARES** **~~Article 40~~Article 38** Neither the Company nor the companies wholly owned or controlled by it or within the scope of its consolidated statements (hereinafter referred to as "subsidiaries") **shall not provide gifts, advances, loans, guarantees and other financial assistance for others to obtain the shares of the Company or the its parent company unless it carries out an employee stock ownership plan. ~~shall at any time provide any financial assistance in any form to purchasers or prospective purchasers of shares of the Company. Purchasers of shares of the Company as referred to above shall include persons that directly or indirectly assume obligations due to purchasing shares of the Company.~~** **~~Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to the above obligors in order to reduce or release them from their obligations.~~** **~~The provisions of this Article shall not apply to the circumstances described in Article 42 of this Chapter.~~**

Before amendments	After amendments
Article 41 For the purposes of this Chapter, the term "financial assistance" shall include but not be limited to financial assistance in the forms set forth below:	~~**Article 41 For the purposes of this Chapter, the term "financial assistance" shall include but not be limited to financial assistance in the forms set forth below:**~~
(I) gift;	~~**(I) gift;**~~
(II) security (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (not including, however, indemnity arising from the Company's own fault), release or waiver of rights;	~~**(II) security (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (not including, however, indemnity arising from the Company's own fault), release or waiver of rights;**~~
(III) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled before the obligations of the other party to the contract, or the changes in the parties of, or the transfer of rights under, such loan or contract;	~~**(III) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled before the obligations of the other party to the contract, or the changes in the parties of, or the transfer of rights under, such loan or contract;**~~
(IV) financial assistance in any other form if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.	~~**(IV) financial assistance in any other form if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.**~~
The expression "incurring an obligation" referred to in this Chapter includes the incurring of obligations by the changing of the obligor's financial position by way of a contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.	~~**The expression "incurring an obligation" referred to in this Chapter includes the incurring of obligations by the changing of the obligor's financial position by way of a contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.**~~

Before amendments	After amendments
Article 42 The acts listed below shall not be regarded as acts prohibited under Article 40 of this Chapter: (I) where the Company provides the relevant financial assistance genuinely for the benefits of the Company and the main purpose of the financial assistance is not the purchase of shares of the Company, or the financial assistance is an incidental part of some overall plan of the Company; (II) lawful distribution of the Company's property in the form of dividends; (III) distribution of dividends in the form of shares; (IV) reduction of registered capital, buyback of shares, adjustment of the equity structure, etc. in accordance with the Articles of Association; (V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit); and (VI) the provision of money by the Company for an employee stock ownership plan (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit).	~~**Article 42 The acts listed below shall not be regarded as acts prohibited under Article 40 of this Chapter:**~~ ~~**(I) where the Company provides the relevant financial assistance genuinely for the benefits of the Company and the main purpose of the financial assistance is not the purchase of shares of the Company, or the financial assistance is an incidental part of some overall plan of the Company;**~~ ~~**(II) lawful distribution of the Company's property in the form of dividends;**~~ ~~**(III) distribution of dividends in the form of shares;**~~ ~~**(IV) reduction of registered capital, buyback of shares, adjustment of the equity structure, etc. in accordance with the Articles of Association;**~~ ~~**(V) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit); and**~~ ~~**(VI) the provision of money by the Company for an employee stock ownership plan (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit).**~~
	Article 39 For the benefits of the Company, the Company may, upon a resolution by the general meeting or by the board of directors under the Articles of Association or the authorization of the general meeting, provide financial assistance for others to acquire shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the board of directors shall be adopted by more than two-thirds of all the directors.
	Article 40 In the event that a violation of the Article 38 and Article 39 of this Chapter, causes losses to the Company, the directors and senior management members who are responsible shall be liable for compensation.

Before amendments	After amendments
CHAPTER 7 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS	**~~CHAPTER 7~~CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**
Article 43 The Company's shares shall be registered shares. The Company's share certificates shall clearly state the following main particulars: (I) the Company's name; (II) the date of incorporation of the Company; (III) the class of shares, par value and the number of shares represented thereby; (IV) the serial number of the share certificate; (V) During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the title documents relating to the securities listed on the Hong Kong Stock Exchange (including the H share certificates) contain the following statements, and shall instruct and procure the shares registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he submits such properly executed forms to the share registrars which shall include the following statements: (1) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other relevant laws and the Articles of Association;	**~~Article 43~~Article 41 Share certificates are certificates issued by the Company evidencing the shares held by the shareholders.** The Company's shares **in issue** shall be registered shares. **~~The Company's share certificates shall clearly state the following main particulars:~~** **~~(I) the Company's name;~~** **~~(II) the date of incorporation of the Company;~~** **~~(III) the class of shares, par value and the number of shares represented thereby;~~** **~~(IV) the serial number of the share certificate;~~** **~~(V) During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure that all of the title documents relating to the securities listed on the Hong Kong Stock Exchange (including the H share certificates) contain the following statements, and shall instruct and procure the shares registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he submits such properly executed forms to the share registrars which shall include the following statements:~~** **~~(1) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other relevant laws and the Articles of Association;~~**

Before amendments	After amendments
(2) the share purchaser agrees with each shareholder, director, general manager and senior officer of the Company and the Company acting for itself and for each director, general manager and senior officer agrees with each shareholder to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law and other relevant PRC laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a hearing in open session and to publish its award; such arbitration shall be final and conclusive;	~~(2) the share purchaser agrees with each shareholder, director, general manager and senior officer of the Company and the Company acting for itself and for each director, general manager and senior officer agrees with each shareholder to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law and other relevant PRC laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a hearing in open session and to publish its award; such arbitration shall be final and conclusive;~~
(3) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;	~~(3) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;~~
(4) the share purchaser authorizes the Company to enter into a contract on his or her behalf with each director, general manager and other senior officer whereby such directors, general manager and other senior management members undertake to observe and comply with their obligations to the shareholders stipulated in the Articles of Association.	~~(4) the share purchaser authorizes the Company to enter into a contract on his or her behalf with each director, general manager and other senior officer whereby such directors, general manager and other senior management members undertake to observe and comply with their obligations to the shareholders stipulated in the Articles of Association.~~
(VI) other particulars that the Company Law, the Special Regulations and the Hong Kong Stock Exchange require to be recorded thereon.	~~(VI) other particulars that the Company Law, the Special Regulations and the Hong Kong Stock Exchange require to be recorded thereon.~~
The overseas-listed foreign shares issued by the Company may, in accordance with the laws of the place of listing and securities depository practice, take the form of overseas depository receipts or other forms of share derivatives.	~~The overseas-listed foreign shares issued by the Company may, in accordance with the laws of the place of listing and securities depository practice, take the form of overseas depository receipts or other forms of share derivatives.~~

Before amendments	After amendments
Article 44 The share certificates shall be signed by the legal representative of the Company. If the signatures of other senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such other senior management members. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The affixing of the Company's seal on the share certificates shall require the authorization of the board of directors. The signature of the chairman of the board of directors or of other relevant senior management members on the share certificates may also be in printed form. The shares of the promoters shall be marked with the words "promoters' shares". If the Company's shares are issued and traded in paperless form, the regulations of the securities regulator of the place where the shares of the Company are listed shall apply. Where the Company issues share warrants to bearers, that no new share warrant shall be issued to replace one that has been lost, unless the issuer is satisfied beyond reasonable doubt that the original has been destroyed.	~~**Article 44 The share certificates shall be signed by the legal representative of the Company. If the signatures of other senior management members of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such other senior management members. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The affixing of the Company's seal on the share certificates shall require the authorization of the board of directors. The signature of the chairman of the board of directors or of other relevant senior management members on the share certificates may also be in printed form.**~~ ~~**The shares of the promoters shall be marked with the words "promoters' shares".**~~ ~~**If the Company's shares are issued and traded in paperless form, the regulations of the securities regulator of the place where the shares of the Company are listed shall apply.**~~ ~~**Where the Company issues share warrants to bearers, that no new share warrant shall be issued to replace one that has been lost, unless the issuer is satisfied beyond reasonable doubt that the original has been destroyed.**~~

Before amendments	After amendments
Article 45 The Company shall set up a register of shareholders, in which the following particulars shall be recorded: (I) the name, address (domicile), profession or nature of each shareholder; (II) the class and quantity of shares held by each shareholder; (III) the amount paid or payable for the shares held by each shareholder; (IV) the serial numbers of the shares held by each shareholder; (V) the date on which each shareholder is registered as such; (VI) the date on which each shareholder ceases to be a shareholder. The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary. All movements or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is required to be kept in the place where such shares are listed pursuant to the Articles of Association.	~~**Article 45**~~**Article 42** The Company **prepares** ~~**shall set up**~~ a register of shareholders **based on the certificates provided by the securities registration and clearing institution, and makes the same available at the Company.**~~, in which t~~T**he following particulars shall be recorded **in the register of shareholders**: (I) the name~~, **and** address (domicile)~~~~, profession or nature~~ of each shareholder; (II) the class and quantity of shares held by each shareholder; ~~**(III) the amount paid or payable for the shares held by each shareholder;**~~ (III~~IV~~) the serial numbers of the shares held by each shareholder; (IV~~V~~) the date on which each shareholder ~~**is registered as such**~~ **acquires the shares**~~;~~ ~~**(VI) the date on which each shareholder ceases to be a shareholder**~~. ~~**The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.**~~ ~~**All movements or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is required to be kept in the place where such shares are listed pursuant to the Articles of Association.**~~ **The original copy of register of holders of H shares shall be maintained in Hong Kong.**
Article 46 The Company may, pursuant to an understanding or agreement reached between the CSRC and foreign securities regulators, keep its register of holders of overseas listed foreign shares outside the PRC, and appoint an overseas agent to administer the same. The original copy of register of holders of H shares shall be maintained in Hong Kong. The Company shall keep at its domicile a duplicate of the register of holders of overseas listed foreign shares. The appointed overseas agent shall ensure that the register of holders of overseas listed foreign shares and its duplicate are consistent at all times. If the original and duplicate of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.	~~**Article 46 The Company may, pursuant to an understanding or agreement reached between the CSRC and foreign securities regulators, keep its register of holders of overseas listed foreign shares outside the PRC, and appoint an overseas agent to administer the same. The original copy of register of holders of H shares shall be maintained in Hong Kong.**~~ ~~**The Company shall keep at its domicile a duplicate of the register of holders of overseas listed foreign shares. The appointed overseas agent shall ensure that the register of holders of overseas listed foreign shares and its duplicate are consistent at all times.**~~ ~~**If the original and duplicate of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.**~~

Before amendments	After amendments
Article 47 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts: (I) a register kept at the Company's domicile other than those provided for under items (II) and (III) of this paragraph; (II) the register of holders of overseas listed foreign shares kept in the place of the overseas stock exchange on which the shares are listed; (III) the registers of shareholders kept in such other places as the board of directors may decide necessary for listing of the Company's shares.	~~**Article 47 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:**~~ ~~**(I) a register kept at the Company's domicile other than those provided for under items (II) and (III) of this paragraph;**~~ ~~**(II) the register of holders of overseas listed foreign shares kept in the place of the overseas stock exchange on which the shares are listed;**~~ ~~**(III) the registers of shareholders kept in such other places as the board of directors may decide necessary for listing of the Company's shares.**~~
Article 48 The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register. Changes to and corrections of each part of the register of shareholders shall be carried out in accordance with the laws of its situs.	~~**Article 48 The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.**~~ ~~**Changes to and corrections of each part of the register of shareholders shall be carried out in accordance with the laws of its situs.**~~

Before amendments	After amendments
Article 49 All overseas listed foreign shares for which the share capital has been paid in full may be transferred freely in accordance with the Articles of Association. The board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions: (I) payment of HK$2.50 per instrument of transfer or the charge as agreed at such time by the Hong Kong Stock Exchange has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares; (II) the instrument of transfer only involves overseas listed foreign shares listed in Hong Kong; (III) the stamp duty payable on the instrument of transfer as required by Hong Kong laws has been paid; (IV) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the board of directors have been provided; (V) if the shares are to be transferred to joint holders, the number of registered joint holders may not exceed four; (VI) and the relevant shares are not encumbered by any company lien. All transfers of overseas listed foreign shares shall be effective with a written instrument of transfer in general or ordinary format or such other format as acceptable to the board of directors (including the standard format of transfer or form of transfer as required by the Hong Kong Stock Exchange from time to time). If the transferor or transferee of the Company's shares is a recognized clearing house as defined by relevant ordinances of Hong Kong laws in force from time to time (a "Recognized Clearing House") or an agent thereof, the signature on the written instrument of transfer may be signed by hand or in mechanically-printed form. All instruments of transfer must be kept at the legal address of the Company or other place as may be designated by the board of directors from time to time.	~~**Article 49** All overseas listed foreign shares for which the share capital has been paid in full may be transferred freely in accordance with the Articles of Association. The board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions:~~ ~~(I) payment of HK$2.50 per instrument of transfer or the charge as agreed at such time by the Hong Kong Stock Exchange has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares;~~ ~~(II) the instrument of transfer only involves overseas listed foreign shares listed in Hong Kong;~~ ~~(III) the stamp duty payable on the instrument of transfer as required by Hong Kong laws has been paid;~~ ~~(IV) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the board of directors have been provided;~~ ~~(V) if the shares are to be transferred to joint holders, the number of registered joint holders may not exceed four;~~ ~~(VI) and the relevant shares are not encumbered by any company lien.~~ ~~All transfers of overseas listed foreign shares shall be effective with a written instrument of transfer in general or ordinary format or such other format as acceptable to the board of directors (including the standard format of transfer or form of transfer as required by the Hong Kong Stock Exchange from time to time). If the transferor or transferee of the Company's shares is a recognized clearing house as defined by relevant ordinances of Hong Kong laws in force from time to time (a "Recognized Clearing House") or an agent thereof, the signature on the written instrument of transfer may be signed by hand or in mechanically-printed form. All instruments of transfer must be kept at the legal address of the Company or other place as may be designated by the board of directors from time to time.~~
Article 50 Where there are provisions in applicable laws, regulations and the Listing Rules of the Hong Kong Stock Exchange on the period during which the registration of share transfer is suspended before the convening of a general meeting of shareholders or the record date for the Company to decide to distribute dividends, such provisions shall prevail.	~~**Article 50**~~**Article 43** Where there are provisions in applicable laws, regulations and the Listing Rules of the Hong Kong Stock Exchange on the period during which the registration of share transfer is suspended before the convening of a general meeting of shareholders or the record date for the Company to decide to distribute dividends, such provisions shall prevail.

Before amendments	After amendments
Article 51 When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of equity interests, the board of directors shall decide upon a date as the date of record. Shareholders whose names appear on the register at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.	**~~Article 51~~Article 44** When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of **~~equity interests~~shareholders' identities**, the board of directors **or the convener of the general meeting** shall decide upon a date as the date of record. Shareholders whose names appear on the register at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.
Article 52 Any person that challenges the register of shareholders and requests that his or her name be entered into or removed from the register may apply to the competent court at the place of the Company's registration for rectification of the register.	**~~Article 52~~Article 45** Any person that challenges the register of shareholders and requests that his or her name be entered into or removed from the register may apply to the competent court at the place of the Company's registration for rectification of the register.
Article 53 Any shareholder who is registered in the register of shareholders or any person who requests that his name be entered into the register of shareholders may, if his share certificate (the "original share certificate") is lost, apply to the Company for issuance of a replacement certificate in respect of such shares (the "relevant shares"). Applications for the replacement of share certificates from holders of domestic shares who have had their certificates stolen or damaged, or who have lost the same shall be handled in accordance with relevant provisions of the Company Law. Applications for the replacement of share certificates from holders of overseas listed foreign shares who have had their certificates stolen or damaged, or who have lost the same may be handled in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept. Where a holder of H shares who has lost his or her share certificate applies for replacement thereof, such replacement shall comply with the following requirements: (I) the applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory declaration; the notarial certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and evidence of the loss of the share certificate and a declaration that no other person may request registration as a shareholder in respect of the relevant shares; (II) the Company shall not have received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate;	**~~Article 53~~Article 46** Any shareholder who is registered in the register of shareholders or any person who requests that his name be entered into the register of shareholders may, if his share certificate (the "original share certificate") is lost, apply to the Company for issuance of a replacement certificate in respect of such shares (the "relevant shares"). Applications for the replacement of share certificates from holders of domestic shares who have had their certificates stolen or damaged, or who have lost the same shall be handled in accordance with relevant provisions of the Company Law. Applications for the replacement of share certificates from holders of overseas listed foreign shares who have had their certificates stolen or damaged, or who have lost the same may be handled in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original of the register of holders of overseas listed foreign shares is kept. Where a holder of H shares who has lost his or her share certificate applies for replacement thereof, such replacement shall comply with the following requirements: (I) the applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory declaration; the notarial certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and evidence of the loss of the share certificate and a declaration that no other person may request registration as a shareholder in respect of the relevant shares; (II) the Company shall not have received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate;

Before amendments	After amendments
(III) if the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the board of directors; the period of the public announcement shall be 90 days, during which its publication shall be repeated at least once every 30 days;	(III) if the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the board of directors; the period of the public announcement shall be 90 days, during which its publication shall be repeated at least once every 30 days;
(IV) before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange; the announcement shall be displayed in the stock exchange for a period of 90 days; If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the relevant shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish;	(IV) before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange; the announcement shall be displayed in the stock exchange for a period of 90 days; If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the relevant shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish;
(V) if, at the expiration of the 90-day periods provided for in items (III) and (IV) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate in accordance with the application of the applicant;	(V) if, at the expiration of the 90-day periods provided for in items (III) and (IV) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate in accordance with the application of the applicant;
(VI) when the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders;	(VI) when the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders;
(VII) and all expenses of the Company for the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable security.	(VII) and all expenses of the Company for the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable security.
Article 54 After the Company has issued a replacement share certificate in accordance with the Article of Association, it may not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he or she is a bona fide purchaser).	~~**Article 54**~~**Article 47** After the Company has issued a replacement share certificate in accordance with the Article of Association, it may not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he or she is a bona fide purchaser).
Article 55 The Company shall not be liable for damages in respect of any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.	~~**Article 55**~~ **Article 48** The Company shall not be liable for damages in respect of any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.

Before amendments	After amendments
CHAPTER 8 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	**~~CHAPTER 8~~ CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**
Article 56 The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders.	**~~Article 56~~ Article 49** The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders.
Shareholders shall enjoy rights and bear obligations according to the class and quantity of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear equal obligations.	Shareholders shall enjoy rights and bear obligations according to the class and quantity of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear equal obligations.
The holders of domestic shares and overseas listed foreign shares are shareholders of different classes. Holders of each class of shares of the Company shall enjoy equal rights in any distribution of dividends or otherwise.	The holders of domestic shares and overseas listed foreign shares are shareholders of **~~different classes.~~ ordinary shares ~~Holders of each class of shares of the Company~~ and** shall enjoy equal rights in any distribution of dividends or otherwise.
A legal person that is a shareholder of the Company shall have its rights exercised by the person authorized by its legal representative or by way of a resolution of its board of directors or other decision making body.	A legal person that is a shareholder of the Company shall have its rights exercised by the person authorized by its legal representative or by way of a resolution of its board of directors or other decision making body.
No powers shall be taken to freeze or otherwise impair any of the rights attaching to any shares by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.	No powers shall be taken to freeze or otherwise impair any of the rights attaching to any shares by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.
Article 57 With respect to holders of overseas listed foreign shares, if two or more persons are registered as joint holders of any share, they shall be deemed co-owners of the relevant share, and shall be subject to the following restrictions: (I) the Company may not register more than four persons as the joint holders of any share; (II) the joint holders of any share shall be jointly and severally liable for the payment of all amounts payable in connection with the relevant share; (III) if one of the joint shareholders should die, only the surviving joint shareholder(s) shall be deemed by the Company as owner(s) of the relevant share; however, the board of directors shall have the right for the purpose of revising the register of shareholders to require the surviving joint shareholder(s) to provide a death certificate deemed appropriate by it; (IV) with respect to the joint holders of any share, only the joint shareholder listed first on the register of shareholders shall have the right to receive the certificate for the relevant share from the Company or receive notices from the Company, and any notices served on the aforementioned person shall be deemed served on all of the joint holders of the relevant share; If one joint shareholder issues the Company a receipt in respect of any dividends, bonus or capital returns payable to such joint shareholders, the same shall be deemed a valid receipt issued to the Company by the joint shareholders.	**~~Article 57~~ Article 50** With respect to holders of overseas listed foreign shares, if two or more persons are registered as joint holders of any share, they shall be deemed co-owners of the relevant share, and shall be subject to the following restrictions: (I) the Company may not register more than four persons as the joint holders of any share; (II) the joint holders of any share shall be jointly and severally liable for the payment of all amounts payable in connection with the relevant share; (III) if one of the joint shareholders should die, only the surviving joint shareholder(s) shall be deemed by the Company as owner(s) of the relevant share; however, the board of directors shall have the right for the purpose of revising the register of shareholders to require the surviving joint shareholder(s) to provide a death certificate deemed appropriate by it; (IV) with respect to the joint holders of any share, only the joint shareholder listed first on the register of shareholders shall have the right to receive the certificate for the relevant share from the Company or receive notices from the Company, and any notices served on the aforementioned person shall be deemed served on all of the joint holders of the relevant share; If one joint shareholder issues the Company a receipt in respect of any dividends, bonus or capital returns payable to such joint shareholders, the same shall be deemed a valid receipt issued to the Company by the joint shareholders.

Before amendments	After amendments
Article 58 Holders of ordinary shares of the Company shall enjoy the following rights in accordance with applicable laws and the Articles of Association:	~~**Article 58**~~ **Article 51** Holders of ordinary shares of the Company shall enjoy the following rights in accordance with applicable laws and the Articles of Association:
(I) to collect dividends and other distributions in proportion to the quantity of shares held by them;	(I) to collect dividends and other distributions in proportion to the quantity of shares held by them;
(II) to request, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding right to speak and vote;	(II) to request, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the law and to exercise the corresponding right to speak and vote;
(III) to oversee the Company's business activities, and to make recommendations or inquiries;	(III) to oversee the Company's business activities, and to make recommendations or inquiries;
(IV) to transfer, gift or pledge shares held by them in accordance with laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association;	(IV) to transfer, gift or pledge shares held by them in accordance with laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association;
(V) to obtain relevant information in accordance with the Articles of Association, which shall include:	~~**(V) to obtain relevant information in accordance with the Articles of Association, which shall include:**~~
1. obtaining a copy of the Articles of Association after payment of a reasonable charge;	~~**1. obtaining a copy of the Articles of Association after payment of a reasonable charge;**~~
2. to inspect free of charge, and to copy after payment of reasonable charges:	~~**2. to inspect free of charge, and to copy after payment of reasonable charges:**~~
(1) all parts of the register of shareholders;	~~**(1) all parts of the register of shareholders;**~~
(2) personal information on the directors, general manager and other senior management members of the Company, including:	~~**(2) personal information on the directors, general manager and other senior management members of the Company, including:**~~
(a) current and previous names and aliases;	~~**(a) current and previous names and aliases;**~~
(b) principal address (domicile);	~~**(b) principal address (domicile);**~~
(c) nationality;	~~**(c) nationality;**~~
(d) full-time and all other, part-time occupations and positions;	~~**(d) full-time and all other, part-time occupations and positions;**~~
(e) documents of identity and their numbers.	~~**(e) documents of identity and their numbers.**~~

Before amendments	After amendments
(3) the state of the Company's issued share capital and shareholders' special resolution;	~~(3) the state of the Company's issued share capital and shareholders' special resolution;~~
(4) reports of the aggregate par value, quantity, and highest and lowest prices of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;	~~(4) reports of the aggregate par value, quantity, and highest and lowest prices of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;~~
(5) the counterfoils of corporate bonds, minutes of general meetings, board resolutions and financial and accounting reports;	~~(5) the counterfoils of corporate bonds, minutes of general meetings, board resolutions and financial and accounting reports;~~
(6) copy of the latest annual return filed with the company registration authorities or other authorities in the PRC (if applicable).	~~(6) copy of the latest annual return filed with the company registration authorities or other authorities in the PRC (if applicable).~~
The Company shall make the foregoing documents available at its domicile and at its place of business in Hong Kong for review by shareholders.	~~The Company shall make the foregoing documents available at its domicile and at its place of business in Hong Kong for review by shareholders.~~
(VI) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;	**(V) to inspect and make copies of the Articles of Association, the register of shareholders, the minutes of general meetings, board resolutions and financial and accounting reports; shareholders who meet the requirements may inspect the Company's accounting books and certifications;** (VI) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;
(VII) to request that the Company purchase their shares when they oppose a resolution on the merger or division of the Company adopted at a general meeting;	(VII) to request that the Company purchase their shares when they oppose a resolution on the merger or division of the Company adopted at a general meeting;
(VIII) other rights conferred by laws, administrative regulations and the Articles of Association.	(VIII) other rights conferred by laws, administrative regulations and the Articles of Association.
A corporate shareholder shall have its legal representative or the person authorized by its board of directors or other decision-making bodies as its representative to exercise its rights.	~~A corporate shareholder shall have its legal representative or the person authorized by its board of directors or other decision-making bodies as its representative to exercise its rights.~~

Before amendments	After amendments
Article 59 If a shareholder asks to review the information mentioned in the preceding Article or makes a request for information, he or she shall submit to the Company written documents evidencing the class and number of shares he or she holds. The Company shall provide the same as requested by the shareholder after authenticating his or her identity.	~~**Article 59**~~ **Article 52** If a shareholder asks to review **and copy** the information mentioned in the preceding Article or makes a request for information, he or she shall submit to the Company written documents evidencing the class and number of shares he or she holds. The Company shall provide the same as requested by the shareholder after authenticating his or her identity. **A shareholder who, either alone or in aggregate, has held 3% or more of the company's shares for a continuous period of 180 days or more and requests to inspect the company's accounting books and accounting vouchers shall submit a written request to the Company, stating the purpose thereof. Where the Company has reasonable grounds to believe that a shareholder's inspection of the accounting books and vouchers is for an improper purpose and may harm the Company's legitimate interests, it may refuse to grant access and shall, within fifteen days of the date on which the shareholder submits the written request, provide a written reply to the shareholder setting out the reasons. If the inspection is denied, the shareholder may file a lawsuit with the People's Court.** **Shareholders may appoint an intermediary organization, such as an accounting firm or a law firm, to inspect the materials provided for in the preceding paragraph.**
Article 60 If a resolution of the general meeting or board of directors of the Company violates a law or administrative regulation, shareholders have the right to petition a court to invalidate the resolution. If the procedure for convening or the method of voting at a general meeting or a meeting of the board of directors violates a law, administrative regulation or the Articles of Association, or if the contents of a resolution breaches the Articles of Association, shareholders have the right to petition a court to revoke such resolution within 60 days from the date on which the resolution was adopted.	~~**Article 60**~~ **Article 53** If a resolution of the general meeting or board of directors of the Company violates a law or administrative regulation, shareholders have the right to petition a court to invalidate the resolution. If the procedure for convening or the method of voting at a general meeting or a meeting of the board of directors violates a law, administrative regulation or the Articles of Association, or if the contents of a resolution breaches the Articles of Association, shareholders have the right to petition a court to revoke such resolution within 60 days from the date on which the resolution was adopted. **Except where there are only minor defects in the convening procedures or voting methods of the general meeting or a meeting of the board of directors, which do not materially affect the resolutions.**

Before amendments	After amendments
Article 61 If a director or a senior officer violates a law, administrative regulation or breaches the Articles of Association in performing his or her Company duties, thereby causing the Company to sustain a loss, a shareholder who alone has held or shareholders who together have held at least 1 percent of the Company's shares for at least 180 days in succession have the right to request in writing that the audit committee (on behalf of the committee or the board of directors) institute a legal action in a People's Court. If the audit committee refuses to institute a legal action after receipt of the written request from the shareholders as mentioned in the preceding paragraph, or fails to institute a legal action within 30 days from the date of receipt of the request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph have the right, in the interests of the Company, to directly institute a legal action in a People's Court in their own name. If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may institute a legal action in a People's Court pursuant to the preceding two paragraphs.	~~**Article 61**~~ **Article 54** If a director **(other than members of the audit committee)** or a senior officer violates a law, administrative regulation or breaches the Articles of Association in performing his or her Company duties, thereby causing the Company to sustain a loss, a shareholder who alone has held or shareholders who together have held at least 1 percent of the Company's shares for at least 180 days in succession have the right to request in writing that the audit committee (on behalf of the committee or the board of directors) institute a legal action in a People's Court**; if a member of the audit committee causes losses to the Company for violation of the requirements of the laws, administrative regulations or the Articles of Association during the performance of its duties, the aforesaid shareholders can request the Board in written form to file a suit in the People's Court**. If the audit committee **and the board of directors** refuses to institute a legal action after receipt of the written request from the shareholders as mentioned in the preceding paragraph, or fails to institute a legal action within 30 days from the date of receipt of the request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph have the right, in the interests of the Company, to directly institute a legal action in a People's Court in their own name. If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may institute a legal action in a People's Court pursuant to the preceding two paragraphs. **Where the directors, supervisors or senior officers of the Company's wholly owned subsidiary violate a law, administrative regulation or breaches the Articles of Association in performing their Company duties, thereby causing the Company to sustain a loss, or loss caused by infringement upon the Company's wholly owned subsidiary lawful rights and interests by other parties, shareholders along or in aggregated holding more than 1% of the Company's shares for over 180 consecutive days may request in writing the supervisory committee or board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or may file a lawsuit with the People's Court directly in their own names in accordance with first three paragraphs of Article 189 of the Company Law.**
Article 62 If a director or senior officer violates a law or administrative regulation or breaches the Articles of Association, thereby harming the interests of a shareholder, such shareholder may institute a legal action in a People's Court.	~~**Article 62**~~ **Article 55** If a director or senior officer violates a law or administrative regulation or breaches the Articles of Association, thereby harming the interests of a shareholder, such shareholder may institute a legal action in a People's Court.

Before amendments	After amendments
Article 63 Shareholders of the Company bear the following obligations: (I) to comply with laws, administrative regulations and the Articles of Association; (II) to pay subscription moneys according to the shares subscribed for by them and the method of acquiring such shares; (III) not to return their shares except in circumstances specified in laws and regulations; (IV) not to abuse their shareholders' rights to harm the interests of the Company or those of other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to harm the interests of the Company's creditors; If a shareholder abuses his or her shareholder rights, thereby causing the Company or another shareholder to sustain a loss, he or she shall be held liable for damages in accordance with the law. If a shareholder abuses the Company's independent legal person status or shareholders' limited liability to evade a debt, thereby materially harming the interests of a creditor of the Company, he or she shall bear joint and severally liable for the debt of the Company. (V) other obligations imposed by laws and the Articles of Association. Shareholders shall not bear any liability for further contributions to share capital other than the conditions agreed to by the subscribers for the shares at the time of subscription.	~~**Article 63**~~ **Article 56** Shareholders of the Company bear the following obligations: (I) to comply with laws, administrative regulations and the Articles of Association; (II) to pay subscription moneys according to the shares subscribed for by them and the method of acquiring such shares; (III) not to return their ~~**shares**~~**share capitals** except in circumstances specified in laws and regulations; (IV) not to abuse their shareholders' rights to harm the interests of the Company or those of other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to harm the interests of the Company's creditors; ~~**If a shareholder abuses his or her shareholder rights, thereby causing the Company or another shareholder to sustain a loss, he or she shall be held liable for damages in accordance with the law.**~~ ~~**If a shareholder abuses the Company's independent legal person status or shareholders' limited liability to evade a debt, thereby materially harming the interests of a creditor of the Company, he or she shall bear joint and severally liable for the debt of the Company.**~~ (V) other obligations imposed by laws and the Articles of Association. ~~**Shareholders shall not bear any liability for further contributions to share capital other than the conditions agreed to by the subscribers for the shares at the time of subscription.**~~ **Where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be liable for the damages according to laws. Where shareholders of the Company abuse the Company's status as an independent legal entity and the limited liability of shareholders for the purposes of evading debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.**
Article 64 If a holder of at least 5 percent of the voting shares of the Company wishes to create a pledge over his or her shares, he or she shall report the same in writing to the Company on the date such pledge is created.	~~**Article 64**~~ **Article 57** If a holder of at least 5 percent of the voting shares of the Company wishes to create a pledge over his or her shares, he or she shall report the same in writing to the Company on the date such pledge is created.

Before amendments	After amendments
Article 65 The controlling shareholder and actual controller of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss. The controlling shareholder and the actual controller of the Company bear a fiduciary duty toward the Company. The controlling shareholder shall exercise its rights as an investor in strict accordance with the law. It may not use such means as a profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company. In addition to the obligations imposed by laws and the Listing Rules of the Hong Kong Stock Exchange, the controlling shareholder of the Company may not, in exercising its shareholder powers, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below: (I) relieving a director of the responsibility to act honestly in the best interest of the Company; (II) approving that a director (for his or her own or another person's benefit) deprive the Company of its property in any way, including but not limited to any opportunities that are advantageous to the Company; (III) approving that a director (for his or her own or another person's benefit) deprive other shareholders of their individual rights or interests, including but not limited to rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the general meeting for adoption in accordance with the Articles of Association.	~~**Article 65**~~ **Article 58** The controlling shareholder and actual controller of the Company **shall exercise their rights and fulfil their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and stock exchanges to safeguard the interests of the Company and** may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss. **Controlling shareholders and actual controller of the Company shall comply with the following provisions:** **(1) to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;** **(2) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings;** **(3) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;** **(4) not to appropriate the Company's funds in any way;** **(5) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;** **(6) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;** **(7) not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;** **(8) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;** **(9) laws, administrative regulations, and provisions of the CSRC, business rules of stock exchanges and other requirements of these Articles of Association.**

Before amendments	After amendments
	Where the controlling shareholder or actual controller of the Company does not serve as a director of the Company but actually handles the Company's affairs, the provisions of these Articles of Association regarding the fiduciary duties and duty of diligence of directors shall apply. **Where a controlling shareholder or actual controller of the Company instructs a director or senior officer to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and severally liable with the director or senior officer.** ~~**The controlling shareholder and the actual controller of the Company bear a fiduciary duty toward the Company. The controlling shareholder shall exercise its rights as an investor in strict accordance with the law. It may not use such means as a profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company.**~~ ~~**In addition to the obligations imposed by laws and the Listing Rules of the Hong Kong Stock Exchange, the controlling shareholder of the Company may not, in exercising its shareholder powers, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:**~~ ~~**(I) relieving a director of the responsibility to act honestly in the best interest of the Company;**~~ ~~**(II) approving that a director (for his or her own or another person's benefit) deprive the Company of its property in any way, including but not limited to any opportunities that are advantageous to the Company;**~~ ~~**(III) approving that a director (for his or her own or another person's benefit) deprive other shareholders of their individual rights or interests, including but not limited to rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the general meeting for adoption in accordance with the Articles of Association.**~~
CHAPTER 9 GENERAL MEETINGS	~~**CHAPTER 9**~~**CHAPTER 8 GENERAL MEETINGS**
Section 1 General Provisions on the Convening of General Meetings	**Section 1 General Provisions on the Convening of ~~General Meetings~~Shareholders' Meetings**
Article 66 The general meeting shall be the organ with supreme authority of the Company and shall exercise its functions and powers in accordance with the law. The general meeting shall comprise all shareholders of the Company and shall exercise its powers according to laws, administrative regulations and the Articles of Association.	~~**Article 66**~~**Article 59** The general meeting shall be the organ with supreme authority of the Company and shall exercise its functions and powers in accordance with the law. The general meeting shall comprise all shareholders of the Company and shall exercise its powers according to laws, administrative regulations and the Articles of Association.

Before amendments	After amendments
Article 67 The general meeting shall exercise the following functions and powers:	~~**Article 67**~~**Article 60** The general meeting shall exercise the following functions and powers:
(I) to decide on the business policies and investment plans of the Company;	(I) ~~**to decide on the business policies and investment plans of the Company;**~~
(II) to elect and replace directors and to decide on matters relating to their remuneration;	~~**(II)**~~ to elect and replace directors and to decide on matters relating to their remuneration;
(III) to consider and approve reports of the board of directors;	~~**(III**~~II) to consider and approve reports of the board of directors;
(IV) to consider and approve the Company's annual financial budgets and final accounts;	~~**(IV) to consider and approve the Company's annual financial budgets and final accounts;**~~
(V) to consider and approve the Company's profit distribution plans and plans for making up losses;	(~~**VI**~~III) to consider and approve the Company's profit distribution plans and plans for making up losses;
(VI) to pass resolutions concerning the increase or reduction of the Company's registered capital;	(~~**VI**~~IV) to pass resolutions concerning the increase or reduction of the Company's registered capital;
(VII) to pass resolutions on the issuance of corporate bonds;	(~~**VII**~~V) to pass resolutions on the issuance of corporate bonds;
(VIII) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;	(~~**VIII**~~VI) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;
(IX) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;	(~~**IX**~~VII) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;
(X) to amend the Articles of Association and its annexes;	(~~**X**~~VIII) to amend the Articles of Association and its annexes;
(XI) to consider and approve matters relating to the provision of security for external parties;	(~~**XI**~~IX) to consider and approve matters relating to the provision of security for external parties;
(XII) to consider and approve matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period;	(~~**XII**~~X) to consider and approve matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period;
(XIII) to consider and approve equity incentive plans;	(~~**XIII**~~XI) to consider and approve equity incentive plans;
(XIV) to consider and approve other matters that, pursuant to laws, administrative regulations, department rules and the Articles of Association, require a decision by the general meeting.	(~~**XIV**~~XII) to consider and approve other matters that, pursuant to laws, administrative regulations, department rules and the Articles of Association, require a decision by the general meeting. **The general meeting may authorize the board of directors to pass resolutions on the issuance of corporate bonds.**

Before amendments	After amendments
Article 68 The provision by the Company of security for third parties shall be subject to the consideration and approval of the general meeting. If a director, the general manager or other senior officer violates a provision on the approval authority or consideration procedure for the provision of security to third parties as specified in laws or the Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.	~~**Article 68**~~**Article 61** The provision by the Company of security for third parties shall be subject to the consideration and approval of the general meeting. If a director, the general manager or other senior officer violates a provision on the approval authority or consideration procedure for the provision of security to third parties as specified in laws or the Articles of Association, thereby causing the Company to sustain a loss, he or she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.
Article 69 Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director, the general manager or other senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.	~~**Article 69**~~**Article 62** Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director, the general manager or other senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.
Article 70 General meetings include annual general meetings and extraordinary general meetings. In general, general meetings shall be convened by the board of directors. Annual general meetings shall be called once a year and shall be held within six months after the end of the preceding fiscal year.	~~**Article 70**~~**Article 63** ~~**General meetings**~~**Shareholders' meetings** include annual ~~**general meetings**~~**shareholders' meetings** and extraordinary ~~**general meetings**~~**shareholders' meetings**. In general, ~~**general meetings**~~**shareholders' meetings** shall be convened by the board of directors. Annual ~~**general meetings**~~**shareholders' meetings** shall be called once a year and shall be held within six months after the end of the preceding fiscal year.

Before amendments	After amendments
Article 71 The Company shall call an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (II) the losses of the Company that have not been made up reach one third of its total paid in share capital; (III) at the written request of the shareholders who individually or collectively hold more than 10% of the voting shares issued by the Company, the number of shares held by such shareholders shall be calculated according to the number of shares held at the close of the day when the shareholders make the written request, and if the day when the written request is made is not a trading day, the number of shares shall be calculated on the basis of the number of shares held at the close of the previous trading day; (IV) the board of directors considers it necessary; (V) the audit committee proposes that such a meeting be held; (VI) other circumstance as specified in laws or the Articles of Association.	~~**Article 71**~~**Article 64** The Company shall call an extraordinary ~~**general meetings**~~**shareholders' meeting** within two months from the date of the occurrence of any of the following circumstances: (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (II) the losses of the Company that have not been made up reach one third of its total paid in share capital; (III) at the written request of the shareholders who individually or collectively hold more than 10% of the voting shares issued by the Company~~,~~ (the number of shares held by such shareholders shall be calculated according to the number of shares held at the close of the day when the shareholders make the written request, and if the day when the written request is made is not a trading day, the number of shares shall be calculated on the basis of the number of shares held at the close of the previous trading day); (IV) the board of directors considers it necessary; (V) the audit committee proposes that such a meeting be held; (VI) other circumstance as specified in laws or the Articles of Association.

Before amendments	After amendments
Section 2 Convening of General Meetings	**Section 2 Convening of ~~General Meetings~~Shareholders' Meetings**
Article 72 If the board of directors considers it necessary or more than half of the independent non-executive directors propose and the board of directors agrees, it has the right to convene an extraordinary general meeting. Independent non-executive directors accounting for at least one-half of the Company's independent non-executive directors shall have the right to propose to the board of directors in writing that it calls an extraordinary general meeting. The board of directors shall, in accordance with laws and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made;if the board of directors does not agree to call such meeting, it shall give the reasons therefor in writing and publish the same in a public announcement.	**~~Article 72~~Article 65 ~~If t~~**The board of directors **~~considers it necessary or more than half of the independent non-executive directors propose and the board of directors agrees, it has the right to~~shall** convene **~~an extraordinary general meeting~~a shareholders' meeting within the prescribed period**. **Upon approval by more than half of all independent non-executive directors, ~~I~~**independent non-executive directors **~~accounting for at least one half of the Company's independent non-executive directors~~** shall have the right to propose to the board of directors **~~in writing~~** that it calls an extraordinary **~~general meeting~~shareholders' meeting**. The board of directors shall, in accordance with laws**,** **administrative regulations,** and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary **~~general meeting~~shareholders' meeting** within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the board of directors agrees to call an extraordinary **~~general meetings~~shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after the resolutions are made;if the board of directors does not agree to call such meeting, it shall give the reasons therefor **~~in writing~~** and publish the same in a public announcement.
Article 73 The audit committee shall have the right to propose to the board of directors in writing that it calls an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the audit committee shall be secured if any change is to be made to the original motion in the notice. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the audit committee may itself convene and preside over such meeting.	**~~Article 73~~Article 66** The audit committee shall have the right to propose to the board of directors in writing that it calls an extraordinary **~~general meeting~~shareholders' meeting**. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the board of directors agrees to call an extraordinary **~~general meetings~~shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the audit committee shall be secured if any change is to be made to the original motion in the notice. **If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the ~~general meetings~~shareholders' meeting, and the audit committee may itself convene and preside over such meeting.**

Before amendments	After amendments
Article 74 A shareholder alone or shareholders together holding at least 10 percent of the Company's shares shall have the right to propose in writing that it calls an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the audit committee in writing that it call the extraordinary general meeting. If the audit committee agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the audit committee fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.	~~**Article 74**~~**Article 67** A shareholder alone or shareholders together holding at least 10 percent of the Company's shares shall have the right to propose in writing that it calls an extraordinary ~~**general meeting**~~**shareholders' meeting**. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the board of directors agrees to call an extraordinary ~~**general meeting**~~**shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the audit committee in writing that it call the extraordinary ~~**general meeting**~~**shareholders' meeting**. If the audit committee agrees to call the extraordinary ~~**general meeting**~~**shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the audit committee fails to issue a notice calling the ~~**general meeting**~~**shareholders' meeting** by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.

Before amendments	After amendments
Article 75 Shareholders requesting the convening of a class shareholders'meeting shall do so by the procedure set forth below:	~~**Article 75 Shareholders requesting the convening of a class shareholders'meeting shall do so by the procedure set forth below:**~~
(I) two or more shareholders holding in the aggregate at least 10 percent of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting that the board of directors convene a class shareholders' meeting and stating the subject to be discussed at the meeting;the board of directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request;the shareholding referred to above shall be calculated as of the day on which the written request is made.	~~**(I) two or more shareholders holding in the aggregate at least 10 percent of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting that the board of directors convene a class shareholders' meeting and stating the subject to be discussed at the meeting;the board of directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request;the shareholding referred to above shall be calculated as of the day on which the written request is made.**~~
(II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the board of directors.	~~**(II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the board of directors.**~~
If shareholders convene and hold a meeting themselves because the board of directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.	~~**If shareholders convene and hold a meeting themselves because the board of directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.**~~

Before amendments	After amendments
Article 76 Save as otherwise provided in the Articles of Association, if the audit committee or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the board of directors thereof, report the same to relevant securities regulatory authorities of the place where the Company is listed and relevant stock exchange for record in accordance with applicable regulations and issue the notice calling the extraordinary general meeting by itself/themselves. In addition to complying with the provisions of Article 82 of the Articles of Association, such notice shall comply with the following provisions: (I) the motions may not add new content, otherwise the proposing shareholder(s) or audit committee shall re-propose in writing to the board of directors to call a general meeting by the aforementioned procedure; (II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the general meeting is/are made, the percentage of voting shares held by the convening shareholders shall not be less than 10 percent.	~~**Article 76**~~**Article 68** Save as otherwise provided in the Articles of Association, if the audit committee or shareholders decide(s) to itself/themselves convene a ~~**general meetings**~~**shareholders' meeting**, it or they must notify the board of directors thereof, report the same to relevant securities regulatory authorities of the place where the Company is listed and relevant stock exchange for record in accordance with applicable regulations and issue the notice calling the extraordinary ~~**general meetings**~~**shareholders' meeting** by itself/themselves. In addition to complying with the provisions of ~~**Article 82**~~**Article 74** of the Articles of Association, such notice shall comply with the following provisions: (I) the motions may not add new content, otherwise the proposing shareholder(s) or audit committee shall re-propose in writing to the board of directors to call ~~**a general meeting**~~**an extraordinary shareholders' meeting** by the aforementioned procedure; (II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the ~~**general meetings**~~**shareholders' meeting** is/are made, the percentage of voting shares held by the convening shareholders shall not be less than 10 percent.
Section 3 Proposal and Notice of General Meetings	**Section 3 Proposal and Notice of ~~General Meetings~~Shareholders' Meetings**
Article 77 When the Company is to hold a general meeting, it shall issue a written notice 20 clear business days prior to an annual general meeting or 15 days prior to an extraordinary general meeting, informing all shareholders of the date, time and place of the meeting and the matters to be considered at the meeting and stating that shareholders may appoint a proxy in writing to attend the meeting and vote on their behalf. Regarding the calculation of the notice period, the date of the meeting shall not be included.	~~**Article 77**~~**Article 69** When the Company is to hold a ~~**general meetings**~~**shareholders' meeting**, it shall issue a written notice 20 clear business days prior to an annual ~~**general meetings**~~**shareholders' meeting** or 15 days prior to an extraordinary ~~**general meetings**~~**shareholders' meeting**, informing all shareholders of the date, time and place of the meeting and the matters to be considered at the meeting and stating that shareholders may appoint a proxy in writing to attend the meeting and vote on their behalf. Regarding the calculation of the notice period, the date of the meeting shall not be included.
Article 78 The notice of the general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the general meeting) or issued by way of public announcement. The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the general meeting may be issued by way of public announcement.	~~**Article 78**~~**Article 70** The notice of the ~~**general meetings**~~**shareholders' meeting** shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the general meeting) or issued by way of public announcement. The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the ~~**general meetings**~~**shareholders' meeting** may be issued by way of public announcement.
Article 79 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.	~~**Article 79**~~**Article 71** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.
Article 80 Motions before the general meeting shall be in writing. The contents of motions before the general meeting shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws and the Articles of Association.	~~**Article 80**~~**Article 72** Motions before the ~~**general meetings**~~**shareholders' meeting** shall be in writing. The contents of motions before the ~~**general meetings**~~**shareholders' meeting** shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws**, administrative regulations** and the Articles of Association.

Before amendments	After amendments
Article 81 When the Company is to hold a general meeting, the board of directors, the audit committee and a shareholder alone or shareholders together holding at least 1 percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least 1 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion the general meeting for consideration. The contents of such an extempore motion shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution. Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with Article 80 of the Articles of Association.	~~**Article 81**~~ **Article 73** When the Company is to hold a ~~**general meetings**~~**shareholders' meeting**, the board of directors, the audit committee and a shareholder alone or shareholders together holding at least 1 percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least 1 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the ~~**general meetings**~~**shareholders' meeting** and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion the general meeting for consideration. The contents of such an extempore motion shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution. Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the ~~**general meetings**~~**shareholders' meeting** or add any new motions once the notice and announcement of the ~~**general meetings**~~**shareholders' meeting** have been issued. The ~~**general meetings**~~**shareholders' meeting** may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with ~~**Article 80**~~ **Article 72** of the Articles of Association.

Before amendments	After amendments
Article 82 The notice of a general meeting shall:	~~**Article 82**~~ **Article 74** The notice of a ~~**general meetings**~~**shareholders' meeting** shall **include**:
(I) be made in writing;	(I) ~~**be made in writing;**~~
(II) specify the date, place and duration of the meeting;	~~**(II)**~~ specify the date, place and duration of the meeting;
(III) state the matters and motions submitted to the meeting for consideration;	(~~**III**~~**II**) state the matters and motions submitted to the meeting for consideration;
(IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;	~~**(IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;**~~
(V) contain a disclosure of the nature and extent of the material interests, if any, of any director, the general manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, the general manager or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;	~~**(V) contain a disclosure of the nature and extent of the material interests, if any, of any director, the general manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, the general manager or other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;**~~
(VI) contain the full text of any special resolution proposed to be approved at the meeting;	~~**(VI) contain the full text of any special resolution proposed to be approved at the meeting;**~~
(VII) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;	(~~**VII**~~**III**) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;
(VIII) state the time and place for serving the instruments of appointment for voting at the meeting;	~~**(VIII) state the time and place for serving the instruments of appointment for voting at the meeting;**~~
(IX) specify the date of record for the shareholders who are entitled to attend the meeting;	(~~**IX**~~**IV**) specify the date of record for the shareholders who are entitled to attend the meeting;
(X) list the name and contact information of the contact person for the meeting.	(~~**X**~~**V**) list the name and contact information of the contact person for the meeting~~.~~**;**
	(VI) the time and procedures of voting conducted through network or through other means.
If the independent non-executive directors are required to express their opinions on a matter to be discussed, such opinion and the reasons therefor shall be disclosed when the notice or supplementary notice of the general meeting is issued.	If the independent non-executive directors are required to express their opinions on a matter to be discussed, such opinion and the reasons therefor shall be disclosed when the notice or supplementary notice of the ~~**general meetings**~~**shareholders' meeting** is issued.

Before amendments	After amendments
Article 83 If the election of directors is to be discussed at a general meeting, detailed information on the candidates for such position will be fully disclosed in the notice of the general meeting, which shall at minimum include the following: (I) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.; (II) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller; (III) the quantity of the Company's shares held by them; (IV) whether they have been punished by the CSRC or other relevant authority or reprimanded by a stock exchange.	~~**Article 83**~~ **Article 75** If the election of directors is to be discussed at a general meeting, detailed information on the candidates for such position will be fully disclosed in the notice of the ~~**general meetings**~~**shareholders' meeting**, which shall at minimum include the following: (I) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.; (II) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller; (III) the quantity of the Company's shares held by them; (IV) whether they have been punished by the CSRC or other relevant authority or reprimanded by a stock exchange.
Article 84 Once a general meeting notice has been issued, such meeting may not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.	~~**Article 84**~~ **Article 76** Once a ~~**general meetings**~~**shareholders' meeting** notice has been issued, such meeting may not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.
Section 4 Holding of General Meetings	**Section 4 Holding of ~~General Meetings~~Shareholders' Meetings**
Article 85 All ordinary shareholders registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend general meetings in person or, alternatively, they may appoint a proxy to attend and vote at the meeting on their behalves.	~~**Article 85**~~ **Article 77** All ordinary shareholders registered on the record date or their proxies shall have the right to attend a ~~**general meetings**~~**shareholders' meeting** and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend ~~**general meetings**~~**shareholders' meetings** in person or, alternatively, they may appoint a proxy to attend and vote at the meeting on their behalves.
Article 86 The Company shall set up a venue, which can hold the general meeting on site. In accordance with laws, regulations and relevant regulations of the place where the Company is listed, on the premise of ensuring the legality and effectiveness of the general meeting, other ways for shareholders to attend the meeting can be provided. Shareholders who attend the general meeting in such ways shall be deemed to be present.	~~**Article 86**~~ **Article 78** The Company shall set up a venue, which can hold the ~~**general meetings**~~**shareholders' meeting** on site. In accordance with laws, regulations and relevant regulations of the place where the Company is listed, on the premise of ensuring the legality and effectiveness of the ~~**general meetings**~~**shareholders' meeting**, **online, telephonic, video or** other ways **(including, but not limited to, through other electronic facilities)** for shareholders to attend the meeting can be provided. Shareholders who attend the ~~**general meetings**~~**shareholders' meeting** in such ways shall be deemed to be present.

Before amendments	After amendments
Article 87 An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity and his or her share account card. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder. Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder.	~~**Article 87**~~ **Article 79** An individual shareholder who attends a meeting in person shall produce his or her own identity card or other valid document or proof evidencing his or her identity and his or her share account card. If he or she appoints a proxy to attend the meeting on his or her behalf, such proxy shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder. Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he or she shall produce his or her own identity card and valid proof of his or her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall produce his or her own identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder.
Article 88 Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. Such proxy may exercise the following rights in accordance with his or her appointment by the shareholder: (I) the shareholders right to be heard at the general meeting; (II) the right to demand or join in the demand for a ballot; (III) the right to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.	~~**Article 88**~~ **Article 80** Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. Such proxy may exercise the following rights in accordance with his or her appointment by the shareholder: (I) the shareholders right to be heard at the ~~**general meeting**~~**shareholders' meeting**; (II) the right to demand or join in the demand for a ballot; (III) the right to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.

Before amendments	After amendments
Article 89 Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s). The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars: (I) the names of the principal and of the proxy; (II) the number of shares of the principal that the proxy represents; (III) whether the proxy has the right to vote; (IV) separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat; (V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote; (VI) the date of issuance and term of validity of the instrument of appointment; (VII) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person; (VIII) If more than one proxy is appointed, the power of attorney shall indicate the type and number of shares represented by each proxy.	~~**Article 89**~~ **Article 81** Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s). The instrument of appointment by which a shareholder appoints another person to attend a ~~**general meeting**~~**shareholders' meeting** shall specify the following particulars: (I) the names of the principal and of the proxy; (II) the number of shares of the principal that the proxy represents; (III) whether the proxy has the right to vote; (IV) separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the ~~**general meeting**~~**shareholders' meeting** as an item for consideration thereat; (V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the ~~**meeting**~~**shareholders' meeting** and the specific instructions as to what vote to cast if he or she has such right to vote; (VI) the date of issuance and term of validity of the instrument of appointment; (VII) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person; (VIII) If more than one proxy is appointed, the power of attorney shall indicate the type and number of shares represented by each proxy.

Before amendments	After amendments
Article 90 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. If the principal is a legal person, its legal representative or the person authorized by a resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as the representative of such legal person. If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, one or more individuals that it deems suitable may be appointed by it to act as its representative(s) at any general meeting, any class shareholders' meeting or creditors meeting; however, if one or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. The individual(s) so appointed may exercise the rights of the Recognized Clearing House (or its agent) (without the need to produce evidence of shareholding, notarized authorization and/or further evidence to prove that he, she or they are duly authorized), including the right to speak and vote, as if he, she or they was or were (an) individual shareholder(s) of the Company.	~~**Article 90**~~ **Article 82** The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. If the principal is a legal person, its legal representative or the person authorized by a resolution of its board of directors or other decision-making body shall attend the ~~**general meeting**~~**shareholders' meeting** of the Company as the representative of such legal person. If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, one or more individuals that it deems suitable may be appointed by it to act as its representative(s) at any ~~**general meeting**~~**shareholders' meeting**~~**, any class shareholders' meeting**~~ or creditors meeting; however, if one or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. The individual(s) so appointed may exercise the rights of the Recognized Clearing House (or its agent) (without the need to produce evidence of shareholding, notarized authorization and/or further evidence to prove that he, she or they are duly authorized), including the right to speak and vote, as if he, she or they was or were (an) individual shareholder(s) of the Company.
Article 91 Any form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each point of discussion of the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he or she thinks fit.	~~**Article 91**~~ **Article 83** Any form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each point of discussion of the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he or she thinks fit.
Article 92 A vote made in accordance with the terms of an instrument of appointment shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares, as long as the Company did not receive written notice of the event before the relevant meeting commenced.	~~**Article 92**~~ **Article 84** A vote made in accordance with the terms of an instrument of appointment shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares, as long as the Company did not receive written notice of the event before the relevant meeting commenced.

Before amendments	After amendments
Article 93 The Company shall be responsible for preparing the attendance register of persons attending the meeting in person. The attendance register shall specify such particulars as an attendee's name (or the name of his entity), identity card number, home address, number of voting shares held or represented, name of the proxy's principal (or the name of the principal's entity), etc.	**~~Article 93~~ Article 85** The Company shall be responsible for preparing the attendance register of persons attending the meeting in person. The attendance register shall specify such particulars as an attendee's name (or the name of his entity), identity card number, home address, number of voting shares held or represented, name of the proxy's principal (or the name of the principal's entity), etc.
Article 94 The convener will verify the lawfulness of shareholders' qualifications against the register of shareholders provided by the securities depository and clearing institution and register the shareholders' names and the number of voting shares that they hold. Registration shall be completed by the time the chairman of the meeting announces the number of shareholders and proxies present at the meeting conducted in person and the total number of voting shares that they hold.	**~~Article 94~~ Article 86** The convener will verify the lawfulness of shareholders' qualifications against the register of shareholders provided by the securities depository and clearing institution and register the shareholders' names and the number of voting shares that they hold. Registration shall be completed by the time the chairman of the meeting announces the number of shareholders and proxies present at the meeting conducted in person and the total number of voting shares that they hold.
Article 95 When a general meeting is held on site, all of the Company's directors and the secretary to the board shall attend, and the general manager and other senior management members shall attend in a non-voting capacity.	**~~Article 95~~ Article 87 ~~When a general meeting is held on site, all of the Company's directors and the secretary to the board shall attend, and the general manager and other senior management members shall attend in a non-voting capacity.~~** **When a general meeting requires directors and senior management members to be present, they shall be present at the meeting and answer questions from shareholders.**

Before amendments	After amendments
Article 96 If a general meeting is convened by the board of directors, the chairman of the board shall serve as host and preside over the meeting. If the chairman of the board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by at least one half of the directors. At a general meeting convened by the audit committee, the chairman of the audit committee shall preside. If the chairman of the audit committee fails or is unable to perform his or her duties, the meeting shall be presided over by the member of the audit committee jointly elected by at least one half of the members of the audit committee. If a general meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s). When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue. If, for any reason, the shareholders are unable to elect a meeting chairman, the shareholder (including his or her proxy) present who holds the greatest number of voting shares shall serve as the meeting chairman.	~~**Article 96**~~ **Article 88** If a general meeting is convened by the board of directors, the chairman of the board shall serve as host and preside over the meeting. If the chairman of the board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by at least one half of the directors. At a ~~**general meeting**~~**shareholders' meeting** convened by the audit committee, the chairman of the audit committee shall preside. If the chairman of the audit committee fails or is unable to perform his or her duties, the meeting shall be presided over by the member of the audit committee jointly elected by at least one half of the members of the audit committee. If a ~~**general meeting**~~**shareholders' meeting** is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s). When a ~~**general meeting**~~**shareholders' meeting** is held, if the chairman of the meeting violates the rules of procedure, making continuance of the ~~**general meeting**~~**shareholders' meeting** impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, ~~**the general meeting may elect**~~ a person **can be selected** to serve as chairman of the meeting and the meeting shall continue. If, for any reason, the shareholders are unable to elect a meeting chairman, the shareholder (including his or her proxy) present who holds the greatest number of voting shares shall serve as the meeting chairman.
Article 97 The Company shall formulate the rules of procedure of the general meeting of shareholders and specify the convening and voting procedures of the general meeting of shareholders. The rules of procedure of the general meeting of shareholders shall be formulated by the board of directors and approved by the general meeting of shareholders as an annex to the Articles of Association.	~~**Article 97**~~ **Article 89** The Company shall formulate the rules of procedure of the general meeting of shareholders and specify the convening**, holding** and voting procedures of the general meeting of shareholders. ~~**The rules of procedure of the general meeting of shareholders shall be formulated by the board of directors and approved by the general meeting of shareholders as an annex to the Articles of Association.**~~ **Including notice, registration, review of proposals, voting, vote counting, announcement of voting results, adoption of resolutions, minutes-taking and signing thereof, and announcements, as well as the principles under which the board of directors is authorized by the general meeting. The scope of such authorization shall be clear and specific.**
Article 98 The board of directors shall report on its work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.	~~**Article 98**~~ **Article 90** The board of directors shall report on its work during the past year to the general meeting at annual ~~**general meeting**~~**shareholders' meetings**. Each independent non-executive director shall also give a report on the performance of his or her duties.

Before amendments	After amendments
Article 99 The directors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting, unless a matter involves trade secrets of the Company that cannot be disclosed at a general meeting.	~~**Article 99**~~ **Article 91** The directors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a ~~**general meetings**~~**shareholders' meeting**, unless a matter involves trade secrets of the Company that cannot be disclosed at a ~~**general meetings**~~**shareholders' meeting**.
Article 100 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.	~~**Article 100**~~ **Article 92** The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.
Article 101 Minutes shall be kept of general meetings and the Secretary to the Board shall be responsible therefor. The meeting minutes shall record the following particulars: (I) the number, date and venue of, and the agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting and of the directors, the general manager, the secretary to the board of directors and other senior management members in attendance or present in a non-voting capacity; (III) the number of, and the total number of voting shares held by, shareholders (and their proxies) present at the meeting, and the percentages of the Company's total number of shares accounted for thereby; (IV) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (V) the queries and suggestions of the shareholders and the relevant replies or explanations; (VI) the names of the vote counter and scrutineer; (VII) other particulars which the general meeting deems necessary or the Articles of Association require to be recorded in the minutes.	~~**Article 101**~~ **Article 93** Minutes shall be kept of ~~**general meetings**~~**shareholders' meetings** and the Secretary to the Board shall be responsible therefor. The meeting minutes shall record the following particulars: (I) the number, date and venue of, and the agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting and of the directors, the general manager, the secretary to the board of directors and other senior management members in attendance or present in a non-voting capacity; (III) the number of, and the total number of voting shares held by, shareholders (and their proxies) present at the meeting, and the percentages of the Company's total number of shares accounted for thereby; (IV) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (V) the queries and suggestions of the shareholders and the relevant replies or explanations; (VI) the names of the vote counter and scrutineer; (VII) other particulars which the general meeting deems necessary or the Articles of Association require to be recorded in the minutes.
Article 102 The convener shall ensure that the meeting minutes are true, accurate and complete. The directors and secretary to the board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes for a period of not less than 10 years.	~~**Article 102**~~ **Article 94** The convener shall ensure that the meeting minutes are true, accurate and complete. The directors and secretary to the board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes for a period of not less than 10 years.

Before amendments	After amendments
Section 5 Voting and Resolutions of General Meetings	**Section 5 Voting and Resolutions of General Meetings**
Article 103 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.	~~**Article 103**~~ **Article 95** Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders ~~**in attendance**~~**present at the shareholders' meeting** (including proxies) holding ~~**at least**~~**more than** half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders ~~**in attendance**~~**present at the shareholders' meeting** (including proxies) holding at least two-thirds of the voting rights.
Article 104 When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote. No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting. Where any shareholder is, under the Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	~~**Article 104**~~ **Article 96** When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote. No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a ~~**general meetings**~~**shareholders' meeting**. **When the general meeting considers matters relating to related transactions, the related shareholders shall not vote on such matters, and the number of voting shares represented by them shall not be counted in the total number of valid votes cast. The announcement of the resolutions of the general meeting shall fully disclose the voting results of non-related shareholders.** Where any shareholder is, under the Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
Article 105 Votes at a general meeting shall be taken by ballot.	~~**Article 105**~~ **Article 97** Votes at a general meeting shall be taken by ballot.
Article 106 Except for the matters required to be deliberated and approved by special resolution of the general meeting as stipulated in Article 109, other matters shall be approved by ordinary resolution of the general meeting.	~~**Article 106**~~ **Article 98** Except for the matters required to be deliberated and approved by special resolution of the general meeting as stipulated in Article ~~**109**~~**100**, other matters shall be approved by ordinary resolution of the general meeting.
Article 107 When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.	~~**Article 107**~~ **Article 99** When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.
Article 108 When the numbers of votes for and against are equal, regardless of whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.	~~**Article 108 When the numbers of votes for and against are equal, regardless of whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.**~~

Before amendments	After amendments
Article 109 Decisions of the general meeting on any of the following matters shall be adopted by special resolution: (I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company; (II) the issuance of corporate bonds; (III) the division, merger, dissolution, liquidation or change in the corporate form of the Company; (IV) the amendment of the Articles of Association and its annexes; (V) equity incentive plans; (VI) the purchase or sale by the Company within one year of (a) material asset(s) exceeding, or the provision of security the amount(s) of which exceeds, 30 percent of the total assets of the Company; (VII) other matters which laws, administrative regulations or the Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.	**~~Article 109~~ Article 100** Decisions of the general meeting on any of the following matters shall be adopted by special resolution: (I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company; **~~(II) the issuance of corporate bonds;~~** (**~~III~~II**) the division, merger, dissolution, liquidation or change in the corporate form of the Company; (**~~IV~~III**) the amendment of the Articles of Association and its annexes; (**~~V~~IV**) equity incentive plans; (**~~VI~~V**) the purchase or sale by the Company within one year of (a) material asset(s) exceeding, or the provision of security the amount(s) **to others** of which exceeds, 30 percent of the total assets of the Company; (**~~VII~~VI**) other matters which laws, administrative regulations**, the Stock Exchange Listing Rules** or the Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.

Before amendments	After amendments
Article 110 The list of candidates for the position of non-employee director shall be put in the form of a motion before the general meeting for resolution. The method of, and procedure for, nominating non-employee directors are as set forth below:	~~**Article 110**~~ **Article 101** The list of candidates for the position of non-employee director shall be put in the form of a motion before the general meeting for resolution. The method of, and procedure for, nominating non-employee directors are as set forth below:
(I) a shareholder alone or shareholders together holding at least 1 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with the Articles of Association and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 7 days before the date the general meeting is to be held.	(I) a shareholder alone or shareholders together holding at least 1 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with the Articles of Association and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 7 days before the date the ~~**general meeting**~~**shareholders' meeting** is to be held.
(II) the board of directors may, to the extent of the number of persons specified in the Articles of Association, propose a list of recommended director candidates consistent with the number of persons to be elected, and submit the same to the board of directors for review; once the board of directors has conducted its review and adopted a resolution determining the director candidates, it shall bring the same before the general meeting in the form of a written motion.	(II) the board of directors may, to the extent of the number of persons specified in the Articles of Association, propose a list of recommended director candidates consistent with the number of persons to be elected, and submit the same to the board of directors for review; once the board of directors has conducted its review and adopted a resolution determining the director candidates, it shall bring the same before the general meeting in the form of a written motion.
(III) the written notices of the intention to nominate director candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company at least 7 days before the date of the general meeting; the board of directors shall provide to the shareholders the résumés and basic particulars of the director candidates.	(III) the written notices of the intention to nominate director candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company at least 7 days before the date of the ~~**general meeting**~~**shareholders' meeting**; the board of directors shall provide to the shareholders the résumés and basic particulars of the director candidates.
(IV) the period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 7 days (commencing from the day immediately following the date of issuance of the notice of the general meeting and ending no later than 7 days before the general meeting).	(IV) the period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 7 days (commencing from the day immediately following the date of issuance of the notice of the ~~**general meeting**~~**shareholders' meeting** and ending no later than 7 days before the ~~**general meeting**~~**shareholders' meeting**).
(V) the general meeting votes on each of the director candidates.	(V) the general meeting votes on each of the director candidates.
(VI) if the need arises for an additional or replacement director at short notice, the same shall be proposed by the board of directors, recommending that the general meeting elect or replace the same.	(VI) if the need arises for an additional or replacement director at short notice, the same shall be proposed by the board of directors, recommending that the general meeting elect or replace the same.

Before amendments	After amendments
Article 111 The shareholders present at a general meeting shall express one of the following opinions on motions that are put to a vote: consent, opposition or abstention. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".	~~**Article 111**~~ **Article 102** The shareholders present at a ~~**general meetings**~~**shareholders' meeting** shall express one of the following opinions on motions that are put to a vote: consent, opposition or abstention. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".
Article 112 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he or she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he or she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes.	~~**Article 112**~~ **Article 103** If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he or she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he or she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes.
Article 113 If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting. The minutes of meetings together with the sign-in register of attending shareholders and the instruments of appointment of proxies shall be kept at the Company's domicile.	~~**Article 113 If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting.**~~ ~~**The minutes of meetings together with the sign-in register of attending shareholders and the instruments of appointment of proxies shall be kept at the Company's domicile.**~~
Article 114 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after verifying the identity of the shareholder and receiving payment of reasonable charges.	~~**Article 114 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after verifying the identity of the shareholder and receiving payment of reasonable charges.**~~

Before amendments	After amendments
CHAPTER 10 VOTING PROCEDURES FOR CLASS SHAREHOLDERS	~~**CHAPTER 10 VOTING PROCEDURES FOR CLASS SHAREHOLDERS**~~
Article 115 Shareholders that hold different classes of shares shall be class shareholders.	~~**Article 115 Shareholders that hold different classes of shares shall be class shareholders.**~~
Class shareholders shall enjoy rights and bear obligations in accordance with laws and the Articles of Association.	~~**Class shareholders shall enjoy rights and bear obligations in accordance with laws and the Articles of Association.**~~
In addition to the holders of other classes of shares, holders of domestic shares and holders of overseas listed shares shall be deemed to be different classes of shareholders.	~~**In addition to the holders of other classes of shares, holders of domestic shares and holders of overseas listed shares shall be deemed to be different classes of shareholders.**~~
Where the Company issues shares which do not carry voting rights, the words "nonvoting" shall appear in the designation of such shares.	~~**Where the Company issues shares which do not carry voting rights, the words "nonvoting" shall appear in the designation of such shares.**~~
Where the share 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".	~~**Where the share 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 116 If the Company intends to vary or abrogate rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution of the general meeting and by a separate class shareholders' meeting convened by the affected class shareholders in accordance with Articles 118 to 122.	~~**Article 116 If the Company intends to vary or abrogate rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution of the general meeting and by a separate class shareholders' meeting convened by the affected class shareholders in accordance with Articles 118 to 122.**~~
Neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws or the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator.	~~**Neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws or the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator.**~~
The transfer of all or part of the shares held by domestic shareholders of the Company to overseas investors for listing and trading abroad, or the conversion of all or part of domestic shares to the overseas listed foreign shares for listing on overseas stock exchanges, shall not be deemed as the Company's intention to change or abolish the rights of the class of shareholders.	~~**The transfer of all or part of the shares held by domestic shareholders of the Company to overseas investors for listing and trading abroad, or the conversion of all or part of domestic shares to the overseas listed foreign shares for listing on overseas stock exchanges, shall not be deemed as the Company's intention to change or abolish the rights of the class of shareholders.**~~

Before amendments	After amendments
Article 117 Rights of shareholders of a certain class shall be deemed to be varied or abrogated under the following circumstances:	~~**Article 117** Rights of shareholders of a certain class shall be deemed to be varied or abrogated under the following circumstances:~~
(I) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;	~~(I) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~
(II) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;	~~(II) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;~~
(III) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;	~~(III) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~
(IV) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;	~~(IV) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;~~
(V) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;	~~(V) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;~~
(VI) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;	~~(VI) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;~~
(VII) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;	~~(VII) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~
(VIII) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;	~~(VIII) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;~~
(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;	~~(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;~~
(X) the increase of the rights and privileges of shares of another class;	~~(X) the increase of the rights and privileges of shares of another class;~~
(XI) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring;	~~(XI) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring;~~
(XII) the amendment or deletion of the provisions of this Chapter.	~~(XII) the amendment or deletion of the provisions of this Chapter.~~

Before amendments	After amendments
Article 118 Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 117, except that interested shareholders shall not have the right to vote at class shareholders' meetings. For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meaning: (I) if the Company is to issue a buyback offer to all of the shareholders in the same proportion or is to buy back its own shares through open transactions on a stock exchange in accordance with Article 37 of the Articles of Association, the controlling shareholder as defined in Article 222 of the Articles of Association shall be an "interested shareholder"; (II) if the Company is to buy back its own shares by agreements outside a stock exchange in accordance with Articles 37 and 34 of the Articles of Association, holders of shares to which such agreements relate shall be "interested shareholders"; (III) shareholders that, under a proposed restructuring of the Company, would bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, and shareholders that have an interest in a proposed restructuring of the Company that is different from the interest in such proposed restructuring of other shareholders of the same class, shall be "interested shareholders".	~~**Article 118** Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 117, except that interested shareholders shall not have the right to vote at class shareholders' meetings.~~ ~~For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meaning:~~ ~~(I) if the Company is to issue a buyback offer to all of the shareholders in the same proportion or is to buy back its own shares through open transactions on a stock exchange in accordance with Article 37 of the Articles of Association, the controlling shareholder as defined in Article 222 of the Articles of Association shall be an "interested shareholder";~~ ~~(II) if the Company is to buy back its own shares by agreements outside a stock exchange in accordance with Articles 37 and 34 of the Articles of Association, holders of shares to which such agreements relate shall be "interested shareholders";~~ ~~(III) shareholders that, under a proposed restructuring of the Company, would bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, and shareholders that have an interest in a proposed restructuring of the Company that is different from the interest in such proposed restructuring of other shareholders of the same class, shall be "interested shareholders".~~
Article 119 Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with Article 118.	~~**Article 119** Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with Article 118.~~
Article 120 When the Company holds a class meeting, it shall issue a written notice within the notice time limit of a non-class meeting held together with the class meeting. If there are special provisions in the place where the Company's shares are listed, such provisions shall prevail. The quorum required for a class meeting (other than an adjourned meeting) to change or abolish the rights of the holders of a class of shares must be at least one-third of the holders of the issued shares of that class.	~~**Article 120** When the Company holds a class meeting, it shall issue a written notice within the notice time limit of a non-class meeting held together with the class meeting. If there are special provisions in the place where the Company's shares are listed, such provisions shall prevail.~~ ~~The quorum required for a class meeting (other than an adjourned meeting) to change or abolish the rights of the holders of a class of shares must be at least one-third of the holders of the issued shares of that class.~~

Before amendments	After amendments
Article 121 If a class shareholders' meeting is to be called by issuance of a meeting notice, notice of such meeting need be delivered only to the shareholders entitled to vote thereat. The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class shareholders' meetings.	~~**Article 121 If a class shareholders' meeting is to be called by issuance of a meeting notice, notice of such meeting need be delivered only to the shareholders entitled to vote thereat.**~~ ~~**The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of the Articles of Association relevant to procedures for the holding of general meetings shall be applicable to class shareholders' meetings.**~~
Article 122 The special voting procedures for class shareholders shall not apply in the following circumstances: (I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the quantity of domestic shares and overseas listed foreign shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes; (II) where the plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority; (III) where, subject to the approval of the State Council or the approval authority authorized thereby, the Company's domestic shares are converted into foreign shares, and listed and traded on a foreign stock exchange.	~~**Article 122 The special voting procedures for class shareholders shall not apply in the following circumstances:**~~ ~~**(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the quantity of domestic shares and overseas listed foreign shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;**~~ ~~**(II) where the plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority;**~~ ~~**(III) where, subject to the approval of the State Council or the approval authority authorized thereby, the Company's domestic shares are converted into foreign shares, and listed and traded on a foreign stock exchange.**~~
	CHAPTER 9 THE PARTY COMMITTEE **Article 104 The Company has established the Party Committee of Financial Street Property Co., Limited (hereinafter referred to as the "Party Committee") and the Party Discipline Inspection Committee of Financial Street Property Co., Limited (hereinafter referred to as the "Discipline Inspection Committee").**
	Article 105 While adhering to and improving the leadership system of "two-way entry and cross-appointment", members of the Party Committee who meet the relevant conditions may enter the board of directors and the management team through legal procedures, and Party members among the members of the board of directors and the management team who meet the relevant conditions may enter the Party Committee in accordance with relevant regulations and procedures. The position of Party Committee Secretary and Chairman shall generally be held by the same person.

Before amendments	After amendments
	Article 106 The posts of party secretary, deputy party secretary and member of the Party Committee and the Discipline Inspection Commission of the Company shall be set up upon approval by a party committee at a higher level and subject to election. The party committee at a higher level may appoint the secretary and deputy secretary of the Party Committee and the Discipline Inspection Commission if it thinks it is necessary.
	Article 107 The Party Committee of the Company shall play a leading role in directing, managing the overall situation, ensuring the implementation, and discussing and deciding major matters of the Company in accordance with regulations. The main responsibilities are: **(I) to strengthen the party political construction of the Company, see and ensure the socialism with Chinese Characteristics as fundamental, basic and important system, educate and guide all Party members to always maintain same the pace with Party Central Committee regarding the political stance, political direction, political principals as well as political pathway;** **(II) to study and publicize the Party's theories, follow through the Party's pathway, principles and policies, supervise and ensure that the major decisions and arrangements of the Party Central Committee and resolutions of higher party organizations are implemented in the Company;** **(III) to study and discuss major business and management matters of the Company, and support the general meeting, the board of directors and the management in exercising their functions and powers according to law;** **(IV) to strengthen the leadership and check of the Company's talents selection and employment, and strive to establish the Company's leadership teams and talent pipelines;** **(V) to undertake the primary responsibility in improving the Company's conduct and upholding integrity, lead and support disciplinary inspection institutions in supervision, disciplinary enforcement, and accountability as well as enforcing political discipline and rules, and advancing full and rigorous governance over the Party to the grassroots level;** **(VI) to strengthen the building of grass root Party organizations and Party membership by uniting and mobilizing employees to devote themselves into the reform and development of the Company;** **(VII) to lead the Company's ideological and political work, the spirit and civilization progress, the united front work and lead mass organizations such as the Labor Union, Communist Youth League and Women's Organization of the Company.**

Before amendments	After amendments
	Article 108 Major business and management matters of the Company shall be studied and discussed by the Party Committee, before the board of directors or the management shall make a decision.
CHAPTER 11 BOARD OF DIRECTORS	**~~CHAPTER 11~~CHAPTER 10 BOARD OF DIRECTORS**
Section 1 Directors	**Section 1 Directors**
Article 123 Directors shall be elected or replaced by general meetings, and may be dismissed by general meetings before the expiration of their term of office. The employee directors shall be elected by the Company's employees through the employee representatives' meeting, employees' meeting or through other democratic means. The term of office of directors shall be three years and upon the maturity of the term of office, a director shall be eligible to offer himself for re-election.	**~~Article 123~~Article 109** Directors shall be elected or replaced by general meetings, and may be dismissed by general meetings before the expiration of their term of office. The employee directors shall be elected by the Company's employees through the employee representatives' meeting, employees' meeting or through other democratic means. The term of office of directors shall be three years and upon the maturity of the term of office, a director shall be eligible to offer himself for re-election. **The term of office of a director shall commence from the date on which the said director assumes office to the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made correspondingly on a timely basis, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules from regulatory authorities and the Articles of Association until the re-elected directors assume their office.** **The senior management members may concurrently serve as a director, provided that the aggregate number of directors who concurrently serve as senior management members and directors who are employee representatives shall not exceed one half of the total number of directors of the Company.**
Article 124 A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation. In case that the number of directors falls below the quorum as a result of the resignation of a director, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules from regulatory authorities and the Articles of Association until the re-elected directors assume their office. Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the board of directors. Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election.	**~~Article 124~~Article 110** A director may resign before the expiry of his/her term of office. The resigning director shall submit to the board of directors a written resignation. In case that the number of directors falls below the quorum as a result of the resignation of a director, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules from regulatory authorities and the Articles of Association until the re-elected directors assume their office. Other than the circumstances specified in the preceding paragraph of this Article, the resignation of a director shall take effect upon receipt of the resignation by the board of directors. **~~Any person appointed by the board of directors to fill a temporary vacancy on or as an addition to the board shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election.~~**

Before amendments	After amendments
Article 125 When a director resigns or his or her term of office expires, he or she shall duly carry out all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at, and shall survive, the end of his or her term of office. The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain.	~~**Article 125**~~**Article 111** When a director resigns or his or her term of office expires, he or she shall duly carry out all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at, and shall survive, the end of his or her term of office. The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain.
	Article 112 If a director fails to attend two consecutive board meetings in person and does not appoint another director to attend on his/her behalf, he/she shall be deemed unable to perform his/her duties, and the board of directors shall recommend to the general meeting that he/she be replaced.
Article 126 No director may act on behalf of the Company or the board of directors in his or her own name unless the Articles of Association specify that he or she may do so or he or she is lawfully authorized to do so by the board of directors. A director shall declare his position and capacity in advance if, when such director is acting in his or her private capacity, a third party would reasonably assume him or her to be acting on behalf of the Company or the board of directors.	~~**Article 126**~~**Article 113** No director may act on behalf of the Company or the board of directors in his or her own name unless the Articles of Association specify that he or she may do so or he or she is lawfully authorized to do so by the board of directors. A director shall declare his position and capacity in advance if, when such director is acting in his or her private capacity, a third party would reasonably assume him or her to be acting on behalf of the Company or the board of directors.
Article 127 A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term of office shall be liable for damages. Subject to applicable laws and administrative regulations, the general meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.	~~**Article 127**~~**Article114** A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term of office shall be liable for damages. Subject to applicable laws and administrative regulations, the general meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.
Section 2 Independent Non-Executive Directors	**Section 2 Independent Non-Executive Directors**
Article 128 The Company shall establish an independent non-executive director system. The term "independent non-executive director of the Company" means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its major shareholder(s) (only provided under this Article that major shareholder are those shareholders individually or jointly holding more than 5% of total number of the Company's shares with voting rights) that could hinder his or her making independent and objective judgments, and who is in compliance with independence provisions of the rules of the stock exchange in the place where Company shares are listed. The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.	~~**Article 128**~~**Article 115** The Company shall establish an independent non-executive director system. The term "independent non-executive director of the Company" means a director who does not hold any position in the Company other than director and who has no relationship with the Company or its major shareholder(s) (only provided under this Article that major shareholder are those shareholders individually or jointly holding more than 5% of total number of the Company's shares with voting rights) that could hinder his or her making independent and objective judgments, and who is in compliance with independence provisions of the rules of the stock exchange in the place where Company shares are listed. The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.

Before amendments	After amendments
Article 129 A person holding the position of independent non-executive director shall satisfy the basic conditions set forth below:	~~**Article 129**~~**Article116** A person holding the position of independent non-executive director shall satisfy the basic conditions set forth below:
(I) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;	(I) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;
(II) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;	(II) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;
(III) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, and rules and regulations;	(III) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, and rules and regulations;
(IV) having at least five years of working experience in legal or economic areas, or other experience indispensable for performing the duties as independent non-executive directors;	(IV) having at least five years of working experience in legal or economic areas, or other experience indispensable for performing the duties as independent non-executive directors;
(V) other requirements provided in the Articles of Association.	(V) other requirements provided in the Articles of Association.
Article 130 Should an independent non-executive director fail to attend in person the board meetings for three times in succession, the board of directors may propose to the shareholders' general meeting for replacing such director.	~~**Article 130 Should an independent non-executive director fail to attend in person the board meetings for three times in succession, the board of directors may propose to the shareholders' general meeting for replacing such director.**~~
Article 131 All matters not prescribed in this section for the independent non-executive director system shall be handled pursuant to relevant laws, regulations, rules and listing rules of the stock exchange where the Company's shares are listed.	~~**Article 131 All matters not prescribed in this section for the independent non-executive director system shall be handled pursuant to relevant laws, regulations, rules and listing rules of the stock exchange where the Company's shares are listed.**~~
Section 3 Board of Directors	**Section 3 Board of Directors**
Article 132 The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 9 directors, including 1 employee director and 3 independent non-executive directors. The board of directors shall have a chairman, who shall be elected and removed by more than half of all directors. The term of office of the chairman shall be three years, renewable upon re-election.	~~**Article 132**~~**Article117** The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 9 directors, including 1 employee director and 3 independent non-executive directors. The board of directors shall have a chairman, who shall be elected and removed by more than half of all directors. The term of office of the chairman shall be three years, renewable upon re-election.

Before amendments	After amendments
Article 133 The board of directors shall be accountable to the general meetings and exercise the following functions and powers:	~~**Article 133**~~**Article 118** The board of directors shall be accountable to the general meetings and exercise the following functions and powers:
(I) to convene general meetings and report its work to the general meetings;	(I) to convene ~~**general meetings**~~**shareholders' meetings** and report its work to the general meetings;
(II) to implement the resolutions of the general meetings;	(II) to implement the resolutions of the general meetings;
(III) to decide on the Company's business plans and investment plans;	(III) to decide on the Company's business plans and investment plans;
(IV) to formulate the Company's annual financial budgets and final accounts;	(IV) to formulate the Company's annual financial budgets and final accounts;
(V) to formulate the Company's profit distribution plan and the plan for making up losses;	(V) to formulate the Company's profit distribution plan and the plan for making up losses;
(VI) to formulate proposals for the increase or reduction of registered capital and the issuance of shares, debentures or other securities of the Company;	(VI) to formulate proposals for the increase or reduction of registered capital and the issuance of shares, debentures or other securities of the Company;
(VII) to formulate plans for major acquisition and repurchase of the shares of the Company;	(VII) to formulate plans for major acquisition and repurchase of the shares of the Company;
(VIII) to formulate plans for the merger, division, dissolution or change of the nature of incorporation of the Company;	(VIII) to formulate plans for the merger, division, dissolution or change of the nature of incorporation of the Company;
(IX) to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, entrustment of financial services, etc., to the extent authorized by the general meeting;	(IX) to decide on such matters as the Company's investments in third parties, purchase and sale of assets, asset mortgages, **external guarantee,** entrustment of financial services, **related transactions, external donations,** etc., to the extent authorized by the general meeting;
(X) to determine on the establishment of the Company's internal management structure;	(X) to determine on the establishment of the Company's internal management structure;

Before amendments	After amendments
(XI) to engage or dismiss the Company's general manager and secretary to the board; to engage or dismiss such other senior management members as deputy general manager, financial controller and etc., as proposed by the general manager, and deciding on matters relating to their remuneration, rewards and punishments;	(XI) to engage or dismiss the Company's general manager and secretary to the board; to engage or dismiss such other senior management members as deputy general manager, financial controller and etc., as proposed by the general manager, and deciding on matters relating to their remuneration, rewards and punishments;
(XII) to formulate the basic management systems of the Company;	(XII) to formulate the basic management systems of the Company;
(XIII) to formulate proposals for amendments to the Articles of Association;	(XIII) to formulate proposals for amendments to the Articles of Association;
(XIV) to manage the information disclosure of the Company;	(XIV) to manage the information disclosure of the Company;
(XV) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and decide the audit fee under the authorization of the general meeting of shareholders;	(XV) to propose to the general meeting the appointment or replacement of an accounting firm that provides audit service of annual financial statement to the Company and ~~decide~~ the audit **services** fee ~~**under the authorization of the general meeting of shareholders**~~;
(XVI) to listen to the work reports of the Company's general manager and inspect his or her work;	(XVI) to listen to the work reports of the Company's general manager and inspect his or her work;
(XVII) to decide the establishment of special committees and their compositions;	(XVII) to decide the establishment of special committees and their compositions;
(XVIII) to exercise other functions and powers prescribed by laws and regulations and conferred by general meetings and the Articles of Association.	(XVIII) to exercise other functions and powers prescribed by laws and regulations and conferred by general meetings and the Articles of Association.
Resolutions relating to the above, with the exception of items (VI), (VIII) and (XIII) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors. When the numbers of votes for and against are equal, the chairman of the board of directors shall be entitled to a casting vote.	Resolutions relating to the above, with the exception of items (VI), (VIII) and (XIII) above which shall be approved by more than two thirds of **all** the directors, shall be approved by more than half of **all** the directors. ~~**When the numbers of votes for and against are equal, the chairman of the board of directors shall be entitled to a casting vote.**~~
Matters beyond the authorization scope of the general meeting shall be put forward to the general meeting for deliberation.	~~**Matters beyond the authorization scope of the general meeting shall be put forward to the general meeting for deliberation.**~~

Before amendments	After amendments
Article 134 The board of directors shall also be responsible for the followings: (I) to implement, review and improve the corporate governance system and condition of the Company; (II) to review and supervise the training and continuing professional development of directors and senior management; (III) to review and supervise the compliance of the Company's policies with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosure; (IV) to formulate, review and supervise the code of conduct and relevant compliance manual of employees and directors. The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.	~~**Article 134**~~**Article 119** The board of directors shall also be responsible for the followings: (I) to implement, review and improve the corporate governance system and condition of the Company; (II) to review and supervise the training and continuing professional development of directors and senior management; (III) to review and supervise the compliance of the Company's policies with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosure; (IV) to formulate, review and supervise the code of conduct and relevant compliance manual of employees and directors. The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.
Article 135 The board of directors shall formulate the rules of procedures of board meetings to ensure the implementation of the resolutions of the general meeting, its work efficiently and decision making in proper manner. The rules of procedures shall be formulated by the board of directors and approved at the general meetings.	~~**Article 135**~~**Article 120** The board of directors shall formulate the rules of procedures of board meetings to ensure the implementation of the resolutions of the general meeting, its work efficiently and decision making in proper manner. The rules of procedures shall be formulated by the board of directors and approved at the general meetings.
Article 136 In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet reviewed by the general meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval at the general meetings. The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees with fixed assets. The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.	~~**Article 136 In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet reviewed by the general meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval at the general meetings.**~~ ~~**The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees with fixed assets.**~~ ~~**The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.**~~

Before amendments	After amendments
Article 137 The chairman of the board of directors shall exercise the following powers: (I) to preside over general meetings, to convene and preside over meetings of the board of directors; (II) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors; (III) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company; (IV) to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting; (V) to sign the share certificates and other securities issued by the Company; (VI) to organise the formulation of relevant systems and to coordinate the operation of the board of directors; (VII) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers; (VIII) to receive the work reports of the general manager, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company; (IX) to exercise other functions and powers conferred by the law, regulations, the Articles of Association or the board of directors.	~~**Article 137**~~**Article 121** The chairman of the board of directors shall exercise the following powers: (I) to preside over ~~**general meetings**~~**shareholders' meetings**, to convene and preside over meetings of the board of directors; (II) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors; (III) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company; (IV) to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting; (V) to sign the share certificates and other securities issued by the Company; (VI) to organise the formulation of relevant systems and to coordinate the operation of the board of directors; (VII) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers; (VIII) to receive the work reports of the general manager, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company; (IX) to exercise other functions and powers conferred by the law, regulations, the Articles of Association or the board of directors. **The chairman of the board of directors is the legal representative of the Company. If the chairman is unable to represent the Company in handling the Company's affairs or if the position of chairman is vacant, an executive director or the general manager shall act as the legal representative of the Company upon the adoption of a resolution by the board of directors.**
Article 138 If the chairman of the board is unable to perform his or her duties or fails to perform his or her duties, a director elected by at least one half of the directors shall perform such duties.	~~**Article 138**~~**Article 122** If the chairman of the board is unable to perform his or her duties or fails to perform his or her duties, a director elected by ~~**at least**~~ **more than** one half of the directors shall perform such duties.

Before amendments	After amendments
Article 139 Meetings of the board of directors are divided into regular meetings and interim meetings. The board of directors shall hold at least four regular meetings each year. Meetings shall be convened by the chairman of the board. An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, the audit committee or general manager. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.	~~**Article 139**~~**Article 123** Meetings of the board of directors are divided into regular meetings and interim meetings. The board of directors shall hold at least four regular meetings each year. Meetings shall be convened by the chairman of the board. An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, the audit committee**, the Party Committee** or general manager. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.
Article 140 The notice of board meeting shall be served to all directors by hand, mail or facsimile. The notice of a regular meeting shall be issued 14 days before the date of the meeting. The meeting notice shall at least contain the time and venue of the meeting, and the specific proposal and content of the meeting may be delivered five days before the meeting. If an extraordinary meeting of the board of directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener gives an explanation thereof at the meeting and the same is entered into the meeting minutes.	~~**Article 140**~~**Article 124** The notice of board meeting shall be served to all directors by hand, mail or facsimile. The notice of a regular meeting shall be issued 14 days before the date of the meeting. The meeting notice shall at least contain the time and venue of the meeting, and the specific proposal and content of the meeting may be delivered five days before the meeting. If an extraordinary meeting of the board of directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener gives an explanation thereof at the meeting and the same is entered into the meeting minutes.
Article 141 Meetings of the board of directors may be held only if more than one half of the directors are present. Meetings of the board of directors shall be attended by the directors in person. If a director is unable to attend a meeting for any reason, he shall appoint another director in writing to attend the meeting on his behalf. Such instrument of appointment shall specify the names of the proxy, the issues, the scope of authorization granted by the principal and the term of validity of the appointment and with principal's signature or seal. The director attending the meeting on behalf of the absent director shall exercise the director's rights to the extent authorized. If a director fails to attend a meeting of the board of directors and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at such meeting. Senior management members shall attend the meetings of the board of directors in a non-voting capacity for consideration of relevant resolutions of the annual general meetings. When he or she deems it necessary, the meeting convener may notify other senior management members and other relevant persons to attend a meeting of the board of directors in a non-voting capacity.	~~**Article 141**~~**Article 125** Meetings of the board of directors may be held only if more than one half of the directors are present. Meetings of the board of directors shall be attended by the directors in person. If a director is unable to attend a meeting for any reason, he shall appoint another director in writing to attend the meeting on his behalf. Such instrument of appointment shall specify the names of the proxy, the issues, the scope of authorization granted by the principal and the term of validity of the appointment and with principal's signature or seal. The director attending the meeting on behalf of the absent director shall exercise the director's rights to the extent authorized. If a director fails to attend a meeting of the board of directors and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at such meeting. Senior management members shall attend the meetings of the board of directors in a non-voting capacity for consideration of relevant resolutions of the annual ~~**general meetings**~~**shareholders' meetings**. When he or she deems it necessary, the meeting convener may notify other senior management members and other relevant persons to attend a meeting of the board of directors in a non-voting capacity.

Before amendments	After amendments
Article 142 Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon. When voting on board resolutions, each director shall have one vote. The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he or she shall be deemed to abstain.	~~**Article 142**~~**Article 126** Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon. When voting on board resolutions, each director shall have one vote. The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he or she shall be deemed to abstain.
Article 143 Votes at meetings of the board of directors held in person shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and a meeting at which the dismissal of the secretary to the board to be considered shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain. In the event of a conflict on the content of different resolutions, the resolution adopted the later in time shall prevail.	~~**Article 143**~~**Article 127** Votes at meetings of the board of directors held in person shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and a meeting at which the dismissal of the secretary to the board to be considered shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain. In the event of a conflict on the content of different resolutions, the resolution adopted the later in time shall prevail.

Before amendments	After amendments
Article 144 If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors, he or she may not exercise his right to vote regarding such resolution, nor may he or she the voting right of another director as such director's proxy thereon. Such a board meeting may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a board meeting shall require adoption by more than one half of the directors without a connected relationship. If the board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.	~~**Article 144**~~**Article 128** If a director has a connected relationship with an enterprise **or individual** involved in a matter on which a resolution is to be made at a meeting of the board of directors, **such director shall submit a written report to the board of directors in a timely manner.** ~~**he or she**~~ **Any director with any related relationship** may not exercise his right to vote regarding such resolution, nor may he or she the voting right of another director as such director's proxy thereon. Such a board meeting may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a board meeting shall require adoption by more than one half of the directors without a connected relationship. If the board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.
Article 145 If at least one-quarter of the directors believe that they are unable to reach a determination on a relevant matter because the motion before the board of directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the board of directors shall accept the proposal. The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.	~~**Article 145**~~**Article 129** If at least one-quarter of the directors believe that they are unable to reach a determination on a relevant matter because the motion before the board of directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the board of directors shall accept the proposal. The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.
Article 146 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. If a director has an objection to the meeting minutes or a board resolution, he or she may give a written explanation thereof. The minutes of the board of directors shall be kept as records of the Company for a period of ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.	~~**Article 146**~~**Article 130** The board of directors shall keep minutes of its decisions on the matters considered at its meetings. **The directors who attended the meeting shall sign the minutes.** If a director has an objection to the meeting minutes or a board resolution, he or she may give a written explanation thereof. The minutes of the board of directors shall be kept as records of the Company for a period of ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.

Before amendments	After amendments
Article 147 The minutes of the board of directors shall consist of the following: (I) the date and venue for the convention of meeting and name of person summoning the meeting; (II) the name of the director present and name of director (proxy) being appointed to attend on the other's behalf; (III) the agenda; (IV) the main point of director's speech; (V) the voting result of each agenda and the result (the result shall state the number of votes for, against or abstention).	~~**Article 147**~~**Article 131** The minutes of the board of directors shall consist of the following: (I) the date and venue for the convention of meeting and name of person summoning the meeting; (II) the name of the director present and name of director (proxy) being appointed to attend on the other's behalf; (III) the agenda; (IV) the main point of director's speech; (V) the voting result of each agenda and the result (the result shall state the number of votes for, against or abstention).
Article 148 Where necessary, the Company will not establish a supervisory committee or have any supervisors, and the board of directors may establish relevant special committees such as the audit committee, nomination committee and remuneration committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors, and perform their duties in accordance with the Articles of Association and its annexes. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.	~~**Article 148**~~**Article 132** Where necessary, the Company will not establish a supervisory committee or have any supervisors, and the board of directors may establish relevant special committees such as the audit committee, nomination committee and remuneration committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors, and perform their duties in accordance with the Articles of Association and its annexes. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees. **Among them, the audit committee of the Board shall exercise the duties and functions of the supervisory committee as stipulated in the Company Law.**
CHAPTER 12 SECRETARY TO THE BOARD	**~~CHAPTER 12~~ CHAPTER 11 SECRETARY TO THE BOARD**
Article 149 The Company shall have a secretary to the board, who shall be engaged and dismissed by the board of directors. The secretary to the board shall be a member of the senior management members of the Company and be accountable to the Company and the board of directors.	~~**Article 149**~~**Article 133** The Company shall have a secretary to the board, who shall be engaged and dismissed by the board of directors. The secretary to the board shall be a member of the senior management members of the Company and be accountable to the Company and the board of directors.

Before amendments	After amendments
Article 150 The secretary to the board shall be a natural person with the necessary professional knowledge and experience. He or she shall be appointed by the board of directors. His or her main duties shall be as set forth below: (I) to prepare and deliver reports and documents issued by the board of directors and general meetings as required by competent authorities; (II) to organize board meetings and general meetings, be responsible for recording of the meetings and keep meeting documents and records; (III) to ensure that individuals who are entitled to obtain relevant records and documents may access to them in time; (IV) other duties as provided in the Articles of Association.	~~**Article 150**~~**Article 134** The secretary to the board shall be a natural person with the necessary professional knowledge and experience. He or she shall be appointed by the board of directors. His or her main duties shall be as set forth below: (I) to prepare and deliver reports and documents issued by the board of directors and general meetings as required by competent authorities; (II) to organize board meetings and ~~**general meetings**~~**shareholders' meetings**, be responsible for recording of the meetings and keep meeting documents and records; (III) to ensure that individuals who are entitled to obtain relevant records and documents may access to them in time; (IV) other duties as provided in the Articles of Association.
Article 151 A director or other senior management of the Company may also act as the secretary to the board of directors of the Company. Any accountant from accountancy firm which has been appointed by the Company shall not act as the secretary to the board of directors. Where the office of secretary is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary shall not perform the act in a dual capacity.	~~**Article 151**~~**Article 135** A director or other senior management of the Company may also act as the secretary to the board of directors of the Company. Any accountant from accountancy firm which has been appointed by the Company shall not act as the secretary to the board of directors. Where the office of secretary is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary shall not perform the act in a dual capacity.
CHAPTER 13 THE GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS	**~~CHAPTER 13~~ CHAPTER 12 THE GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS**
Article 152 The Company shall have one general manager, several deputy general managers, one person in charge of finance, several assistants to the general manager and other senior management members, all of whom shall be appointed or dismissed by the board of directors. The general manager and deputy general managers shall serve terms of three years and may serve consecutive terms if re-appointed. A director may concurrently serve as general manager or deputy general manager.	~~**Article 152**~~**Article 136** The Company shall have one general manager, several deputy general managers, one person in charge of finance, several assistants to the general manager and other senior management members, all of whom shall be appointed or dismissed by the board of directors. The general manager and deputy general managers shall serve terms of three years and may serve consecutive terms if re-appointed. A director may concurrently serve as general manager or deputy general manager.

Before amendments	After amendments
Article 153 The general manager shall be accountable to the board of directors and perform the following duties and powers: (I) to lead the management of production and operation, to organize and implement the resolutions of the board of directors and report to the board of directors; (II) to organize and implement the annual operation plan and investment proposal of the Company; (III) to propose the establishment proposal of the internal management departments of the Company; (IV) to formulate the basic management system of the Company; (V) to propose the board of directors to appoint or dismiss management members who shall be appointed or dismissed by the board of directors; (VI) to appoint or dismiss the management members other than those to be appointed or dismissed by the board of directors; (VII) to propose the holding of interim meetings of the board of directors; (VIII) other duties and powers granted by the Articles of Association or the board of directors.	~~**Article 153**~~**Article 137** The general manager shall be accountable to the board of directors and perform the following duties and powers: (I) to lead the management of production and operation, to organize and implement the resolutions of the board of directors and report to the board of directors; (II) to organize and implement the ~~**annual**~~ operation plan and investment proposal of the Company; (III) to propose the establishment proposal of the internal management departments of the Company; (IV) to formulate the basic management system of the Company; (V) to propose the board of directors to appoint or dismiss management members who shall be appointed or dismissed by the board of directors; (VI) to appoint or dismiss the management members other than those to be appointed or dismissed by the board of directors; (VII) to propose the holding of interim meetings of the board of directors; (VIII) other duties and powers granted by the Articles of Association or the board of directors.
Article 154 When working out issues that involve the vital interests of the Company's employees, such as the wages, benefits, work safety, labor protection, social insurance or staff resettlement, the general manager shall first listen to the opinions of the labor union and the employee representative congress.	~~**Article 154**~~**Article 138** When working out issues that involve the vital interests of the Company's employees, such as the wages, benefits, work safety, labor protection, social insurance or staff resettlement, the general manager shall first listen to the opinions of the labor union and the employee representative congress.
Article 155 At the request of the board of directors and the audit committee, the general manager shall timely report on the execution and performance of material contracts, on the application of funds and on profits and losses of the Company. The general manager shall ensure the truthfulness, objectivity and completeness of such reports.	~~**Article 155**~~**Article 139** At the request of the board of directors and the audit committee, the general manager shall timely report on the execution and performance of material contracts, on the application of funds and on profits and losses of the Company. The general manager shall ensure the truthfulness, objectivity and completeness of such reports.
Article 156 The general manager shall be present at meetings of the board of directors. The general manager shall not have voting rights at the board meetings unless he is also a director.	~~**Article 156**~~**Article 140** The general manager shall be present at meetings of the board of directors. The general manager shall not have voting rights at the board meetings unless he is also a director.
Article 157 The general manager may tender his or her resignation before the end of his or her term. The specific procedure and method for resignation by the general manager shall be provided for in the engagement contract between the general manager and the Company.	~~**Article 157**~~**Article 141** The general manager may tender his or her resignation before the end of his or her term. The specific procedure and method for resignation by the general manager shall be provided for in the engagement contract between the general manager and the Company.

Before amendments	After amendments
Article 158 In the exercise of their functions and powers, the general manager and other senior management members shall perform their fiduciary duty and obligation of diligence in accordance with laws and the Articles of Association. If the general manager and other senior management members violate the law or the provisions of the Articles of Association in the course of performing their duties, thereby causing the Company to sustain a loss, they shall be liable for the damages.	~~**Article 158**~~**Article 142** In the exercise of their functions and powers, the general manager and other senior management members shall perform their fiduciary duty and obligation of diligence in accordance with laws and the Articles of Association. If the general manager and other senior management members violate the law or the provisions of the Articles of Association in the course of performing their duties, thereby causing the Company to sustain a loss, they shall be liable for the damages.
CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS	~~**CHAPTER 14**~~ **CHAPTER 13 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS**
Article 159 None of the following persons may serve as directors, the general manager or other senior management members of the Company: (I) persons without capacity or with limited capacity for civil acts; (II) persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where not more than five years have elapsed since the expiration of the period of punishment; or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation; (III) persons who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation of their companies or enterprises;	~~**Article 159**~~ **Article 143** None of the following persons may serve as directors, the general manager or other senior management members of the Company: (I) persons without capacity or with limited capacity for civil acts; (II) persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where not more than five years have elapsed since the expiration of the period of punishment; or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation**, in case of a suspended sentence, not more than two years have elapsed since the date of expiry of the probationary period**; (III) persons who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation of their companies or enterprises;

Before amendments	After amendments
(IV) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefore and not more than three years have elapsed since the date of revocation of the business license;	(IV) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefore and not more than three years have elapsed since the date of revocation of the business license **or the order for closure of such company or enterprise**;
(V) persons with comparatively large debts that have fallen due but have not been settled;	(V) persons with comparatively large debts that have fallen due but have not been settled **and named a dishonest person subject to enforcement by the People's Court**;
(VI) persons whose cases have been placed on the docket and are being investigated by the judicial authorities because they violated the criminal law, and such cases are still pending;	(VI) persons ~~**whose cases have been placed on the docket and are being investigated by the judicial authorities because they violated the criminal law, and such cases are still pending**~~ **who are banned by the CSRC from entering into the securities market for a period which has not yet expired**;
(VII) persons who cannot serve as directors, the general manager or other senior management members according to laws and administrative regulations;	(VII) ~~**persons who cannot serve as directors, the general manager or other senior management members according to**~~ **other circumstances as stipulated in** laws ~~**and,**~~ administrative regulations **or departmental rules**;
(VIII) non-natural persons;	~~**(VIII) non-natural persons;**~~
(IX) persons ruled by a competent authority to have violated relevant securities regulations, where such violation involved fraudulent or dishonest acts and not more than five years have elapsed since the date of the ruling.	~~**(IX) persons ruled by a competent authority to have violated relevant securities regulations, where such violation involved fraudulent or dishonest acts and not more than five years have elapsed since the date of the ruling.**~~
If the directors, the general manager or other senior management members are elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid.	If the directors, the general manager or other senior management members are elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. **The Company shall has the right to dismiss the directors, the general manager or other senior management members from office if the circumstances under this Article arise during their term of office and suspend the performance of their duties.**

Before amendments	After amendments
	Article 144 The directors, the general manager or other senior management members of the Company shall perform the duties of due diligence to the Company, and exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties. The directors and senior management shall perform the following duties of due diligence to the Company: **(I) to cautiously, earnestly and diligently fulfill the rights conferred by the Company to ensure that the business conduct of the Company is in conformity with laws, administrative regulations and all economic policies of the State, and its business activities shall not go beyond the business scope as registered in its business license;** **(II) to treat all the shareholders fairly;** **(III) to timely gain knowledge of the business operations and management of the Company;** **(IV) to sign written confirmation comments on the regular reports of the Company and to ensure the authenticity, accuracy and completeness of the information disclosed by the Company;** **(V) to faithfully provide relevant information and data to the audit committee, and not to interfere with the audit committee in exercising its functions and powers;** **(VI) other duties of due diligence prescribed in by laws, administrative regulations, departmental rules and the Articles of Association.**

Before amendments	After amendments
	Article 145 The directors, the general manager and other senior management members of the Company shall perform their duties of loyalty to the Company, take measures to avoid any conflict between their own interests and the interests of the Company, and shall not abuse their position to obtain improper benefits. This principle shall include but not be limited to the fulfillment of the following obligations: **(I) not to embezzlement the Company's property or misappropriate the Company's funds;** **(II) not to open an account for the deposit of the Company's funds in their own name or in the name of any other individual;** **(III) not to abuse their position to accept bribes or other illegal income;** **(IV) not to enter into any contract or transaction with the Company directly or indirectly without reporting to the board of directors or the general meeting and approving by a resolution of the board of directors or the general meeting in accordance with the provisions of the Articles of Association;** **(V) not to take advantage of their positions to seek business opportunities for themselves or others that should rightfully belong to the Company, except when reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or when the Company cannot utilize such business opportunities according to laws, administrative regulations or the provisions of the Articles of Association;** **(VI) not to engage in business of the same kind as that of the Company, either on their own or for others, without reporting to the board of directors or the general meeting and obtaining approval by a resolution of the general meeting;** **(VII) not to accept commissions from transactions between others and the Company for their own benefit;** **(VIII) not to disclose the Company's secrets without authorization;** **(IX) not to use their connected relationship to cause any harm to the interests of the Company;** **(X) other duties of due diligence prescribed in by laws, administrative regulations, departmental rules and the Articles of Association.**

Before amendments	After amendments
Article 160 The validity of an act of a director, the general manager or other senior management member of the Company on behalf of the Company shall not, vis-à-vis a bona fide third party, be affected by any non-compliance in his or her holding of such office, election or qualification.	~~**Article 160 The validity of an act of a director, the general manager or other senior management member of the Company on behalf of the Company shall not, vis-à-vis a bona fide third party, be affected by any non-compliance in his or her holding of such office, election or qualification.**~~
Article 161 In addition to obligations imposed by laws, regulations or the Listing Rules of the Hong Kong Stock Exchange, the Company's directors, general manager and other senior management members shall owe each shareholder the following obligations in the exercise of the functions and powers granted to them by the Company: (I) not to cause the Company to exceed the scope of business stipulated in its business license; (II) to act honestly in the best interest of the Company; (III) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are advantageous to the Company; (IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights, except the restructuring of the Company submitted to the general meeting for approval in accordance with the Articles of Association.	~~**Article 161 In addition to obligations imposed by laws, regulations or the Listing Rules of the Hong Kong Stock Exchange, the Company's directors, general manager and other senior management members shall owe each shareholder the following obligations in the exercise of the functions and powers granted to them by the Company:**~~ ~~**(I) not to cause the Company to exceed the scope of business stipulated in its business license;**~~ ~~**(II) to act honestly in the best interest of the Company;**~~ ~~**(III) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are advantageous to the Company;**~~ ~~**(IV) not to deprive shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights, except the restructuring of the Company submitted to the general meeting for approval in accordance with the Articles of Association.**~~
Article 162 The Company's directors, general manager and other senior management members shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their acts with the care, diligence and skill that a reasonably prudent person should exercise in comparable circumstances.	~~**Article 162 The Company's directors, general manager and other senior management members shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their acts with the care, diligence and skill that a reasonably prudent person should exercise in comparable circumstances.**~~

Before amendments	After amendments
Article 163 The Company's directors, general manager and other senior management members must, in the performance of their duties and responsibilities, abide by the fiduciary principle and shall not place themselves in a position where their personal interests and their duties may conflict. This principle shall include but not be limited to the fulfillment of the following obligations:	~~**Article 163 The Company's directors, general manager and other senior management members must, in the performance of their duties and responsibilities, abide by the fiduciary principle and shall not place themselves in a position where their personal interests and their duties may conflict. This principle shall include but not be limited to the fulfillment of the following obligations:**~~
(I) to act honestly in the best interest of the Company;	~~**(I) to act honestly in the best interest of the Company;**~~
(II) to exercise powers within the scope of their powers and not to exceed such powers;	~~**(II) to exercise powers within the scope of their powers and not to exceed such powers;**~~
(III) to personally exercise the discretion vested in them and not allow themselves to be manipulated by others and, unless permitted by laws or with the informed consent of the general meeting, not to delegate the exercise of their discretion;	~~**(III) to personally exercise the discretion vested in them and not allow themselves to be manipulated by others and,**~~ ~~**unless permitted by laws or with the informed consent of the general meeting, not to delegate the exercise of their discretion;**~~
(IV) to accord equal treatment to shareholders of the same class and fair treatment to shareholders of different classes;	~~**(IV) to accord equal treatment to shareholders of the same class and fair treatment to shareholders of different classes;**~~
(V) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the informed consent of the general meeting;	~~**(V) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the informed consent of the general meeting;**~~
(VI) not to use Company property for their own benefit in any way without the informed consent of the general meeting;	~~**(VI) not to use Company property for their own benefit in any way without the informed consent of the general meeting;**~~
(VII) not to use their functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate Company property in any way, including but not limited to any opportunities that are advantageous to the Company;	~~**(VII) not to use their functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate Company property in any way, including but not limited to any opportunities that are advantageous to the Company;**~~
(VIII) not to accept commissions in connection with Company transactions without the informed consent of the general meeting;	~~**(VIII) not to accept commissions in connection with Company transactions without the informed consent of the general meeting;**~~

Before amendments	After amendments
(IX) to abide by the Articles of Association, to perform their duties faithfully, to protect the interests of the Company, and not to use their position, functions and powers in the Company to seek personal gain;	~~(IX) to abide by the Articles of Association, to perform their duties faithfully, to protect the interests of the Company, and not to use their position, functions and powers in the Company to seek personal gain;~~
(X) not to use the advantages of their office to appropriate for themselves or for others, business opportunities which rightly belong to the Company and operate a business for their own account or on behalf of others which is of the same type as the Company's business, and not to compete with the Company in any way without the informed consent of the general meeting;	~~(X) not to use the advantages of their office to appropriate for themselves or for others, business opportunities which rightly belong to the Company and operate a business for their own account or on behalf of others which is of the same type as the Company's business, and not to compete with the Company in any way without the informed consent of the general meeting;~~
(XI) not to divert Company funds, not to deposit Company assets or funds in accounts opened in their own or in another name;	~~(XI) not to divert Company funds, not to deposit Company assets or funds in accounts opened in their own or in another name;~~
(XII) not to, in breach of the Articles of Association, lend Company funds to others, and not to use Company property as security for the debts of Company shareholders or other individuals without the consent of the general meeting or board of directors;	~~(XII) not to, in breach of the Articles of Association, lend Company funds to others, and not to use Company property as security for the debts of Company shareholders or other individuals without the consent of the general meeting or board of directors;~~
(XIII) not to use their connected relationships to harm the interests of the Company;	~~(XIII) not to use their connected relationships to harm the interests of the Company;~~
(XIV) without the informed consent of the general meeting, not to disclose confidential information relating to the Company that was acquired by them during their tenure; and not to use such information except in the furtherance of the interests of the Company; however, such information may be disclosed to a court or other competent government authorities if: 1. provided for by law; 2. required in the public interest; 3. required in the personal interest of such directors, general manager and other senior management members.	~~(XIV) without the informed consent of the general meeting, not to disclose confidential information relating to the Company that was acquired by them during their tenure; and not to use such information except in the furtherance of the interests of the Company; however, such information may be disclosed to a court or other competent government authorities if:~~ ~~1. provided for by law;~~ ~~2. required in the public interest;~~ ~~3. required in the personal interest of such directors, general manager and other senior management members.~~

Before amendments	After amendments
Article 164 The directors, the general manager and other senior management members may not incite the following persons or organizations ("connected persons") to do what such directors, general manager and other senior management members may not do:	~~**Article 164 The directors, the general manager and other senior management members may not incite the following persons or organizations ("connected persons") to do what such directors, general manager and other senior management members may not do:**~~
(I) the spouses or minor children of such directors, general manager and other senior management members of the Company;	~~**(I) the spouses or minor children of such directors, general manager and other senior management members of the Company;**~~
(II) the trustees of such directors, general manager and other senior management members of the Company or of persons referred to in item (I) hereof;	~~**(II) the trustees of such directors, general manager and other senior management members of the Company or of persons referred to in item (I) hereof;**~~
(III) the partners of such directors, general manager and other senior management members of the Company or of persons referred to in items (I) and (II) hereof;	~~**(III) the partners of such directors, general manager and other senior management members of the Company or of persons referred to in items (I) and (II) hereof;**~~
(IV) the companies over which such directors, general manager and other senior management members of the Company, alone or jointly with persons referred to in items (I), (II) and (III) hereof or any other directors, general manager and other senior management members of the Company, have de facto control;	~~**(IV) the companies over which such directors, general manager and other senior management members of the Company, alone or jointly with persons referred to in items (I), (II) and (III) hereof or any other directors, general manager and other senior management members of the Company, have de facto control;**~~
(V) the directors, the general manager and other senior management members of the companies being controlled as referred to in item (IV) hereof.	~~**(V) the directors, the general manager and other senior management members of the companies being controlled as referred to in item (IV) hereof.**~~
Article 165 The fiduciary obligations of the Company's directors, general manager and other senior management members do not necessarily cease with the termination of their tenure. Their confidentiality obligations in relation to the Company's trade secrets shall survive the termination of their tenure. The terms for which other obligations shall continue shall be determined in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company terminated.	~~**Article 165 The fiduciary obligations of the Company's directors, general manager and other senior management members do not necessarily cease with the termination of their tenure. Their confidentiality obligations in relation to the Company's trade secrets shall survive the termination of their tenure. The terms for which other obligations shall continue shall be determined in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company terminated.**~~
Article 166 The directors, general manager and other senior management members of the Company may, by informed decision of the general meeting, be relieved from liability for a specific breach of their obligations, except in circumstances as specified in Article 65 of the Articles of Association.	~~**Article 166 The directors, general manager and other senior management members of the Company may, by informed decision of the general meeting, be relieved from liability for a specific breach of their obligations, except in circumstances as specified in Article 65 of the Articles of Association.**~~

Before amendments	After amendments
Article 167 If the directors, general manager or other senior management members of the Company are, directly or indirectly, materially interested in contracts, transactions or arrangements entered into or contemplated by the Company (excluding their engagement contract with the Company), they shall disclose the nature and extent of their interests to the board of directors at the earliest opportunity, whether or not the relevant matters are subject to the approval of the board of directors under normal circumstances. A director may not vote on any contract, transaction or arrangement in which he or she or any of his or her associate (as defined in the securities listing rules in force from time to time) has a material interest and which is to be approved by the board of directors or any other proposals related thereto. Additionally, he or she may not count in the quorum for the meeting. Unless the interested director, general manager or other senior management member of the Company has disclosed such interest to the board of directors as required under the first paragraph hereof and the matter has been approved by the board of directors at a meeting in which he or she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, unless the other party is a bona fide party acting without knowledge of the breach of obligation by the director, general manager or other senior management member concerned. A director, the general manager and other senior management member of the Company shall be deemed to be interested in any contract, transaction or arrangement in which a connected person of that director, general manager and other senior management member is interested.	~~**Article 167** If the directors, general manager or other senior management members of the Company are, directly or indirectly, materially interested in contracts, transactions or arrangements entered into or contemplated by the Company (excluding their engagement contract with the Company), they shall disclose the nature and extent of their interests to the board of directors at the earliest opportunity, whether or not the relevant matters are subject to the approval of the board of directors under normal circumstances.~~ ~~A director may not vote on any contract, transaction or arrangement in which he or she or any of his or her associate (as defined in the securities listing rules in force from time to time) has a material interest and which is to be approved by the board of directors or any other proposals related thereto. Additionally, he or she may not count in the quorum for the meeting. Unless the interested director, general manager or other senior management member of the Company has disclosed such interest to the board of directors as required under the first paragraph hereof and the matter has been approved by the board of directors at a meeting in which he or she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, unless the other party is a bona fide party acting without knowledge of the breach of obligation by the director, general manager or other senior management member concerned.~~ ~~A director, the general manager and other senior management member of the Company shall be deemed to be interested in any contract, transaction or arrangement in which a connected person of that director, general manager and other senior management member is interested.~~
Article 168 If a director, the general manager and other senior management members of the Company gives a written notice to the board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company stating that, by reason of the contents of the notice, he is interested in the contract, transaction or arrangement that may subsequently be made by the Company, such director, general manager and other senior management member shall be deemed for the purposes of the preceding Article of this Chapter to have declared his or her interest, to the extent stated in the notice.	~~**Article 168** If a director, the general manager and other senior management members of the Company gives a written notice to the board of directors before the conclusion of the contract, transaction or arrangement is first considered by the Company stating that, by reason of the contents of the notice, he is interested in the contract, transaction or arrangement that may subsequently be made by the Company, such director, general manager and other senior management member shall be deemed for the purposes of the preceding Article of this Chapter to have declared his or her interest, to the extent stated in the notice.~~
Article 169 The Company may not in any manner pay tax on behalf of its directors, general manager and other senior management members.	~~**Article 169** The Company may not in any manner pay tax on behalf of its directors, general manager and other senior management members.~~

Before amendments	After amendments
Article 170 The Company may not directly or indirectly provide a loan to, or a loan guarantee for, its directors, general manager and other senior management members or those of its parent company, or provide a loan to or a loan guarantee for connected persons of the above mentioned persons. The provisions of the preceding paragraph shall not apply to the following circumstances: (I) the provision by the Company of a loan to or a loan guarantee for a subsidiary of the Company; (II) the provision by the Company of a loan, loan guarantee or other money to a director, the general manager and other senior management member of the Company under an engagement contract approved by the general meeting, so as to enable him to meet the expenses incurred for the purposes of the Company or for the performance of his or her duties; (III) the provision by the Company of a loan or a loan guarantee to the relevant director, general manager and other senior management member of the Company or to a connected person thereof on normal commercial terms, if the ordinary scope of business of the Company includes the lending of money or the provision of loan guarantees.	~~**Article 170** The Company may not directly or indirectly provide a loan to, or a loan guarantee for, its directors, general manager and other senior management members or those of its parent company, or provide a loan to or a loan guarantee for connected persons of the above mentioned persons.~~ ~~The provisions of the preceding paragraph shall not apply to the following circumstances:~~ ~~(I) the provision by the Company of a loan to or a loan guarantee for a subsidiary of the Company;~~ ~~(II) the provision by the Company of a loan, loan guarantee or other money to a director, the general manager and other senior management member of the Company under an engagement contract approved by the general meeting, so as to enable him to meet the expenses incurred for the purposes of the Company or for the performance of his or her duties;~~ ~~(III) the provision by the Company of a loan or a loan guarantee to the relevant director, general manager and other senior management member of the Company or to a connected person thereof on normal commercial terms, if the ordinary scope of business of the Company includes the lending of money or the provision of loan guarantees.~~
Article 171 A loan provided by the Company in breach of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.	~~**Article 171** A loan provided by the Company in breach of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.~~
Article 172 A loan guarantee provided by the Company in breach of Article 170 shall be unenforceable against the Company, unless: (I) when the loan was provided to a connected person of a director, the general manager and other senior management member of the Company or of its parent company, the lender did not know the relevant circumstances; (II) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.	~~**Article 172** A loan guarantee provided by the Company in breach of Article 170 shall be unenforceable against the Company, unless:~~ ~~(I) when the loan was provided to a connected person of a director, the general manager and other senior management member of the Company or of its parent company, the lender did not know the relevant circumstances;~~ ~~(II) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.~~
Article 173 For the purposes of the preceding Articles of this Chapter, the term "guarantee" shall include an act whereby the guarantor assumes liability or provides property to guarantee the performance of obligations by the obligor.	~~**Article 173** For the purposes of the preceding Articles of this Chapter, the term "guarantee" shall include an act whereby the guarantor assumes liability or provides property to guarantee the performance of obligations by the obligor.~~

Before amendments	After amendments
Article 174 If a director, the general manager and other senior management member of the Company breaches his or her obligations to the Company, the Company shall, in addition to any rights and remedies provided by law, have the right to:	~~**Article 174 If a director, the general manager and other senior management member of the Company breaches his or her obligations to the Company, the Company shall, in addition to any rights and remedies provided by law, have the right to:**~~
(I) require the relevant director, general manager and other senior management member to compensate for the losses sustained by the Company as a consequence of his or her dereliction of duty;	~~**(I) require the relevant director, general manager and other senior management member to compensate for the losses sustained by the Company as a consequence of his or her dereliction of duty;**~~
(II) rescind any contract or transaction concluded by the Company with the relevant director, general manager and other senior management member, and any contract or transaction concluded by the Company with a third party (where such third party is well aware or should know that the director, general manager and other senior management member representing the Company was in breach of his or her obligations to the Company);	~~**(II) rescind any contract or transaction concluded by the Company with the relevant director, general manager and other senior management member, and any contract or transaction concluded by the Company with a third party (where such third party is well aware or should know that the director, general manager and other senior management member representing the Company was in breach of his or her obligations to the Company);**~~
(III) require the relevant director, general manager and other senior management member to surrender the gains derived from the breach of his or her obligations;	~~**(III) require the relevant director, general manager and other senior management member to surrender the gains derived from the breach of his or her obligations;**~~
(IV) recover any money received by the relevant director, general manager and other senior management member that should have been received by the Company, including but not limited to commissions;	~~**(IV) recover any money received by the relevant director, general manager and other senior management member that should have been received by the Company, including but not limited to commissions;**~~
(V) require the relevant director, general manager and other senior management member to return the interest earned or possibly earned on the money that should have been given to the Company.	~~**(V) require the relevant director, general manager and other senior management member to return the interest earned or possibly earned on the money that should have been given to the Company.**~~

Before amendments	After amendments
Article 175 The Company shall enter into a written contract with each director of the Company concerning his or her remuneration. Such contracts shall be approved by the general meeting before they are entered into. The aforementioned remuneration shall include: (I) remuneration in respect of his or her service as a director or senior management member of the Company; (II) remuneration in respect of his service as a director or senior management member of a subsidiary of the Company; (III) remuneration for other services provided toward the management of the Company and a subsidiary thereof; (IV) the payment to the aforementioned director by way of compensation for his or her loss of office or in connection with his or her retirement from office. A director may not sue the Company for benefits due to him or her on the basis of the aforementioned matters, except under a contract as mentioned above. The Company shall enter into a written contract with each director and senior management member containing at least the following provisions: (I) the director and senior management member shall undertake to the Company, to comply with the Company Law, the Special Regulations, the Articles of Association and other regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the Articles of Association, and that neither the contract nor his or her office is assignable; (II) the director and senior management member shall undertake to the Company, to comply with and perform the duties to the shareholders as required by the Articles of Association; (III) the arbitration provisions as specified in Article 221 of the Articles of Association.	~~**Article 175 The Company shall enter into a written contract with each director of the Company concerning his or her remuneration. Such contracts shall be approved by the general meeting before they are entered into. The aforementioned remuneration shall include:**~~ ~~**(I) remuneration in respect of his or her service as a director or senior management member of the Company;**~~ ~~**(II) remuneration in respect of his service as a director or senior management member of a subsidiary of the Company;**~~ ~~**(III) remuneration for other services provided toward the management of the Company and a subsidiary thereof;**~~ ~~**(IV) the payment to the aforementioned director by way of compensation for his or her loss of office or in connection with his or her retirement from office.**~~ ~~**A director may not sue the Company for benefits due to him or her on the basis of the aforementioned matters, except under a contract as mentioned above.**~~ ~~**The Company shall enter into a written contract with each director and senior management member containing at least the following provisions:**~~ ~~**(I) the director and senior management member shall undertake to the Company, to comply with the Company Law, the Special Regulations, the Articles of Association and other regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the Articles of Association, and that neither the contract nor his or her office is assignable;**~~ ~~**(II) the director and senior management member shall undertake to the Company, to comply with and perform the duties to the shareholders as required by the Articles of Association;**~~ ~~**(III) the arbitration provisions as specified in Article 221 of the Articles of Association.**~~

Before amendments	After amendments
Article 176 The Company shall specify in the contract concluded with a director of the Company concerning his or her remuneration that in the event of a takeover of the Company, a director of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other money for his or her loss of office or in connection with his or her retirement from office. For the purposes of the preceding paragraph, the term "a takeover of the Company" shall mean: (I) a takeover offer made by any person to all shareholders; (II) a takeover offer made by any person with a view to the offeror becoming a controlling shareholder. The definition of the controlling shareholder is the same as that defined in the Articles of Association. If the relevant director has failed to comply with this Article, any sums received by him or her shall belong to those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant director and may not be paid out of such sums.	~~**Article 176 The Company shall specify in the contract concluded with a director of the Company concerning his or her remuneration that in the event of a takeover of the Company, a director of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other money for his or her loss of office or in connection with his or her retirement from office.**~~ ~~**For the purposes of the preceding paragraph, the term "a takeover of the Company" shall mean:**~~ ~~**(I) a takeover offer made by any person to all shareholders;**~~ ~~**(II) a takeover offer made by any person with a view to the offeror becoming a controlling shareholder.**~~ ~~**The definition of the controlling shareholder is the same as that defined in the Articles of Association.**~~ ~~**If the relevant director has failed to comply with this Article, any sums received by him or her shall belong to those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant director and may not be paid out of such sums.**~~
CHAPTER 15 FINANCIAL AND ACCOUNTING SYSTEMS AND DISTRIBUTION OF PROFITS	~~**CHAPTER 15**~~**CHAPTER 14 FINANCIAL AND ACCOUNTING SYSTEMS AND DISTRIBUTION OF PROFITS**
Section 1 Financial and Accounting Systems	**Section 1 Financial and Accounting Systems and Distribution of Profits**
Article 177 The Company shall formulate its financial and accounting systems in accordance with PRC laws and the PRC accounting standards formulated by relevant state authorities.	~~**Article 177**~~**Article 146** The Company shall formulate its financial and accounting systems in accordance with PRC laws and the PRC accounting standards formulated by relevant state authorities.
Article 178 The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be audited by an accounting firm in accordance with the law. The Company shall adopt the Gregorian calendar year as its fiscal year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year. The Company's accounts shall be prepared in Chinese with amounts denominated in Renminbi.	~~**Article 178**~~**Article 147** The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be audited by an accounting firm in accordance with the law. The Company shall adopt the Gregorian calendar year as its fiscal year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year. The Company's accounts shall be prepared in Chinese with amounts denominated in Renminbi.
Article 179 The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. The aforementioned financial reports shall be prepared in accordance with relevant laws.	~~**Article 179**~~**Article 148** The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. The aforementioned financial reports shall be prepared in accordance with relevant laws.

Before amendments	After amendments
Article 180 The board of directors of the Company shall place before the shareholders at each annual general meeting such financial reports prepared by the Company as required by relevant laws.	~~**Article 180**~~**Article 149** The board of directors of the Company shall place before the shareholders at each annual ~~**general meetings**~~**shareholders' meeting** such **annual** financial reports prepared by the Company as required by relevant laws.
Article 181 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter. The Company shall send the report of the board of directors, the financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss statement or income and expenditure statement, or summary financial report to shareholders at least 21 days before the convening of the annual general meeting in accordance with Article 218 of the Articles of Association. Subject to the laws, administrative regulations, department rules, the relevant requirements of securities regulatory authority in the jurisdiction in which the shares of the Company are listed, the Company may also send the aforesaid reports by way of announcements (including through publishing announcements on the Company's website).	~~**Article 181**~~**Article 150** The **annual** financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual ~~**general meetings**~~**shareholders' meeting**. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter. The Company shall send the **annual** report of the board of directors, the financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss statement or income and expenditure statement, or summary financial report to shareholders at least 21 days before the convening of the annual ~~**general meetings**~~**shareholders' meeting** in accordance with Article ~~**218**~~**182** of the Articles of Association. Subject to the laws, administrative regulations, department rules, the relevant requirements of securities regulatory authority in the jurisdiction in which the shares of the Company are listed, the Company may also send the aforesaid reports by way of announcements (including through publishing announcements on the Company's website).
Article 182 The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. If there is any material discrepancy between the financial statements prepared in accordance with the two accounting standards respectively, explanations shall be made in the notes to the financial statements. Distribution of the after-tax profits for the relevant fiscal year shall be based on the lower of the after-tax profits as shown in the two sets of financial statements.	~~**Article 182**~~**Article 151** The Company shall prepare its **annual** financial statements in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. If there is any material discrepancy between the financial statements prepared in accordance with the two accounting standards respectively, explanations shall be made in the notes to the financial statements. Distribution of the after-tax profits for the relevant fiscal year shall be based on the lower of the after-tax profits as shown in the two sets of financial statements.
Article 183 The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.	~~**Article 183**~~**Article 152** The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.
Article 184 The Company shall not keep accounts other than those provided by law. Any assets of the Company shall not be kept under any account opened in the name of any individual.	~~**Article 184**~~**Article 153** The Company shall not keep accounts other than those provided by law. Any ~~**assets**~~**funds** of the Company shall not be kept under any account opened in the name of any individual.

Before amendments	After amendments
Article 185 The capital common reserve shall include the following funds: (I) the premiums obtained from the issue of shares above par; (II) other revenue required by the State Council's finance authority to be included in the capital common reserve.	~~**Article 185**~~**Article 154** The capital common reserve shall include the following funds: (I) the premiums obtained from the issue of shares above par; (II) other revenue required by the State Council's finance authority to be included in the capital common reserve.
Article 186 When the Company distributes its after-tax profits for a given year, it shall set aside 10 percent of profits for its statutory common reserve. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve reaches at least 50 percent of its registered capital. If the Company's statutory common reserve is insufficient to make up losses for previous years, the Company shall use its profits for the current year to make up such losses before making the allocation to its statutory common reserve in accordance with the preceding paragraph. After making the allocation from its after-tax profits to its statutory common reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary common reserve. After the Company has made up its losses and made allocations to its common reserves, the remaining after-tax profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless the Articles of Association provide that distributions are to be made otherwise than proportionally. If the general meeting breaches the provisions of the preceding paragraph by distributing profits to shareholders before the Company has made up its losses and made allocations to the statutory common reserve, the shareholders must return to the Company the profits that were distributed in breach of the said provisions. No profit distribution shall be made in respect of the shares of the Company which are held by the Company.	~~**Article 186**~~**Article 155** When the Company distributes its after-tax profits for a given year, it shall set aside 10 percent of profits for its statutory common reserve. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve reaches at least 50 percent of its registered capital. If the Company's statutory common reserve is insufficient to make up losses for previous years, the Company shall use its profits for the current year to make up such losses before making the allocation to its statutory common reserve in accordance with the preceding paragraph. After making the allocation from its after-tax profits to its statutory common reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary common reserve. After the Company has made up its losses and made allocations to its common reserves, the remaining after-tax profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless the Articles of Association provide that distributions are to be made otherwise than proportionally. If the general meeting breaches the provisions of the preceding paragraph by distributing profits to shareholders before the Company has made up its losses and made allocations to the statutory common reserve, the shareholders must return to the Company the profits that were distributed in breach of the said provisions. No profit distribution shall be made in respect of the shares of the Company which are held by the Company.

Before amendments	After amendments
Article 187 The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. However, the capital common reserve will not be used to make up the Company's losses. When funds in the statutory common reserve are converted into capital, the funds remaining in such reserve will not be less than 25 percent of the Company's registered capital before the conversion.	**~~Article 187~~Article 156** The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into **registered** capital, to increase the Company's capital. **~~However, the capital common reserve will not be used to make up the Company's losses.~~** **Discretionary and statutory common reserves shall be used first to make up for the Company's losses, and if they fall short, then capital reserves may be used in accordance with relevant requirements.** When funds in the statutory common reserve are converted into **registered** capital, the funds remaining in such reserve will not be less than 25 percent of the Company's registered capital before the conversion.
Article 188 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.	**~~Article 188~~Article 157** Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Before amendments	After amendments
Article 189 The Company shall appoint receiving agents for holders of overseas listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other money payable in respect of overseas listed foreign shares, and hold the same until they can be paid to the relevant shareholders. The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed. The receiving agents appointed by the Company for the holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be trust companies registered under the Trustee Ordinance of Hong Kong. Subject to the laws of the PRC, the Company may exercise the power to forfeit unclaimed dividends, provided that it does so only after the expiration of the applicable relevant period. The Company has the power to cease sending dividend warrants by post to a given holder of overseas listed foreign shares, but may exercise such power only if such warrants have been left uncashed on two consecutive occasions. However, the Company may exercise such power after the first occasion on which such a warrant is returned undelivered. The Company has the power to sell by a method deemed fit by the board of directors the shares of a holder of overseas listed foreign shares who is untraceable, provided that it complies with the following conditions: (I) the Company has paid, during a period of 12 years, at least three dividends in respect of the shares in question but no dividend during that period was claimed; (II) on expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company is listed and notifies the securities regulatory authority of the place where its shares are listed of such intention.	~~**Article 189 The Company shall appoint receiving agents for holders of overseas listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other money payable in respect of overseas listed foreign shares, and hold the same until they can be paid to the relevant shareholders.**~~ ~~**The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed.**~~ ~~**The receiving agents appointed by the Company for the holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be trust companies registered under the Trustee Ordinance of Hong Kong.**~~ ~~**Subject to the laws of the PRC, the Company may exercise the power to forfeit unclaimed dividends, provided that it does so only after the expiration of the applicable relevant period.**~~ ~~**The Company has the power to cease sending dividend warrants by post to a given holder of overseas listed foreign shares, but may exercise such power only if such warrants have been left uncashed on two consecutive occasions. However, the Company may exercise such power after the first occasion on which such a warrant is returned undelivered.**~~ ~~**The Company has the power to sell by a method deemed fit by the board of directors the shares of a holder of overseas listed foreign shares who is untraceable, provided that it complies with the following conditions:**~~ ~~**(I) the Company has paid, during a period of 12 years, at least three dividends in respect of the shares in question but no dividend during that period was claimed;**~~ ~~**(II) on expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company is listed and notifies the securities regulatory authority of the place where its shares are listed of such intention.**~~
Article 190 After the Company's general meeting has passed a resolution on the profit distribution plan, the Company's board of directors must complete the dividend (or share) distribution within two months after the general meeting.	~~**Article 190**~~**Article 158** After the Company's general meeting has passed a resolution on the profit distribution plan, the Company's board of directors must complete the dividend (or share) distribution within two months after the ~~**general meetings**~~**shareholders' meeting**. **When the mandatory requirements on the distribution deadline under the regulatory policies applicable to the Company change from time to time, the changed deadline shall apply, but in any event no later than six months after the effective date of the resolution of the general meeting.**

Before amendments	After amendments
Article 191 Cash dividends and other payments by the Company to holders of domestic shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign shares and other holders of foreign shares shall be handled in accordance with state regulations on foreign exchange control. Unless otherwise provided in relevant laws, where cash dividends and other payments are paid in a foreign currency, the average selling price of the relevant foreign exchange posted by the People's Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payments shall be used as the exchange rate.	~~**Article 191**~~**Article 159** Cash dividends and other payments by the Company to holders of domestic shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign shares shall be denominated and declared in Renminbi and paid in foreign currency. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign shares and other holders of foreign shares shall be handled in accordance with state regulations on foreign exchange control. Unless otherwise provided in relevant laws, where cash dividends and other payments are paid in a foreign currency, the average selling price of the relevant foreign exchange posted by the People's Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payments shall be used as the exchange rate.
Section 2 Engagement of Accounting Firms	**Section 2 Engagement of Accounting Firms**
Article 192 The Company shall engage an accounting firm which has obtained relevant business qualifications to audit the financial statements, verify net asset and provide other relevant consultancy service. The accounting firm to be engaged by the Company shall be appointed or dismissed by the general meeting, and the term of engagement shall commence upon the conclusion of the annual general meeting of the Company and end upon the conclusion of the next annual general meeting.	~~**Article 192**~~**Article 160** The Company shall engage an accounting firm which has obtained relevant business qualifications to audit the financial statements, verify net asset and provide other relevant consultancy service. The accounting firm to be engaged by the Company shall be appointed or dismissed by the **resolution of** general meeting, and the term of engagement shall commence upon the conclusion of the annual ~~**general meetings**~~**shareholders' meeting** of the Company and end upon the conclusion of the next annual ~~**general meetings**~~**shareholders' meeting**.
Article 193 An accounting firm engaged by the Company shall have the following rights: (I) the right of accessing to the account books, records or vouchers of the Company and the right to require directors, the general manager or other senior management members of the Company to provide relevant information and explanations; (II) the right to require the Company to take reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties; (III) the right to attend a general meeting in a non-voting capacity, to receive notice of, or other information concerning, any meetings which shareholders have a right to receive, and to be heard at any general meeting on any matter which relates to it as the accounting firm of the Company.	~~**Article 193 An accounting firm engaged by the Company shall have the following rights:**~~ ~~**(I) the right of accessing to the account books, records or vouchers of the Company and the right to require directors, the general manager or other senior management members of the Company to provide relevant information and explanations;**~~ ~~**(II) the right to require the Company to take reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;**~~ ~~**(III) the right to attend a general meeting in a non-voting capacity, to receive notice of, or other information concerning, any meetings which shareholders have a right to receive, and to be heard at any general meeting on any matter which relates to it as the accounting firm of the Company.**~~

Before amendments	After amendments
Article 194 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy persists, such accounting firms may continue to act.	~~**Article 194 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy persists, such accounting firms may continue to act.**~~
Article 195 The general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding the terms of the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.	~~**Article 195**~~**Article 161** The general meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding the terms of the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.
Article 196 The remuneration or method of determining the remuneration of an accounting firm shall be determined by the general meeting. The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.	~~**Article 196**~~**Article 162** The ~~**remuneration or method of determining the remuneration**~~ **audit fee** of an accounting firm shall be determined by the general meeting. ~~**The remuneration of an accounting firm engaged by the board of directors shall be determined by the board of directors.**~~
Article 197 The engagement, dismissal or non-reappointment of an accounting firm shall be determined by the general meeting and be reported to the State Council's securities authority for the record. Where a resolution at a general meeting is to be passed to appoint as accounting firm an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of accounting firm, or to remove an accounting firm before the expiration of its term of office, matters shall be handled in accordance with the following provisions: (I) the motion of engagement or dismissal shall be sent, before issuance of the notice of the general meeting, to the accounting firm proposed to be appointed or the accounting firm proposing to leave its post or the accounting firm that has left its post in the relevant fiscal year. Leaving includes leaving by removal, resignation and retirement.	~~**Article 197**~~**Article 163** The engagement, dismissal or non-reappointment of an accounting firm shall be determined by the general meeting and be ~~**reported to the State Council's securities authority for the record**~~ **publicly announced**. Where a resolution at a general meeting is to be passed to appoint as accounting firm an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of accounting firm, or to remove an accounting firm before the expiration of its term of office, matters shall be handled in accordance with the following provisions: (I) the motion of engagement or dismissal shall be sent, before issuance of the notice of the general meeting, to the accounting firm proposed to be appointed or the accounting firm proposing to leave its post or the accounting firm that has left its post in the relevant fiscal year. Leaving includes leaving by removal, resignation and retirement.

Before amendments	After amendments
(II) if the accounting firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late): 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm that is leaving its post; 2. serve a copy of the representations as an attachment to the notice on the shareholders by the method specified in the Articles of Association.	(II) if the accounting firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late): 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm that is leaving its post; 2. serve a copy of the representations as an attachment to the notice on the shareholders by the method specified in the Articles of Association.
(III) if the accounting firm's representations are not sent under item (II) of this Article, the relevant accounting firm may require that the representations be read out at the general meeting, and further complaints may be lodged.	(III) if the accounting firm's representations are not sent under item (II) of this Article, the relevant accounting firm may require that the representations be read out at the **~~general meeting~~shareholders' meeting**, and further complaints may be lodged.
(IV) an accounting firm that is leaving its post shall be entitled to attend: 1. the general meeting at which its term of office would otherwise have expired; 2. any general meeting at which it is proposed to fill the vacancy caused by its removal; 3. any general meeting convened on its resignation. The leaving accounting firm shall be entitled to receive all notices of, and other information relating to, any such meeting, and to be heard at any such meeting on matters which concern it as former accounting firm of the Company.	(IV) an accounting firm that is leaving its post shall be entitled to attend: 1. the **~~general meeting~~shareholders' meeting** at which its term of office would otherwise have expired; 2. any **~~general meeting~~shareholders' meeting** at which it is proposed to fill the vacancy caused by its removal; 3. any **~~general meeting~~shareholders' meeting** convened on its resignation. The leaving accounting firm shall be entitled to receive all notices of, and other information relating to, any such meeting, and to be heard at any such meeting on matters which concern it as former accounting firm of the Company.

Before amendments	After amendments
Article 198 30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the general meeting of the Company. (I) Any accounting firm may resign from its office by depositing at the Company's legal residence a written 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 include the following: 1. a statement to the effect that there are no circumstances connected to its resignation which shall be brought to the attention of the shareholders or creditors of the Company; 2. a statement of any matters which shall be explained. (II) Where a notice is deposited under the item (I) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in item (I) 2 of this Article, a copy of such representation shall be placed at the Company for shareholders' inspection. (III) Where the notice of resignation of an accounting firm contains a statement of Item (I) 2 of this Article, the accounting firm may require the board of directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.	~~**Article 198**~~ **Article 164** 30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the ~~**general meetings**~~**shareholders' meeting** of the Company. **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.** ~~**(I) Any accounting firm may resign from its office by depositing at the Company's legal residence a written 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 include the following:**~~ ~~**1. a statement to the effect that there are no circumstances connected to its resignation which shall be brought to the attention of the shareholders or creditors of the Company;**~~ ~~**2. a statement of any matters which shall be explained.**~~ ~~**(II) Where a notice is deposited under the item (I) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in item (I) 2 of this Article, a copy of such representation shall be placed at the Company for shareholders' inspection.**~~ ~~**(III) Where the notice of resignation of an accounting firm contains a statement of Item (I) 2 of this Article, the accounting firm may require the board of directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.**~~
CHAPTER 16 INFORMATION DISCLOSURE	~~**CHAPTER 16**~~**CHAPTER 15 INFORMATION DISCLOSURE**
Article 199 The board of directors of the Company shall formulate the criteria, method, means, etc. for the disclosure of information and establish and enhance the Company's information disclosure system in accordance with laws, relevant regulations of the securities regulatory authority of the place where the Company shares are listed and relevant provisions of the Articles of Association.	~~**Article 199**~~**Article 165** The board of directors of the Company shall formulate the criteria, method, means, etc. for the disclosure of information and establish and enhance the Company's information disclosure system in accordance with laws, relevant regulations of the securities regulatory authority of the place where the Company shares are listed and relevant provisions of the Articles of Association.
Article 200 The Company shall compliantly disclose information in accordance with the principles of truthfulness, accuracy, completeness and timeliness.	~~**Article 200**~~ **Article 166** The Company shall compliantly disclose information in accordance with the principles of truthfulness, accuracy, completeness and timeliness.

Before amendments	After amendments
CHAPTER 17 MERGER, DIVISION, DISSOLUTION AND LIQUIDATION OF THE COMPANY	**CHAPTER 16~~CHAPTER 17~~ MERGER, DIVISION, DISSOLUTION AND LIQUIDATION OF THE COMPANY**
Section 1 Merger and Division of the Company	**Section 1 Merger and Division of the Company**
Article 201 The Company may carry out mergers or divisions in accordance with the law. Mergers and divisions of the Company shall comply with relevant laws. A merger of the Company may take either the form of a merger by absorption or the form of a merger by new establishment. The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.	**~~Article 201~~Article 167** The Company may carry out mergers or divisions in accordance with the law. Mergers and divisions of the Company shall comply with relevant laws. A merger of the Company may take either the form of a merger by absorption or the form of a merger by new establishment. The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.
Article 202 The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association, relevant approval procedures shall be carried out in accordance with the law. Shareholders that oppose the proposal for the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.	**~~Article 202 The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association, relevant approval procedures shall be carried out in accordance with the law. Shareholders that oppose the proposal for the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.~~**
Article 203 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers. A creditor may, within 30 days from the date of receipt of the written notice or, if he or she did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt owed to him or her in full or to provide commensurate security. When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.	**~~Article 203~~Article 168** If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers **or on the National Enterprise Credit Information Publicity System**. A creditor may, within 30 days from the date of receipt of the written notice or, if he or she did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt owed to him or her in full or to provide commensurate security. When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Before amendments	After amendments
Article 204 If the Company is divided, its property shall be divided accordingly. When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers. The post-division companies shall be jointly and severally liable for the pre- division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and its creditors prior to the division.	**~~Article 204~~ Article 169** If the Company is divided, its property shall be divided accordingly. When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers **or on the National Enterprise Credit Information Publicity System**. The post-division companies shall be jointly and severally liable for the pre- division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and its creditors prior to the division.
Article 205 If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the law. If the Company is dissolved, deregistration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the law.	**~~Article 205~~Article 170** If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the law. If the Company is dissolved, deregistration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the law.
Section 2 Dissolution and Liquidation	**Section 2 Dissolution and Liquidation**
Article 206 The Company shall be dissolved in accordance with the law if: (I) the general meeting resolves to dissolve the Company; (II) dissolution is necessary as a result of the merger or dissolution of the Company; (III) the Company is legally declared bankrupt because it is unable to pay its debts as they fall due; (IV) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the law; (V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all shareholders' voting rights may petition a People's Court to dissolve the Company.	**~~Article 206~~Article 171** The Company shall be dissolved in accordance with the law if: **(I) the business term expires** (**~~I~~II**) the general meeting resolves to dissolve the Company; (**~~II~~III**) dissolution is necessary as a result of the merger or dissolution of the Company; (**~~III~~IV**) the Company is legally declared bankrupt because it is unable to pay its debts as they fall due; (**~~IV~~V**) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the law; (**~~V~~VI**) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of **~~all shareholders'~~**voting rights may petition a People's Court to dissolve the Company.

Before amendments	After amendments
Article 207 If the Company is dissolved pursuant to item (I), (IV) or (V) of the preceding Article, it shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of persons determined by the general meeting by ordinary resolution. If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition a People's Court to designate relevant persons to form a liquidation committee and carry out the liquidation. If the Company is to be dissolved pursuant to item (III) of the preceding Article, the People's Court shall, in accordance with relevant laws, organize the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.	~~**Article 207**~~**Article 172** If the Company is dissolved pursuant to item (I), **(II), (**~~**IV**~~**V)** or (~~**V**~~**VI)** of the preceding Article, it shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of persons determined by the general meeting by ordinary resolution. If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition a People's Court to designate relevant persons to form a liquidation committee and carry out the liquidation. If the Company is to be dissolved pursuant to item (~~**III**~~**IV)** of the preceding Article, the People's Court shall, in accordance with relevant laws, organize the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.
Article 208 If the board of directors decides that the Company should be liquidated (other than liquidation as a result of a declaration of bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board of directors is of the opinion that the Company can pay its debts in full within 12 months after the commencement of liquidation. The functions and powers of the board of directors shall be terminated immediately upon the adoption by the general meeting of a resolution to carry out liquidation. The liquidation committee shall follow the instructions from the general meeting, and make at least one report each year to the general meeting on the receipts and expenditures of the liquidation committee, the business of the Company and the progress of the liquidation, and make a final report to the general meeting when the liquidation is completed.	~~**Article 208 If the board of directors decides that the Company should be liquidated (other than liquidation as a result of a declaration of bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the board of directors has made full inquiry into the position of the Company and that the board of directors is of the opinion that the Company can pay its debts in full within 12 months after the commencement of liquidation.**~~ ~~**The functions and powers of the board of directors shall be terminated immediately upon the adoption by the general meeting of a resolution to carry out liquidation.**~~ ~~**The liquidation committee shall follow the instructions from the general meeting, and make at least one report each year to the general meeting on the receipts and expenditures of the liquidation committee, the business of the Company and the progress of the liquidation, and make a final report to the general meeting when the liquidation is completed.**~~

Before amendments	After amendments
Article 209 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements of the liquidation in the newspapers designated by the CSRC, and on the Company's website and the website of the stock exchange within 60 days. Claims shall be registered by the liquidation committee. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the written notice or, if they did not receive a written notice, within 45 days from the date of the announcement. When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims. During the claim declaration period, the liquidation committee shall not pay any debts to creditors.	~~**Article 209**~~ **Article 173** The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements of the liquidation in the newspapers designated by the CSRC **or on the National Enterprise Credit Information Publicity System**, and on the Company's website and the website of the ~~**stock exchange**~~**Hong Kong Stock Exchange** within 60 days. Claims shall be registered by the liquidation committee. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the written notice or, if they did not receive a written notice, within 45 days from the date of the announcement. When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims. During the claim declaration period, the liquidation committee shall not pay any debts to creditors.
Article 210 The liquidation committee shall exercise the following functions and powers during liquidation: (I) to check the Company's property, and to prepare a balance sheet and property list; (II) to notify creditors by notice and public announcement; (III) to dispose of outstanding affairs of the Company relating to the liquidation; (IV) to settle outstanding taxes as well as taxes arising in the course of liquidation; (V) to liquidate claims and debts; (VI) to dispose of the Company's property remaining after the debts are paid in full; (VII) to represent the Company in civil actions.	~~**Article 210**~~**Article 174** The liquidation committee shall exercise the following functions and powers during liquidation: (I) to check the Company's property, and to prepare a balance sheet and property list; (II) to notify creditors by notice and public announcement; (III) to dispose of outstanding affairs of the Company relating to the liquidation; (IV) to settle outstanding taxes as well as taxes arising in the course of liquidation; (V) to liquidate claims and debts; (VI) to dispose of the Company's property remaining after the debts are paid in full; (VII) to represent the Company in civil actions.

Before amendments	After amendments
Article 211 After checking the Company's property and preparing a balance sheet and property list, the liquidation committee shall formulate a liquidation plan and submit the same to the general meeting or the People's Court for confirmation. The Company's property remaining after payment of the liquidation expenses, the wages, social insurance funds and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders in proportion to the shares they hold. During the liquidation, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. The Company's property shall not be distributed to the shareholders until it has been applied to the making of the payments mentioned in the preceding paragraph.	~~**Article 211**~~**Article 175** After checking the Company's property and preparing a balance sheet and property list, the liquidation committee shall formulate a liquidation plan and submit the same to the general meeting or the People's Court for confirmation. The Company's property remaining after payment of the liquidation expenses, the wages, social insurance funds and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders in proportion to the shares they hold. During the liquidation, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. The Company's property shall not be distributed to the shareholders until it has been applied to the making of the payments mentioned in the preceding paragraph.
Article 212 If the liquidation committee, having checked the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the Peoples Court for a declaration of bankruptcy. After the People's Court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the People's Court.	~~**Article 212**~~**Article 176** If the liquidation committee, having checked the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the Peoples Court for a ~~**declaration**~~ **liquidation** of bankruptcy. After the People's Court **accepts a bankruptcy petition** ~~**has ruled to declare the Company bankrupt**~~, the liquidation committee shall turn over the liquidation matters to **the bankruptcy administrator appointed by** the People's Court.
Article 213 Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, as well as the receipts and expenditures statement and financial account books in respect of the liquidation period, and, after verification thereof by a PRC certified public accountant, submit the same to the general meeting or the People's Court for confirmation. Within 30 days from the date of confirmation of the aforementioned documents by the general meeting or the People's Court, the liquidation committee shall submit the same to the company registrar, apply for cancellation of the Company's registration and publicly announce the Company's termination. The members of the liquidation committee shall be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law.	~~**Article 213**~~**Article 177** Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, ~~**as well as the receipts and expenditures statement and financial account books in respect of the liquidation period,**~~ and~~**, after verification thereof by a PRC certified public accountant,**~~ submit the same to the general meeting or the People's Court for confirmation. ~~**Within 30 days from the date of confirmation of the aforementioned documents by the general meeting or the People's Court, the**~~**The** liquidation committee shall submit the same to the company registrar, apply for cancellation of the Company's registration~~ and publicly announce the Company's termination~~. The members of the liquidation committee shall **perform their liquidation duties and bear the obligations of loyalty and the obligations of diligence** ~~**be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law**~~.

Before amendments	After amendments
Article 214 The members of the liquidation committee shall not use their authority to accept bribes or other illegal income or misappropriate company property. If the Company or a creditor sustains a loss due to a wilful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.	~~**Article 214**~~**Article 178** The members of the liquidation committee shall not use their authority to accept bribes or other illegal income or misappropriate company property. **The members of the liquidation committee who fail to perform their liquidation duties and cause losses to the Company shall be liable for compensation;** if the Company or a creditor sustains a loss due to a wilful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.
CHAPTER 18 AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION	~~**CHAPTER 18**~~**CHAPTER 17 AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION**
Article 215 The Company may amend the Articles of Association in accordance with laws and the Articles of Association. The Company shall amend the Articles of Association if: (I) provisions of the Articles of Association conflict with the Company Law or relevant laws after such laws are amended; (II) a change occurs in the Company's situation and such change is inconsistent with the matters stated in the Articles of Association; (III) the general meeting decides to amend the Articles of Association.	~~**Article 215**~~**Article 179** The Company may amend the Articles of Association in accordance with laws and the Articles of Association. The Company shall amend the Articles of Association if: (I) provisions of the Articles of Association conflict with the Company Law or relevant laws after such laws are amended; (II) a change occurs in the Company's situation and such change is inconsistent with the matters stated in the Articles of Association; (III) the general meeting ~~**decides to**~~**resolves to** amend the Articles of Association.
Article 216 Unless otherwise provided in the Articles of Association, the Articles of Association shall be amended by the following procedure: (I) the board of directors adopts a resolution in accordance with the Articles of Association and drafts the amendments, or a shareholder puts forward a motion to amend the Articles of Association; (II) the shareholders are notified of the amendments and a general meeting is convened to vote thereon; (III) the amendments submitted to the general meeting for a vote shall be adopted by a special resolution.	~~**Article 216**~~**Article 180** Unless otherwise provided in the Articles of Association, the Articles of Association shall be amended by the following procedure: (I) the board of directors adopts a resolution in accordance with the Articles of Association and drafts the amendments, or a shareholder puts forward a motion to amend the Articles of Association; (II) the shareholders are notified of the amendments and a ~~**general meeting**~~**shareholders' meeting** is convened to vote thereon; (III) the amendments submitted to the general meeting for a vote shall be adopted by a special resolution.
Article 217 If an amendment to the Articles of Association involves matters provided for in the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》), which is subject to the approval of relevant competent authority before it can take effect, such amendment shall be submitted to relevant competent authority for approval. If an amendment to the Articles of Association involves a registered particular of the Company, registration of the change shall be carried out in accordance with the law.	~~**Article 217**~~**Article 181** If an amendment to the Articles of Association ~~**involves matters provided for in the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》), which is subject to the approval of relevant competent authority before it can take effect, such amendment shall be submitted to relevant competent authority for approval. If an amendment to the Articles of Association**~~ involves a registered particular of the Company, registration of the change shall be carried out in accordance with the law.

Before amendments	After amendments
CHAPTER 19 NOTICES AND ANNOUNCEMENTS	**CHAPTER 1819 NOTICES AND ANNOUNCEMENTS**
Article 218 Notices of the Company shall be given or provided by one or more of the following means: (I) by hand; (II) by mail; (III) by such electronic means as e-mail, fax, etc. or on information media; (IV) by way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of stock exchange of the place where the Company's shares are listed; (V) by any other means as agreed by the Company or the recipient in advance or as approved by the recipient after the notice is received; (VI) by any other means as approved by the relevant regulatory authorities of the place where the Company's shares are listed or as stipulated in the Articles of Association. Unless otherwise specified in the Articles of Association, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time.	~~**Article 218**~~**Article 182** Notices of the Company shall be given or provided by one or more of the following means: (I) by hand; (II) by mail; (III) by such electronic means as e-mail, fax, etc. or on information media; (IV) by way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the **Hong Kong Stock Exchange** ~~**listing rules of stock exchange of the place where the Company's shares are listed**~~; (V) by any other means as agreed by the Company or the recipient in advance or as approved by the recipient after the notice is received; (VI) by any other means as approved by the **SFC and the Hong Kong Stock Exchange** ~~**relevant regulatory authorities of the place where the Company's shares are listed**~~ or as stipulated in the Articles of Association. Unless otherwise specified in the Articles of Association, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time.

Before amendments	After amendments
In respect of the manner in which the Company provides and/or distributes corporate communications to shareholders in accordance with the Listing Rules of the Hong Kong Stock Exchange, the Company may send corporate communications to the shareholder by electronic means or by publication on the Company's website in accordance with the relevant provisions of the relevant laws and regulations as well as the Listing Rules of the Hong Kong Stock Exchange as amended from time to time. Corporate communications include but are not limited to: circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings and other corporate communications as stipulated in the Listing Rules of the Hong Kong Stock Exchange. The aforesaid means of communication to be applied by the Company does not exclude the right of holders of overseas listed foreign shares of the Company to choose to receive printed copies of the above corporate communications by post. The Company may serve a notice to the shareholders whose registered address are located outside Hong Kong.	In respect of the manner in which the Company provides and/or distributes corporate communications to shareholders in accordance with the Listing Rules of the Hong Kong Stock Exchange, the Company may send corporate communications to the shareholder by electronic means or by publication on the Company's website in accordance with the relevant provisions of the relevant laws and regulations as well as the Listing Rules of the Hong Kong Stock Exchange as amended from time to time. Corporate communications include but are not limited to: circulars, annual reports, interim reports, quarterly reports, notices of shareholders' ~~**general**~~ meetings and other corporate communications as stipulated in the Listing Rules of the Hong Kong Stock Exchange. The aforesaid means of communication to be applied by the Company does not exclude the right of holders of overseas listed foreign shares of the Company to choose to receive printed copies of the above corporate communications by post. The Company may serve a notice to the shareholders whose registered addresses are located outside Hong Kong.
Article 219 For a notice given by hand, the person on whom it is served shall sign (or affix his or her seal to) the acknowledgement slip, and the date on which he or she signed in receipt shall be the date of service; For a notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office; For a notice given by fax, e-mail or publication on a website, the date on which such notice is dispatched shall be the date of service; For a notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper that satisfies relevant regulations or given by the method set forth in Article 218 of the Articles of Association.	~~**Article 219**~~**Article 183** For a notice given by hand, the person on whom it is served shall sign (or affix his or her seal to) the acknowledgement slip, and the date on which he or she signed in receipt shall be the date of service; For a notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office; For a notice given by fax, e-mail or publication on a website, the date on which such notice is dispatched shall be the date of service; For a notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper that satisfies relevant regulations or given by the method set forth in **Article 182**~~**Article 218**~~ of the Articles of Association.
Article 220 If the listing rules in the place of listing require the Company to send, mail, issue, dispatch, publish or otherwise provide relevant documents of the Company in both English and Chinese versions, the Company may, to the extent permitted by laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him or her the English versions or Chinese versions of documents if the Company has made sufficient arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.	~~**Article 220**~~**Article 184** If the listing rules in the place of listing require the Company to send, mail, issue, dispatch, publish or otherwise provide relevant documents of the Company in both English and Chinese versions, the Company may, to the extent permitted by laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him or her the English versions or Chinese versions of documents if the Company has made sufficient arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.

Before amendments	After amendments
CHAPTER 20 DISPUTE RESOLUTION	~~**CHAPTER 20DISPUTE RESOLUTION**~~
Article 221 Unless otherwise provided in the Articles of Association, the Company shall comply with the following rules for dispute resolution:	~~**Article 221 Unless otherwise provided in the Articles of Association, the Company shall comply with the following rules for dispute resolution:**~~
(I) if any dispute or claim that concerns the Company's affairs and is based on rights or obligations provided for in the Articles of Association, the Company Law and other relevant laws arises between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, the general manager or other senior management member of the Company or between a holder of overseas listed foreign shares and a holder of domestic shares, the parties concerned shall refer the dispute or claim to arbitration. When a dispute or claim as described above is submitted to arbitration, the dispute or claim shall be submitted in its entirety, and all persons (being the Company or shareholders, directors, the general manager or other senior management members of the Company) that have a cause of action due to the same facts or whose participation is necessary for the resolution of such dispute or claim shall abide by the arbitration. Disputes regarding the definition of shareholders and the register of shareholders specified in the Articles of Association shall be resolved by means other than arbitration.	~~**(I) if any dispute or claim that concerns the Company's affairs and is based on rights or obligations provided for in the Articles of Association, the Company Law and other relevant laws arises between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, the general manager or other senior management member of the Company or between a holder of overseas listed foreign shares and a holder of domestic shares, the parties concerned shall refer the dispute or claim to arbitration.**~~ ~~**When a dispute or claim as described above is submitted to arbitration, the dispute or claim shall be submitted in its entirety, and all persons (being the Company or shareholders, directors, the general manager or other senior management members of the Company) that have a cause of action due to the same facts or whose participation is necessary for the resolution of such dispute or claim shall abide by the arbitration.**~~ ~~**Disputes regarding the definition of shareholders and the register of shareholders specified in the Articles of Association shall be resolved by means other than arbitration.**~~
(II) the claimant shall refer a dispute or claim to the China International Economic and Trade Arbitration Commission for arbitration which shall be conducted in accordance with the arbitration rules in force at that time. The place of arbitration is Beijing. The arbitration shall be conducted by normal procedure and the arbitration tribunal shall be composed of three arbitrators.	~~**(II) the claimant shall refer a dispute or claim to the China International Economic and Trade Arbitration Commission for arbitration which shall be conducted in accordance with the arbitration rules in force at that time. The place of arbitration is Beijing. The arbitration shall be conducted by normal procedure and the arbitration tribunal shall be composed of three arbitrators.**~~
(III) unless otherwise provided by laws or administrative regulations, PRC laws shall apply to the resolution by arbitration of disputes or claims referred to in item (I).	~~**(III) unless otherwise provided by laws or administrative regulations, PRC laws shall apply to the resolution by arbitration of disputes or claims referred to in item (I).**~~
(IV) the award of the arbitration institution shall be final and binding upon each party.	~~**(IV) the award of the arbitration institution shall be final and binding upon each party.**~~

Before amendments	After amendments
CHAPTER 21 SUPPLEMENTARY PROVISIONS	**CHAPTER 19~~21~~ SUPPLEMENTARY PROVISIONS**
Article 222 Unless otherwise required by the context, the following terms used in the Articles of Association shall have the meanings ascribed to them below: (I) "controlling shareholder" means a person that satisfies any of the following conditions: 1 he or she, acting alone or in concert with others, has the power to elect at least one half of the directors; 2. he or she, acting alone or in concert with others, has the power to exercise or to control the exercise of, at least 30 percent of the Company's voting rights; 3. he or she, acting alone or in concert with others, holds at least 30 percent of the outstanding shares of the Company; 4. he or she, acting alone or in concert with others, actually controls the Company in any other manner. (II) "actual controller" means a person who, although not a shareholder of the Company, is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement. (III) "connected relationship" means the relationship between the Company's controlling shareholder, actual controller, director or senior management member on the one hand and an enterprise directly or indirectly controlled by him or her on the other hand, as well as any other relationship that may result in a diversion of the Company's interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue the fact that such enterprises are under the common control of the state.	**~~Article 222~~Article 185** Unless otherwise required by the context, the following terms used in the Articles of Association shall have the meanings ascribed to them below: (I) "controlling shareholder" means a person that satisfies any of the following conditions: 1. he or she, acting alone or in concert with others, has the power to elect at least one half of the directors; 2. he or she, acting alone or in concert with others, has the power to exercise or to control the exercise of, at least 30 percent of the Company's voting rights; 3. he or she, acting alone or in concert with others, holds at least 30 percent of the outstanding shares of the Company; 4. he or she, acting alone or in concert with others, actually controls the Company in any other manner. (II) "actual controller" means a person who~~, although not a shareholder of the Company,~~ is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement. (III) "connected relationship" means the relationship between the Company's controlling shareholder, actual controller, director or senior management member on the one hand and an enterprise directly or indirectly controlled by him or her on the other hand, as well as any other relationship that may result in a diversion of the Company's interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue the fact that such enterprises are under the common control of the state.
Article 223 For the purposes of the Articles of Association, the term "accounting firm" shall have the same meaning as the term "auditor" used in the Listing Rules of the Hong Kong Stock Exchange.	**~~Article 223~~Article 186** For the purposes of the Articles of Association, the term "accounting firm" shall have the same meaning as the term "auditor" used in the Listing Rules of the Hong Kong Stock Exchange.
Article 224 The Articles of Association are written in Chinese. In the event that there is a discrepancy between any other language version or different version hereof and the Articles of Association, the most recent Chinese version hereof registered with the administration for market regulation shall prevail.	**~~Article 224~~Article 187** The Articles of Association are written in Chinese. In the event that there is a discrepancy between any other language version or different version hereof and the Articles of Association, the most recent Chinese version hereof registered with the administration for market regulation shall prevail.

Before amendments	After amendments
Article 225 Unless otherwise provided in the Articles of Association, for the purposes of the Articles of Association, the terms "at least", "within" and "not less than" shall include the number itself; and the terms "less than", "lower than", "other than", "more than", "before" and "after" shall not include the number itself.	~~**Article 225**~~**Article 188** Unless otherwise provided in the Articles of Association, for the purposes of the Articles of Association, the terms "at least", "within" and "not less than" shall include the number itself; and the terms "less than", "lower than", "other than", "more than", "before" and "after" shall not include the number itself.
Article 226 The board of directors is responsible for the daily interpretation of the Articles of Association.	~~**Article 226**~~**Article 189** The board of directors is responsible for the daily interpretation of the Articles of Association.

Note: The Articles of Association and the Proposed Amendments were written in Chinese, without formal English version. As such, any English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

Before amendments	After amendments
Rules of Procedures of the General Meeting of Financial Street Property Co., Limited	**Rules of Procedures of the General Meeting of Financial Street Property Co., Limited**
Article 1 In order to protect the legitimate interests of Financial Street Property Co., Limited (hereinafter referred to as the "Company") and its shareholders, to specify the duties and limits on powers of the general meetings, to ensure the proper, efficient and smooth operation of general meetings and to ensure the general meetings exercise their functions and powers legally, these Rules are formulated in accordance with relevant provisions of the Company Law, the Securities Law of the People's Republic of China, the Stock Exchange Listing Rules and other laws and regulations, as well as the Articles of Association of Financial Street Property Co., Limited (hereinafter referred to as the "Articles of Association").	**Article 1** In order to protect the legitimate interests of Financial Street Property Co., Limited (hereinafter referred to as the "Company") and its shareholders, to specify the duties and limits on powers of the general meetings, to ensure the proper, efficient and smooth operation of general meetings and to ensure the general meetings exercise their functions and powers legally, these Rules are formulated in accordance with relevant provisions of the Company Law, the Securities Law of the People's Republic of China, the Stock Exchange Listing Rules and other laws and regulations, as well as the Articles of Association of Financial Street Property Co., Limited (hereinafter referred to as the "Articles of Association").
Article 2 These Rules apply to the general meetings of the Company and shall be binding on the Company, its shareholders, authorised proxies of the shareholders, directors, supervisors, general manager, other senior executives, and other relevant personnel present at the meeting.	**Article 2** These Rules **shall have the same scope of validity as the Articles of Association** ~~**apply to the general meetings**~~ of the Company and shall be binding on the Company, its shareholders, ~~**authorised proxies of the shareholders,**~~ directors, ~~**supervisors,**~~ general manager, other senior executives, and other relevant personnel ~~**present at the meeting**~~.

Before amendments	After amendments
Chapter 2 General Provisions for the General Meetings	**Chapter 2 General Provisions for the General Meetings and the Shareholders' Meetings**
Article 3	**Article 3**
The general meeting shall exercise the following functions and powers:	The general meeting shall exercise the following functions and powers:
(I) to decide on the business policies and investment plans of the Company;	~~**(I) to decide on the business policies and investment plans of the Company;**~~
(II) to elect and replace directors and to decide on matters relating to their remuneration;	(~~**II**~~**I**) to elect and replace directors and to decide on matters relating to their remuneration;
(III) to elect and replace supervisors who are not employee representatives and to decide on matters relating to the remuneration of supervisors;	~~**(III) to elect and replace supervisors who are not employee representatives and to decide on matters relating to the remuneration of supervisors;**~~
(IV) to consider and approve reports of the board of directors;	(~~**IV**~~**II**) to consider and approve reports of the board of directors;
(V) to consider and approve supervisors' reports;	~~**(V) to consider and approve supervisors' reports;**~~
(VI) to consider and approve the Company's annual financial budgets and final accounts;	~~**(VI) to consider and approve the Company's annual financial budgets and final accounts;**~~
(VII) to consider and approve the Company's profit distribution plans and plans for making up losses;	(~~**VII**~~**III**) to consider and approve the Company's profit distribution plans and plans for making up losses;
(VIII) to pass resolutions concerning the increase or reduction of the Company's registered capital;	(~~**VIII**~~**IV**) to pass resolutions concerning the increase or reduction of the Company's registered capital;
(IX) to pass resolutions on the issuance of corporate bonds;	(~~**IX**~~**V**) to pass resolutions on the issuance of corporate bonds;
(X) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;	(~~**X**~~**VI**) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;
(XI) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;	(~~**XI**~~**VII**) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;
(XII) to amend the Articles of Association and its annexes;	(~~**XII**~~**VIII**) to amend the Articles of Association and its annexes;
(XIII) to consider and approve matters relating to the provision of security for external parties;	(~~**XIII**~~**IX**) to consider and approve matters relating to the provision of security for external parties;

Before amendments	After amendments
(XIV) to consider and approve matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period;	(X~~IV~~) to consider and approve matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 30 percent of the Company's audited total assets as at the most recent period;
(XV) to consider and approve equity incentive plans;	(X~~V~~I) to consider and approve equity incentive plans;
(XVI) to consider and approve other matters that, pursuant to laws, administrative regulations, department rules and the Articles of Association, require a decision by the general meeting.	(X~~VI~~II) to consider and approve other matters that, pursuant to laws, administrative regulations, department rules and the Articles of Association, require a decision by the general meeting.
Article 4 Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director, a supervisor, the general manager or other senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.	~~**Article 4**~~ ~~**Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director, a supervisor, the general manager or other senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.**~~
Article 5 General meetings include annual general meetings and extraordinary general meetings. In general, general meetings shall be convened by the board of directors. Annual general meetings shall be called once a year and shall be held within six months after the end of the preceding fiscal year.	**Article 4** ~~**General meetings**~~**Shareholders' meetings** include annual ~~**general meetings**~~**shareholders' meetings** and extraordinary ~~**general meetings**~~**shareholders' meetings**. In general, ~~**general meetings**~~**shareholders' meetings** shall be convened by the board of directors. Annual ~~**general meetings**~~**shareholders' meetings** shall be called once a year and shall be held within six months after the end of the preceding fiscal year.

Before amendments	After amendments
Article 6 The Company shall call an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (II) the losses of the Company that have not been made up reach one third of its total paid in share capital; (III) at the written request of the shareholders who individually or collectively hold more than 10% of the voting shares issued by the Company, the number of shares held by such shareholders shall be calculated according to the number of shares held at the close of the day when the shareholders make the written request, and if the day when the written request is made is not a trading day, the number of shares shall be calculated on the basis of the number of shares held at the close of the previous trading day; (IV) the board of directors considers it necessary; (V) the supervisory committee proposes that such a meeting be held; (VI) other circumstance as specified in laws or the Articles of Association.	**Article 5** The Company shall call an extraordinary ~~**general meetings**~~**shareholders' meeting** within two months from the date of the occurrence of any of the following circumstances: (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association; (II) the losses of the Company that have not been made up reach one third of its total paid in share capital; (III) at the written request of the shareholders who individually or collectively hold more than 10% of the voting shares issued by the Company, the number of shares held by such shareholders shall be calculated according to the number of shares held at the close of the day when the shareholders make the written request, and if the day when the written request is made is not a trading day, the number of shares shall be calculated on the basis of the number of shares held at the close of the previous trading day; (IV) the board of directors considers it necessary; (V) the ~~**supervisory committee**~~**audit committee** proposes that such a meeting be held; (VI) other circumstance as specified in laws or the Articles of Association.
Article 7 Independent non-executive directors accounting for at least one-half of the Company's independent non-executive directors shall have the right to propose to the board of directors in writing that it calls an extraordinary general meeting. The board of directors shall, in accordance with laws and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the board of directors does not agree to call such meeting, it shall give the reasons therefor in writing and publish the same in a public announcement.	**Article 6** **Subject to the consent of more than half of all the independent non-executive directors, the**~~**Independent non-executive directors accounting for at least one-half of the Company's**~~ independent non-executive directors shall have the right to propose to the board of directors~~**in writing**~~ that it calls an extraordinary ~~**general meetings**~~**shareholders' meeting**. The board of directors shall, in accordance with laws**, administrative regulations** and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary ~~**general meetings**~~**shareholders' meeting** within 10 days after receipt of the proposal from the independent non-executive directors aforesaid. If the board of directors agrees to call an extraordinary ~~**general meetings**~~**shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the board of directors does not agree to call such meeting, it shall give the reasons therefor ~~**in writing**~~ and publish the same in a public announcement.

Before amendments	After amendments
Article 8 The supervisory committee shall have the right to propose to the board of directors in writing that it calls an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the supervisory committee shall be secured if any change is to be made to the original motion in the notice. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the general meeting, and the supervisory committee may itself convene and preside over such meeting.	**Article 7** The ~~**supervisory committee**~~**audit committee** shall have the right to propose to the board of directors in writing that it calls an extraordinary ~~**general meetings**~~**shareholders' meeting**. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such meeting within 10 days after receipt of the proposal. If the board of directors agrees to call an extraordinary ~~**general meetings**~~**shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after the resolutions are made. The consent of the ~~**supervisory committee**~~**audit committee** shall be secured if any change is to be made to the original motion in the notice. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the proposal, it shall be deemed to be unable to or have failed to perform its duty of convening the ~~**general meetings**~~**shareholders' meeting**, and the ~~**supervisory committee**~~**audit committee** may itself convene and preside over such meeting.

Before amendments	After amendments
Article 9 A shareholder alone or shareholders together holding at least 10 percent of the Company's shares shall have the right to propose to the board of directors in writing that it calls an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the supervisory committee in writing that it call the extraordinary general meeting. If the supervisory committee agrees to call the extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the supervisory committee fails to issue a notice calling the general meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.	**Article 8** A shareholder alone or shareholders together holding at least 10 percent of the Company's shares shall have the right to propose to the board of directors in writing that it calls an extraordinary ~~**general meetings**~~**shareholders' meeting**. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such a meeting within 10 days after receipt of the request. If the board of directors agrees to call an extraordinary ~~**general meetings**~~**shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after it has so resolved. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the board of directors does not agree to call such meeting, or fails to give a response within 10 days after receipt of the request, the shareholder alone or shareholders together holding at least 10 percent of the shares shall have the right to propose to the ~~**supervisory committee**~~**audit committee** in writing that it call the extraordinary ~~**general meetings**~~**shareholders' meeting**. If the ~~**supervisory committee**~~**audit committee** agrees to call the extraordinary ~~**general meetings**~~**shareholders' meeting**, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant shareholder(s) shall be secured if any change is to be made in the notice to the original request. If the ~~**supervisory committee**~~**audit committee** fails to issue a notice calling the ~~**general meetings**~~**shareholders' meeting** by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder who alone has held or shareholders who together have held at least 10 percent of the shares of the Company for at least 90 days in succession may himself/themselves convene and preside over such meeting.

Before amendments	After amendments
Article 10 Shareholders requesting the convening of a class shareholders' meeting shall do so by the procedure set forth below: (I) two or more shareholders holding in the aggregate at least 10 percent of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting that the board of directors convene a class shareholders' meeting and stating the subject to be discussed at the meeting; the board of directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request; the shareholding referred to above shall be calculated as of the day on which the written request is made. (II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the board of directors. If shareholders convene and hold a meeting themselves because the board of directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.	~~**Article 10**~~ ~~Shareholders requesting the convening of a class shareholders' meeting shall do so by the procedure set forth below:~~ ~~(I) two or more shareholders holding in the aggregate at least 10 percent of the shares carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting that the board of directors convene a class shareholders' meeting and stating the subject to be discussed at the meeting; the board of directors shall convene the class shareholders' meeting as soon as possible after having received the aforementioned written request; the shareholding referred to above shall be calculated as of the day on which the written request is made.~~ ~~(II) if the board of directors fails to issue a notice to convene such meeting within 30 days after having received the aforementioned written request, the shareholders who made such request may themselves convene the meeting within four months after the board of directors received the request. The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the board of directors.~~ ~~If shareholders convene and hold a meeting themselves because the board of directors failed to hold such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.~~

Before amendments	After amendments
Article 11 Save as otherwise provided in the Articles of Association, if the supervisory committee or shareholders decide(s) to itself/themselves convene a general meeting, it or they must notify the board of directors in writing thereof, report the same to relevant securities regulatory authorities of the place where the Company is listed and relevant stock exchange for record in accordance with applicable regulations and issue the notice calling the extraordinary general meeting by itself/themselves. In addition to complying with the provisions of Article 17 of these Rules, such notice shall comply with the following provisions: (I) the motions may not add new content, otherwise the proposing shareholder(s) or supervisory committee shall re-propose to the board of directors to call the extraordinary general meeting by the aforementioned procedure; (II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the general meeting is/are made, the percentage of voting shares held by the convening shareholders shall not be less than 10 percent.	~~**Article 11**~~ Save as otherwise provided in the Articles of Association, if the ~~**supervisory committee**~~**audit committee** or shareholders decide(s) to itself/themselves convene a ~~**general meeting**~~ **shareholders' meeting**, it or they must notify the board of directors in writing thereof, report the same to relevant securities regulatory authorities of the place where the Company is listed and relevant stock exchange for record in accordance with applicable regulations and issue the notice calling the extraordinary ~~**general meetings**~~**shareholders' meeting** by itself/themselves. ~~**In addition to complying with the provisions of Article 17 of these Rules, Ss**~~such notice shall comply with **the provisions of Articles of Association and these Rules** ~~**the following provisions:**~~. ~~**(I) the motions may not add new content, otherwise the proposing shareholder(s) or supervisory committee shall re-propose to the board of directors to call the extraordinary general meeting by the aforementioned procedure;**~~ ~~**(II) the venue of the meeting shall be the domicile of the Company. Until the resolution(s) of the general meeting is/are made, the percentage of voting shares held by the convening shareholders shall not be less than 10 percent.**~~
Chapter 3 Proposal and Notice of General Meetings	**Chapter 3 Proposal and Notice of** ~~**General Meetings**~~**Shareholders' Meeting**
Article 12 When the Company is to hold a general meeting, it shall issue a written notice 20 clear business days prior to an annual general meeting or 15 days prior to an extraordinary general meeting, informing all shareholders of the date, time and place of the meeting and the matters to be considered at the meeting and stating that shareholders may appoint a proxy in writing to attend the meeting and vote on their behalf. Regarding the calculation of the notice period, the date of the meeting shall not be included.	**Article 9** When the Company is to hold a ~~**general meetings**~~**shareholders' meeting**, it shall issue a written notice 20 clear business days prior to an annual ~~**general meetings**~~**shareholders' meeting** or 15 days prior to an extraordinary ~~**general meetings**~~**shareholders' meeting**, informing all shareholders of the date, time and place of the meeting and the matters to be considered at the meeting and stating that shareholders may appoint a proxy in writing to attend the meeting and vote on their behalf. Regarding the calculation of the notice period, the date of the meeting shall not be included.
Article 13 The notice of the general meeting shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the general meeting) or issued by way of public announcement. The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, the general meeting may be issued by way of public announcement.	**Article 10** The notice of the ~~**general meetings**~~**shareholders' meeting** shall be delivered by hand or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the ~~**general meetings**~~**shareholders' meeting**) or issued by way of public announcement. The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, **notice of** the ~~**general meetings**~~**shareholders' meeting** may be issued by way of public announcement.

Before amendments	After amendments
Article 14 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.	**Article 11** **When the Company issues the notice of a shareholders' meeting in the manner required by a stock exchange or regulatory authority, the** ~~**The**~~ accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.
Article 15 Motions before the general meeting shall be in writing. The contents of motions before the general meeting shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws, the Articles of Association and these Rules.	**Article 12** Motions before the ~~**general meetings**~~**shareholders' meeting** shall be in writing. The contents of motions before the ~~**general meetings**~~**shareholders' meeting** shall fall within the scope of the functions and powers of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws, **administrative regulations and** the Articles of Association ~~**and these Rules**~~.
Article 16 When the Company is to hold a general meeting, the board of directors, the supervisory committee and a shareholder alone or shareholders together holding at least 3 percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least 3 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of general meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion the general meeting for consideration. The contents of such an extempore motion shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution. Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with Article 15 of these Rules.	**Article 13** When the Company is to hold a ~~**general meetings**~~**shareholders' meeting**, the board of directors, the ~~**supervisory committee**~~ **audit committee** and a shareholder alone or shareholders together holding at least ~~3~~1 percent of the Company's shares shall be entitled to propose motions to the Company. A shareholder alone or shareholders together holding at least ~~3~~1 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of ~~**general meeting**~~ **shareholders' meeting**. The convener shall issue a supplementary notice of the ~~**general meetings**~~**shareholders' meeting** and make a public announcement of the contents of such extempore motion within two days after receipt of the motion, and submit such extempore motion the general meeting for consideration. The contents of such an extempore motion shall fall within the scope of the functions and powers of the general meeting, and contain a clear topic and a specific resolution. Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the ~~**general meetings**~~**shareholders' meeting** or add any new motions once the notice and announcement of the ~~**general meetings**~~**shareholders' meeting** have been issued. The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the ~~**general meetings**~~**shareholders' meeting** or that are not consistent with ~~**Article 15 of these Rules**~~ **the Articles of Association**.

Before amendments	After amendments
Article 17	**Article 14**
The notice of a general meeting shall:	The notice of a ~~**general meetings**~~**shareholders' meeting** shall **consist of the following**:
(I) be made in writing;	~~**(I) be made in writing;**~~
(II) specify the date, place and duration of the meeting;	**(~~II~~I)** specify the date, place and duration of the meeting;
(III) state the matters and motions submitted to the meeting for consideration;	(~~III~~II) state the matters and motions submitted to the meeting for consideration;
(IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;	~~**(IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;**~~
(V) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the general manager and other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, the general manager and other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;	~~**(V) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the general manager and other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, the general manager and other senior management members in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;**~~
(VI) contain the full text of any special resolution proposed to be approved at the meeting;	~~**(VI) contain the full text of any special resolution proposed to be approved at the meeting;**~~
(VII) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at general meeting on their behalves and that such proxies need not be shareholders of the Company;	(~~VII~~VIII) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at ~~**general meetings**~~**shareholders' meeting** on their behalves and that such proxies need not be shareholders of the Company;
(VIII) state the time and place for serving the instruments of appointment for voting at the meeting;	~~**(VIII) state the time and place for serving the instruments of appointment for voting at the meeting;**~~

Before amendments	After amendments
(IX) specify the date of record for the shareholders who are entitled to attend the general meeting; (X) list the name and contact information of the contact person for the meeting. If the independent non-executive directors are required to express their opinions on a matter to be discussed, such opinion and the reasons therefor shall be disclosed when the notice or supplementary notice of the general meeting is issued.	**(~~IX~~IV)** specify the date of record for the shareholders who are entitled to attend the **~~general meeting~~ shareholders' meeting**; **(~~X~~V)** list the name and contact information of the contact person for the meeting**~~.~~;** **(VI) specify the time and procedures of online voting or other means of voting.** If the independent non-executive directors are required to express their opinions on a matter to be discussed, such opinion and the reasons therefor shall be disclosed when the notice or supplementary notice of the **~~general meetings~~shareholders' meeting** is issued.
Article 18 If the election of directors and supervisors is to be discussed at a general meeting, detailed information on the candidates for such position will be fully disclosed in the notice of the general meeting, which shall at minimum include the following: (I) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.; (II) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller; (III) the quantity of the Company's shares held by them; (IV) whether they have been punished by the CSRC and other relevant authority and reprimanded by a stock exchange.	**Article 15** If the election of directors **~~and supervisors~~** is to be discussed at a **~~general meetings~~shareholders' meeting**, detailed information on the candidates for such position will be fully disclosed in the notice of the **~~general meetings~~shareholders' meeting**, which shall at minimum include the following: (I) personal information, such as their educational backgrounds, working experience, concurrent positions, etc.; (II) whether they have a connected relationship with the Company or the Company's controlling shareholder or actual controller; (III) the quantity of the Company's shares held by them; (IV) whether they have been punished by the CSRC and other relevant authority and reprimanded by a stock exchange.
Article 19 Once a general meeting notice has been issued, such meeting may not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.	**Article 16** Once a **~~general meetings~~shareholders' meeting** notice has been issued, such meeting may not be postponed or cancelled or the motions listed therein cancelled without a legitimate reason. In the event of a postponement or cancellation, the convener shall make a public announcement and give the reason therefore at least two working days prior to the originally scheduled date for the meeting.

Before amendments	After amendments
Chapter 4 Holding of General Meetings	**Chapter 4 Holding of ~~General Meetings~~Shareholders' Meetings**
Article 20 The board of directors of the Company and other conveners shall take necessary measures to guarantee the good order of the general meeting, take measures to deter any act disturbing the general meeting, picking quarrels and provoking troubles and infringing the legal rights and interests of any shareholder, and shall report in a timely manner such act to the relevant department for investigation and punishment.	**Article 17** The board of directors of the Company and other conveners shall take necessary measures to guarantee the good order of the **~~general meetings~~shareholders' meeting**, take measures to deter any act disturbing the **~~general meetings~~shareholders' meeting**, picking quarrels and provoking troubles and infringing the legal rights and interests of any shareholder, and shall report in a timely manner such act to the relevant department for investigation and punishment.
Article 21 All ordinary shareholders registered on the record date or their proxies shall have the right to attend a general meeting and exercise their voting rights in accordance with relevant laws, regulations, the Articles of Association and these Rules. Shareholders may attend general meetings in person or, alternatively, they may appoint a proxy to attend and vote at the meeting on their behalves.	**Article 18** All ordinary shareholders registered on the record date or their proxies shall have the right to attend a **~~general meetings~~shareholders' meeting** and exercise their voting rights in accordance with relevant laws, regulations**~~,~~and** the Articles of Association**~~ and these Rules~~**. Shareholders may attend **~~general meetings~~shareholders' meetings** in person or, alternatively, they may appoint a proxy to attend and vote at the meeting on their behalves.
Article 23 Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. Such proxy may exercise the following rights in accordance with his or her appointment by the shareholder: (I) the shareholders right to be heard at the general meeting; (II) the right to demand or join in the demand for a ballot; (III) the right to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.	**Article 20** Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. Such proxy may exercise the following rights in accordance with his or her appointment by the shareholder: (I) the shareholders right to be heard at the **~~general meetings~~shareholders' meeting**; (II) the right to demand or join in the demand for a ballot; (III) the right to vote by show of hands or by poll, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.

Before amendments	After amendments
Article 24	**Article 21**
Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s).	Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s).
The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars:	The instrument of appointment by which a shareholder appoints another person to attend a **shareholders' meeting**~~**general meeting**~~ shall specify the following particulars:
(I) the names of the principal and of the proxy;	(I) the names of the principal and of the proxy;
(II) the number of shares of the principal that the proxy represents;	(II) the number of shares of the principal that the proxy represents;
(III) whether the proxy has the right to vote;	(III) whether the proxy has the right to vote;
(IV) separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the general meeting as an item for consideration thereat;	(IV) separate instructions as to whether to vote for, vote against, or abstain from voting on, each item included on the agenda of the **shareholders' meeting**~~**general meeting**~~ as an item for consideration thereat;
(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote;	(V) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the **shareholders' meeting**~~**meeting**~~ and the specific instructions as to what vote to cast if he or she has such right to vote;
(VI) the date of issuance and term of validity of the instrument of appointment;	(VI) the date of issuance and term of validity of the instrument of appointment;
(VII) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person;	(VII) the signature (or seal) of the principal; if the principal is a legal person shareholder, the power of attorney shall bear the seal of the legal person;
(VIII) If more than one proxy is appointed, the power of attorney shall indicate the type and number of shares represented by each proxy.	(VIII) If more than one proxy is appointed, the power of attorney shall indicate the type and number of shares represented by each proxy.

Before amendments	After amendments
Article 25 The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. If the principal is a legal person, its legal representative or the person authorized by a resolution of its board of directors or other decision-making body shall attend the general meeting of the Company as the representative of such legal person. If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, one or more individuals that it deems suitable may be appointed by it to act as its representative(s) at any general meeting or any class shareholders' meeting; however, if one or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. The individual(s) so appointed may exercise the rights of the Recognized Clearing House (or its agent), as if he, she or they was or were (an) individual shareholder(s) of the Company.	**Article 22** **Proxy forms for voting** ~~**instrument appointing a voting proxy**~~ shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the **proxy form for voting** ~~**instrument**~~ is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. If the principal is a legal person, its legal representative or the person authorized by a resolution of its board of directors or other decision-making body shall attend the **shareholders' meeting**~~**general meeting**~~ of the Company as the representative of such legal person. If the shareholder is a Recognized Clearing House (or an agent thereof) as defined in the relevant regulations under the Hong Kong laws in effect from time to time, one or more individuals that it deems suitable may be appointed by it to act as its representative(s) at any **shareholders' meeting**~~**general meeting**~~ or ~~**any class shareholders' meeting**~~ **creditors meeting**; however, if one or more individuals are appointed as representatives, their powers of attorney shall specify the number and class of shares involved in the appointment of each such individual. The individual(s) so appointed may exercise the rights of the Recognized Clearing House (or its agent), as if he, she or they was or were (an) individual shareholder(s) of the Company.
Article 30 When a general meeting is held on site, all of the Company's directors, supervisors and the secretary to the board shall attend, and the general manager and other senior management members shall attend in a non-voting capacity.	**Article 27** ~~**When a general meeting is held on site, all of the Company's directors, supervisors and the secretary to the board shall attend, and the general manager and other senior management members shall attend in a non-voting capacity.**~~ **Where a general meeting requires the presence of directors and senior management members as non-voting attendees, the directors and senior management members shall be present at the meeting as non-voting attendees and answer shareholders' inquiries.**

Before amendments	After amendments
Article 31 If a general meeting is convened by the board of directors, the chairman of the board shall serve as host and preside over the meeting. If the chairman of the board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by at least one half of the directors. At a general meeting convened by the supervisory committee, the chairman of the supervisory committee shall preside. If the chairman of the supervisory committee fails or is unable to perform his or her duties, the meeting shall be presided over by a supervisor jointly elected by at least one half of the supervisors. If a general meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s). When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue. If, for any reason, the shareholders are unable to elect a meeting chairman, the shareholder (including his or her proxy) present who holds the greatest number of voting shares shall serve as the meeting chairman.	**Article 28** If a general meeting is convened by the board of directors, the chairman of the board shall serve as host and preside over the meeting. If the chairman of the board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by **more than** ~~**at least**~~ one half of the directors. At a general meeting convened by the **audit committee** ~~**supervisory committee**~~, the chairman of the **audit committee** ~~**supervisory committee**~~ shall preside. If the chairman of the **audit committee** ~~**supervisory committee**~~ fails or is unable to perform his or her duties, the meeting shall be presided over by **a member of the audit committee** ~~**supervisor**~~ jointly elected by **more than** ~~**at least**~~ one half of the **members of the audit committee** ~~**supervisors**~~. If a **shareholders' meeting**~~**general meeting**~~ is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s). When a **shareholders' meeting**~~**general meeting**~~ is held, if the chairman of the meeting violates the rules of procedure, making continuance of the **shareholders' meeting**~~**general meeting**~~ impossible, with the consent of shareholders holding more than one half of the voting rights present at the **shareholders' meeting**~~**general meeting**~~, the general meeting may elect a person to serve as chairman of the meeting and the meeting shall continue. If, for any reason, the shareholders are unable to elect a meeting chairman, the shareholder (including his or her proxy) present who holds the greatest number of voting shares shall serve as the meeting chairman.
Article 32 The board of directors and supervisory committee shall report on its work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his or her duties.	**Article 29** The board of directors~~**and supervisory committee**~~ shall report on its work during the past year to the general meeting at annual **shareholders' meetings** ~~**general meetings**~~. Each independent director shall also give a report on the performance of his or her duties.
Article 33 The directors, supervisors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting, unless a matter involves trade secrets of the Company that cannot be disclosed at a general meeting.	**Article 30** The directors~~**, supervisor**~~ and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a **shareholders' meeting** ~~**general meeting**~~, unless a matter involves trade secrets of the Company that cannot be disclosed at a **shareholders' meeting** ~~**general meeting**~~.

Before amendments	After amendments
Article 34 The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.	**Article 31** The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting held in person and the total number of voting shares that they hold before a vote is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting held in person and the total number of voting shares held by them.
Minutes shall be kept of general meetings and the Secretary to the Board shall be responsible therefor. The meeting minutes shall record the following particulars: (I) the number, date and venue of, and the agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting and of the directors, supervisors, the general manager, the secretary to the board of directors and other senior management members in attendance or present in a non-voting capacity; (III) the number of, and the total number of voting shares held by, shareholders (and their proxies) present at the meeting, and the percentages of the Company's total number of shares accounted for thereby; (IV) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (V) the queries and suggestions of the shareholders and the relevant replies or explanations; (VI) the names of the vote counter and scrutineer; (VII) other particulars which the general meeting deems necessary or the Articles of Association require to be recorded in the minutes.	**Article 32** Minutes shall be kept of **shareholders' meetings** ~~**general meetings**~~ and the Secretary to the Board shall be responsible therefor. The meeting minutes shall record the following particulars: (I) the number, date and venue of, and the agenda for, the meeting, and the name of the convener; (II) the names of the chairman of the meeting and of the directors, ~~**supervisors,**~~ the general manager, the secretary to the board of directors and other senior management members in attendance or present in a non-voting capacity; (III) the number of, and the total number of voting shares held by, shareholders (and their proxies) present at the meeting, and the percentages of the Company's total number of shares accounted for thereby; (IV) the deliberations on each motion, key points of each speaker's statements in respect thereof and the results of the vote thereon; (V) the queries and suggestions of the shareholders and the relevant replies or explanations; (VI) the names of the vote counter and scrutineer; (VII) other particulars which the general meeting deems necessary or the Articles of Association require to be recorded in the minutes.
Article 35 The convener shall ensure that the meeting minutes are true, accurate and complete. The directors, supervisors and secretary to the board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes for a period of not less than 10 years.	**Article 33** The convener shall ensure that the meeting minutes are true, accurate and complete. The directors~~**, supervisors**~~ and secretary to the board who attended the meeting, the convener or his representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes for a period of not less than 10 years.

Before amendments	After amendments
Article 36 The convener shall ensure that a general meeting is held continuously until final resolutions have been reached. Where the general meeting is suspended or no resolution can be made due to force majeure or any other special reasons, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be terminated directly, and all shareholders shall be notified in a timely manner.	**Article 34** The convener shall ensure that a **shareholders' meeting** ~~**general meeting**~~ is held continuously until final resolutions have been reached. Where the **shareholders' meeting** ~~**general meeting**~~ is suspended or no resolution can be made due to force majeure or any other special reasons, necessary measures shall be taken to resume the **shareholders' meeting** ~~**general meeting**~~ as soon as possible or the **shareholders' meeting** ~~**general meeting**~~ shall be terminated directly, and all shareholders shall be notified in a timely manner.
CHAPTER 5 VOTING AND RESOLUTIONS OF GENERAL MEETINGS	**CHAPTER 5 VOTING AND RESOLUTIONS OF GENERAL MEETINGS**
Article 37 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights. Special resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.	**Article 35** Resolutions of the general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by **more than**~~**at least**~~ one half of the voting rights held by shareholders (including proxies) present at the **shareholders' meeting** ~~**general meeting**~~. Special resolutions of the general meeting shall be adopted by at least two-thirds of the voting rights held by shareholders (including proxies) present at the **shareholders' meeting** ~~**general meeting**~~.
Article 38 When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote. No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting. Where any shareholder is, under the Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	**Article 36** When a shareholder (or a proxy) exercises his or her voting rights based on the number of voting shares which he or she represents, each share shall entitle him or her to one vote. No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a ~~**general meetings**~~**shareholders' meeting**. **When the general meeting considers matters relating to a related transaction, the related shareholders shall not participate in voting, and the number of voting shares represented by them shall not count toward the total number of valid voting shares; the announcement on the resolutions of the general meeting shall fully disclose the way the non-related shareholders voted.** Where any shareholder is, under the Listing Rules of the Hong Kong Stock Exchange, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Before amendments	After amendments
Article 39 Votes at a general meeting shall be taken by ballot.	**Article 37** Votes at a general meeting shall be taken by ballot.
Article 40 Except for the matters required to be deliberated and approved by special resolution of the general meeting as stipulated in Article 43, other matters shall be approved by ordinary resolution of the general meeting.	~~**Article 40**~~ ~~**Except for the matters required to be deliberated and approved by special resolution of the general meeting as stipulated in Article 43, other matters shall be approved by ordinary resolution of the general meeting.**~~
Article 42 When the numbers of votes for and against are equal, regardless of Articles of Association whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.	~~**Article 42**~~ ~~**When the numbers of votes for and against are equal, regardless of Articles of Association whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.**~~
Article 43 Decisions of the general meeting on any of the following matters shall be adopted by special resolution: (I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other, similar securities by the Company; (II) the issuance of corporate bonds; (III) the division, merger, dissolution, liquidation or change in the corporate form of the Company; (IV) the amendment of the Articles of Association and its annexes; (V) equity incentive plans (excluding share appreciation rights); (VI) the purchase or sale by the Company within one year of (a) material asset(s) exceeding, or the provision of security the amount(s) of which exceeds, 30 percent of the total assets of the Company; (VII) other matters which laws, administrative regulations or the Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.	**Article 39** Decisions of the general meeting on any of the following matters shall be adopted by special resolution: (I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other, similar securities by the Company; ~~**(II) the issuance of corporate bonds;**~~ ~~(III)~~ II) the division, merger, dissolution, liquidation or change in the corporate form of the Company; ~~(IV)~~III) the amendment of the Articles of Association and its annexes; ~~(V)~~IV) equity incentive plans ~~**(excluding share appreciation rights)**~~; ~~(VI)~~V) the purchase or sale by the Company within one year of (a) material asset(s) exceeding, or the provision of security **to others** the amount(s) of which exceeds, 30 percent of the total assets of the Company; ~~(VII)~~VI) other matters which laws, administrative regulations**, the Listing Rules of the Stock Exchange** or the Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution. **All other matters save for the above shall be decided by the general meeting by ordinary resolution.**

Before amendments	After amendments
Article 44 The list of candidates for directors and supervisors shall be proposed to the general meeting for voting by way of proposal. The nomination methods and procedures for candidates for directors and supervisors are as follows: (I) a shareholder alone or shareholders together holding at least 3 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director and supervisors who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with the Articles of Association and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 7 days before the date the general meeting is to be held. (II) the board of directors and the board of supervisors may, to the extent of the number of persons specified in the Articles of Association, propose a list of recommended director and supervisor candidates consistent with the number of persons to be elected, respectively, and submit the same to the board of directors and the board of supervisors for review. Once the board of directors and the board of supervisors has conducted its review and adopted a resolution determining the director and supervisor candidates, it shall bring the same before the general meeting in the form of a written motion. (III) the written notices of the intention to nominate director and supervisor candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company at least 7 days before the date of the general meeting; the board of directors and the board of supervisors shall provide to the shareholders the resumes and basic particulars of the director and supervisor candidates.	~~**Article 44**~~ ~~**The list of candidates for directors and supervisors shall be proposed to the general meeting for voting by way of proposal. The nomination methods and procedures for candidates for directors and supervisors are as follows:**~~ ~~**(I) a shareholder alone or shareholders together holding at least 3 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director and supervisors who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with the Articles of Association and is not greater than the number of persons to be elected; the aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 7 days before the date the general meeting is to be held.**~~ ~~**(II) the board of directors and the board of supervisors may, to the extent of the number of persons specified in the Articles of Association, propose a list of recommended director and supervisor candidates consistent with the number of persons to be elected, respectively, and submit the same to the board of directors and the board of supervisors for review; once the board of directors and the board of supervisors has conducted its review and adopted a resolution determining the director and supervisor candidates, it shall bring the same before the general meeting in the form of a written motion.**~~ ~~**(III) the written notices of the intention to nominate director and supervisor candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be dispatched to the Company at least 7 days before the date of the general meeting; the board of directors and the board of supervisors shall provide to the shareholders the resumes and basic particulars of the director and supervisor candidates.**~~

Before amendments	After amendments
(IV) the period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 7 days (commencing from the day immediately following the date of issuance of the notice of the general meeting and ending no later than 7 days before the general meeting).	~~(IV) the period accorded by the Company to the nominators and candidates to submit the aforementioned notices and documents shall not be less than 7 days (commencing from the day immediately following the date of issuance of the notice of the general meeting and ending no later than 7 days before the general meeting).~~
(V) the general meeting votes on each of the director and supervisor candidates.	~~(V) the general meeting votes on each of the director and supervisor candidates.~~
(VI) if the need arises for additional or replacement directors and supervisors at short notice, the same shall be proposed by the board of directors and the board of supervisors, recommending that the general meeting elect or replace the same.	~~(VI) if the need arises for additional or replacement directors and supervisors at short notice, the same shall be proposed by the board of directors and the board of supervisors, recommending that the general meeting elect or replace the same.~~
Article 45 The shareholders present at a general meeting shall express one of the following opinions on motions that are put to a vote: consent, opposition or abstention. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".	**Article 40** The shareholders present at a ~~general meetings~~**shareholders' meeting** shall express one of the following opinions on motions that are put to a vote: consent, opposition or abstention. If a ballot is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".
Article 47 If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting. The minutes of meetings together with the sign-in register of attending shareholders and the instruments of appointment of proxies shall be kept at the Company's domicile.	~~**Article 47**~~ ~~**If a vote recount is conducted at a general meeting, the result thereof shall be recorded in the minutes of the meeting.**~~ ~~**The minutes of meetings together with the sign-in register of attending shareholders and the instruments of appointment of proxies shall be kept at the Company's domicile.**~~
Article 48 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after verifying the identity of the shareholder and receiving payment of reasonable charges.	~~**Article 48**~~ ~~**Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after verifying the identity of the shareholder and receiving payment of reasonable charges.**~~

Before amendments	After amendments
CHAPTER 6 VOTING PROCEDURES FOR CLASS SHAREHOLDERS	~~**CHAPTER 6 VOTING PROCEDURES FOR CLASS SHAREHOLDERS**~~
Article 49 If the Company intends to vary or abrogate rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution of the general meeting and by a separate class shareholders' meeting convened by the affected class shareholders in accordance with Chapter 6 of these Rules. Neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws or the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator.	~~**Article 49**~~ ~~If the Company intends to vary or abrogate rights of class shareholders, it may do so only after such variation or abrogation has been approved by way of a special resolution of the general meeting and by a separate class shareholders' meeting convened by the affected class shareholders in accordance with Chapter 6 of these Rules.~~ ~~Neither the approval of the general meeting or a class shareholders' meeting shall be required if a variation or abrogation of the rights of class shareholders arises due to a change in domestic or foreign laws or the listing rules of the place of listing, or due to a decision made in accordance with the law by the domestic or foreign regulator.~~
Article 50 The transfer of all or part of the shares held by domestic shareholders of the Company to overseas investors for listing and trading abroad, or the conversion of all or part of domestic shares to the overseas listed foreign shares for listing on overseas stock exchanges, shall not be deemed as the Company's intention to change or abolish the rights of the class of shareholders. Rights of shareholders of a certain class shall be deemed to be varied or abrogated under the following circumstances: (I) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class; (II) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;	~~**Article 50**~~ ~~The transfer of all or part of the shares held by domestic shareholders of the Company to overseas investors for listing and trading abroad, or the conversion of all or part of domestic shares to the overseas listed foreign shares for listing on overseas stock exchanges, shall not be deemed as the Company's intention to change or abolish the rights of the class of shareholders.~~ ~~Rights of shareholders of a certain class shall be deemed to be varied or abrogated under the following circumstances:~~ ~~(I) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~ ~~(II) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;~~

Before amendments	After amendments
(III) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;	~~(III) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~
(IV) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;	~~(IV) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;~~
(V) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;	~~(V) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;~~
(VI) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;	~~(VI) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;~~
(VII) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;	~~(VII) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~
(VIII) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;	~~(VIII) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;~~
(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;	~~(IX) the issuance of rights to subscribe for, or convert into, shares of such class or another class;~~
(X) the increase of the rights and privileges of shares of another class;	~~(X) the increase of the rights and privileges of shares of another class;~~
(XI) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring;	~~(XI) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring;~~
(XII) the amendment or deletion of the provisions of this Chapter.	~~(XII) the amendment or deletion of the provisions of this Chapter.~~
Article 51 Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 50, except that interested shareholders as stipulated in the Articles of Association shall not have the right to vote at class shareholders' meetings. Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with the provisions of the preceding paragraph.	~~**Article 51**~~ ~~Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 50, except that interested shareholders as stipulated in the Articles of Association shall not have the right to vote at class shareholders' meetings.~~ ~~Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with the provisions of the preceding paragraph.~~

Before amendments	After amendments
Article 52 When the Company holds a class meeting, it shall issue a written notice within the notice time limit of a non-class meeting held together with the class meeting. If there are special provisions in the place where the Company's shares are listed, such provisions shall prevail. The quorum required for a class meeting (other than an adjourned meeting) to change or abolish the rights of the holders of a class of shares must be at least one-third of the holders of the issued shares of that class.	~~**Article 52**~~ ~~**When the Company holds a class meeting, it shall issue a written notice within the notice time limit of a non-class meeting held together with the class meeting. If there are special provisions in the place where the Company's shares are listed, such provisions shall prevail.**~~ ~~**The quorum required for a class meeting (other than an adjourned meeting) to change or abolish the rights of the holders of a class of shares must be at least one-third of the holders of the issued shares of that class.**~~
Article 53 If a class shareholders' meeting is to be called by issuance of a meeting notice, notice of such meeting need be delivered only to the shareholders entitled to vote thereat. The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of these Rules relevant to procedures for the holding of general meetings shall be applicable to class shareholders' meetings.	~~**Article 53**~~ ~~**If a class shareholders' meeting is to be called by issuance of a meeting notice, notice of such meeting need be delivered only to the shareholders entitled to vote thereat.**~~ ~~**The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which general meetings are held. Provisions of these Rules relevant to procedures for the holding of general meetings shall be applicable to class shareholders' meetings.**~~
Article 54 The special voting procedures for class shareholders shall not apply in the following circumstances: (I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the quantity of domestic shares and overseas listed foreign shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes; (II) where the plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority; (III) where, subject to the approval of the State Council or the approval authority authorized thereby, the Company's domestic shares are converted into foreign shares, and listed and traded on a foreign stock exchange.	~~**Article 54**~~ ~~**The special voting procedures for class shareholders shall not apply in the following circumstances:**~~ ~~**(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the quantity of domestic shares and overseas listed foreign shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;**~~ ~~**(II) where the plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority;**~~ ~~**(III) where, subject to the approval of the State Council or the approval authority authorized thereby, the Company's domestic shares are converted into foreign shares, and listed and traded on a foreign stock exchange.**~~
Article 57 These Rules shall be adopted by resolution of the general meetings, serve as an annex to the Articles of Association, and take effect simultaneously with the Articles of Association.	**Article 44** These Rules shall be adopted by resolution of the general meetings, serve as an annex to the Articles of Association, and take effect simultaneously with the Articles of Association.

Before amendments	After amendments
Article 58 The Board shall be responsible for the interpretation of these Rules. Any amendment to these Rules shall be proposed by the Board and submitted to general meetings for consideration and approval.	**Article 45** The Board shall be responsible for the interpretation of these Rules. Any amendment to these Rules shall be proposed by the Board and submitted to general meetings for consideration and approval.

Notes:

1. Due to the addition, deletion, or rearrangement of certain articles, the sequential numbering of articles in the amended the Rules of Procedure for the General Meetings shall be adjusted accordingly in consecutive or descending order.

2. The Rules of Procedure for the General Meetings and the proposed amendments are drafted in Chinese and no formal English version exists. Therefore, any English translation is for reference only. In case of any discrepancy, the Chinese version shall prevail.

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

Before amendments	After amendments
Article 2 The board of directors is the standing body for the Company's operational decision-making. In accordance with the authorization of the general meetings and the provisions of the Articles of Association, it decides on major matters of the Company, is responsible to the general meetings, and reports its work thereto.	**Article 2** The board of directors is the ~~**standing**~~ **authority** body for the Company's operational decision-making. In accordance with the ~~**authorization of the general meetings and**~~ **applicable laws and** the provisions of the Articles of Association, ~~**it decides on major matters of the Company**~~ **it exercises its powers and functions**, is responsible to the general meetings, and reports its work thereto.
Article 4 The board of directors of the Company shall consist of nine directors, including three independent non-executive directors, who shall be elected by general meetings of the Company in accordance with the provisions of the Articles of Association. The board of directors shall have one chairman, who shall be elected and removed by a simple majority of all directors. The term of office is three years, and the chairman may serve consecutive terms upon re-election.	**Article 4** The board of directors of the Company shall consist of nine directors, including **one employee director and** three independent non-executive directors, who shall be elected by general meetings of the Company in accordance with **applicable laws and** the provisions of the Articles of Association**, for a term of three years, and may serve consecutive terms upon re-election**. The board of directors shall have one chairman, who shall be elected and removed by a simple majority of all directors. ~~**The term of office is three years, and the chairman may serve consecutive terms upon re-election.**~~
Article 5 The board of directors shall establish the office of board of directors as its standing body, responsible for handling the daily affairs of the board of directors.	**Article 5** The ~~**board of directors shall establish the**~~ office of board of directors as ~~**its**~~ **a** standing body **of board of directors**, responsible for handling the daily affairs of the board of directors.
Article 6 The Company shall have the Company Secretary, who is a senior management personnel of the Company and shall be appointed or dismissed by the board of directors. The Company Secretary is responsible for general meetings of the Company, the board of directors, and other work assigned to the Company Secretary in accordance with the provisions of the Articles of Association.	**Article 6** The Company shall have the Company Secretary, who is a senior management personnel of the Company and shall be appointed or dismissed by the board of directors. The Company Secretary is responsible for general meetings of the Company, the board of directors, and other work assigned to the Company Secretary in accordance with the provisions of the Articles of Association.
Article 7 In accordance with the provisions of the Articles of Association, the board of directors shall establish specialized committees such as the audit committee, the remuneration committee, and the nomination committee. The specialized committees shall be composed of directors of the Company as members. Members shall be nominated by the chairman and elected by the board of directors. The board of directors may establish other committees or adjust existing committees and their composition as needed.	**Article 7** In accordance with the provisions of the Articles of Association, the board of directors shall establish specialized committees such as the audit committee, the remuneration committee, and the nomination committee. **Each specialized committee is a dedicated working body established under the board of directors, providing consultation, opinions, and recommendations for the board of directors' major decisions.** **Each** specialized committee shall be composed of directors of the Company as members, ~~**Members shall be nominated by the chairman,**~~ **who must comply with the requirements or incentive policies of regulatory rules, the Articles of Association, and the provisions of these rules,** and elected by the board of directors. The board of directors may establish other committees or adjust existing committees and their composition as needed.

Before amendments	After amendments
Article 8 Each specialized committee shall formulate its own working rules, which shall take effect upon approval by the board of directors.	~~**Article 8 Each specialized committee shall formulate its own working rules, which shall take effect upon approval by the board of directors.**~~
	Article 8 The responsibilities of each specialized committee include: **(I) Each specialized committee shall establish a regular meeting system to provide specialized opinions on matters submitted to the board of directors, thereby enhancing the scientific and democratic nature of the board of director's decision-making procedures;** **(II) When a specialized committee exercises its authority, each director shall fully express their opinions. In case of disagreement, all differing opinions shall be submitted to the board of directors along with explanations;** **(III) A specialized committee shall not make any resolutions in the name of the board of directors;** **(IV) A specialized committee may engage intermediary institutions to provide professional opinions, with the related expenses borne by the Company;** **(V) The senior management of the Company and business departments are obligated to provide working services to the board of directors and its specialized committees. With the approval of the board of directors, senior management of the Company and heads of business departments may participate in the relevant work of the specialized committees;** **(VI) Each specialized committee may, when necessary, establish working groups. The members of a working group shall consist of relevant senior management personnel and heads of relevant departments of the Company. They are primarily responsible for providing services to the specialized committees, liaising with relevant departments (including intermediary institutions engaged by the specialized committees during their deliberations), and organizing the Company's subordinate units and functional departments to provide the materials required by the specialized committees.**

Before amendments	After amendments
Article 9 Audit Committee The audit committee shall consist of no fewer than three directors, with independent non-executive directors constituting the majority. The chairman of the audit committee shall be an independent non-executive director, nominated by the chairman and approved by the board of directors through deliberation. The chairman of the audit committee must possess professional experience in accounting or financial management. All members of the audit committee must possess the professional knowledge and business experience necessary to competently perform the duties of the audit committee. The board of directors must conduct regular assessments of the independence and performance of the audit committee members and may replace members deemed unsuitable to continue serving if necessary.	**Article 9** Audit Committee The audit committee shall consist of no fewer than three **non-executive** directors, ~~**with**~~ **among** whom independent non-executive directors constituting the majority. The chairman of the audit committee shall be an independent non-executive director, nominated by the chairman and approved by the board of directors through deliberation. The chairman of the audit committee must possess professional experience in accounting or financial management. All members of the audit committee must possess the professional knowledge and business experience necessary to competently perform the duties of the audit committee. The board of directors must conduct regular assessments of the independence and performance of the audit committee members and may replace members deemed unsuitable to continue serving if necessary.

Before amendments	After amendments
Article 10 The main duties of the audit committee are:	**Article 10** The main duties of the audit committee are:
(I) to monitor and evaluate the work of the external audit institution	(I) to monitor and evaluate the ~~**work of the**~~ external audit institution **and its work results**
1. to assess the independence and professionalism of the external audit institution, in particular the impact on its independence from non-audit services provided by such external audit institution;	1. to assess the independence and professionalism of the external audit institution, in particular the impact on its independence from non-audit services provided by such external audit institution;
2. to propose the appointment or change of external audit institution to the board of directors;	2. to propose the appointment or change of external audit institution to the board of directors;
3. to review the audit fees of and employment terms with the external audit institution;	3. to review the audit fees of and employment terms with the external audit institution;
4. to discuss and communicate on audit scope, audit plans, audit methodology and major issues found in the audit with the external audit institution;	4. to discuss and communicate on audit scope, audit plans, audit methodology and major issues found in the audit with the external audit institution;
5. to monitor and evaluate the diligence and conscientiousness of external audit institution.	5. to monitor and evaluate the diligence and conscientiousness of external audit institution.
(II) to guide the internal audit work	(II) to guide **and supervise** the internal audit work
1. to review the Company's annual internal audit work plan;	1. to review the Company's annual internal audit work plan;
2. to supervise the implementation of the Company's internal audit plan;	2. to supervise the implementation of the Company's internal audit plan;
3. to review the internal audit work report, to evaluate the results of the internal audit work, and to supervise the rectification of major issues;	3. to review the internal audit work report, to evaluate the results of the internal audit work, and to supervise the rectification of major issues;
4. to guide and monitor the effective operation of the internal audit department;	4. to guide and ~~**monitor**~~ **supervise** the effective operation **and performance** of the internal audit department;
5. to ensure that the internal audit function has sufficient resources for operation in the Company;	5. to ensure that the internal audit function has sufficient resources **and an appropriate position** for operation in the Company;
6. to make recommendations on the appointment or removal of the persons-in-charge of the internal audit institution in the Company.	6. to make recommendations on the appointment or removal of the persons-in-charge of the internal audit institution in the Company.

Before amendments	After amendments
(III) to review the Company's financial report and raise opinions thereon:	(III) to review the Company's financial report and raise opinions thereon:
1. to review the Company's financial and accounting policies and practices;	1. to review the Company's financial and accounting policies and practices;
2. to review and monitor the Company's financial statements and financial reports (annual reports, interim reports and quarterly reports) and accounts, and to provide opinions on the truthfulness, completeness and accuracy of the financial reports;	2. to review ~~**and monitor**~~ the Company's financial statements and financial reports (annual reports, interim reports and quarterly reports **(if any)**) and accounts, and to provide opinions on the truthfulness, completeness and accuracy of the financial reports;
3. to focus on major accounting and auditing issues in the Company's financial reports, including adjustments to material accounting errors, changes in significant accounting policies and estimates, issues involving significant accounting judgments, and matters resulting in a failure to receive standard unqualified opinion audit reports, etc.;	3. to focus on major accounting and auditing issues in the Company's financial reports, including adjustments to material accounting errors, changes in significant accounting policies and estimates, issues involving significant accounting judgments, and matters resulting in a failure to receive standard unqualified opinion audit reports, etc.;
4. to pay special attention to the possibilities of fraud, corrupt practice and material misstatements relating to financial reports;	4. to pay special attention to the possibilities of fraud, corrupt practice and material misstatements relating to financial reports;
5. to supervise the rectification of financial reporting issues.	5. to supervise the rectification of financial reporting issues.
(IV) to evaluate the effectiveness of internal control, and to review and supervise the effective operation of the financial reporting system, internal control system and risk management system of the Company, including:	(IV) to evaluate the effectiveness of internal control, and to review and supervise the effective operation of the financial reporting system, internal control system and risk management system of the Company, including:
1. to review and examine the Company's financial controls, internal control and risk management systems, and to evaluate the adequacy of the Company's internal control system design;	1. to review and ~~**examine**~~ **inspect** the Company's financial controls, internal control and risk management systems, and to evaluate the adequacy of the Company's internal control system design;
2. to review the self-evaluation reports on internal control;	2. to review the self-evaluation reports on internal control;
3. to review the internal control audit reports issued by external audit institution, as well as the matters and improvement measures formulated after communication with the external audit institution;	3. to review the internal control audit reports issued by external audit institution, as well as the matters and improvement measures formulated after communication with the external audit institution;
4. to evaluate the internal control assessment and audit results, and to supervise the rectification of deficiencies in internal control;	4. to evaluate the internal control assessment and audit results, and to supervise the rectification of deficiencies in internal control;

Before amendments	After amendments
5. where an internal audit function exists, to ensure co-ordination between the internal and external auditors; to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company; and to review and monitor its effectiveness;	5. ~~where an internal audit function exists,~~ to ~~ensure~~ co-ordination between the internal and external auditors;~~ to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company; and to review and monitor its effectiveness;~~
6. to review the following arrangements made by the Company: employees of the Company can raise concerns about possible improprieties in financial reporting, internal control or other matters. The audit committee shall ensure that proper arrangements are in place for fair and independent investigation of the matters and for appropriate action; and	**6. to** ~~review the following arrangements made by the Company: employees of the Company can raise concerns about possible improprieties in financial reporting, internal control or other matters. The audit committee shall ensure that proper arrangements are in place for~~ **organize or supervise a** fair and independent investigation ~~of the matters and for appropriate action~~**into, and to take appropriate action in respect of any reports or complaints from the Company concerning possible improprieties in financial reporting, internal control or other matters**; and
7. to report to the board of directors on the matters set out herein.	7. to report to the board of directors on the matters set out herein.
(V) to coordinate communications among the management, internal audit department and relevant departments, and the external audit institution	(V) to coordinate communications among the management, internal audit department and relevant departments, and the external audit institution
1. to coordinate communications between the management and external audit institution on material audit matters;	1. to coordinate communications between the management and external audit institution on material audit matters;
2. to coordinate communications between the internal audit department and external audit institution and the cooperation with the external audit work;	2. to coordinate communications between the internal audit department and external audit institution and the cooperation with the external audit work;
3. to act as the key representative for overseeing the relationship between the Company and external auditors.	3. to ~~act as the key representative for overseeing~~ **supervise** the relationship between the Company and external auditors.
(VI) other matters as authorized by the board of directors of the Company and involved in relevant laws and regulations.	

Before amendments	After amendments
	(VI) to exercise other functions and powers prescribed by the Company Law: **1. to examine the financial affairs of the Company;** **2. to supervise the directors and senior management members in their performance of their duties and to propose the removal of directors and senior management members who have violated the laws, administrative regulations, the Articles of Association or the resolutions of the general meetings;** **3. to demand rectification from directors or senior management members when the acts of such persons are detrimental to the interests of the Company;** **4. to propose to convene an extraordinary shareholders' meeting to convene and preside over the shareholders' meeting when the board of directors fails to perform its duties of convening and presiding over the shareholders' meeting as stipulated by the Company Law;** **5. to submit proposals to the shareholders' meeting;** **6. to initiate proceedings against directors or senior management members in accordance with Article 189 of the Company Law;** **7. to exercise other functions and powers prescribed by the Articles of Association.** **(VII)** other matters as authorized by the board of directors of the Company and involved in relevant laws and regulations.

Before amendments	After amendments
Article 11 Remuneration Committee The remuneration committee shall consist of not less than three directors. The chairman shall be nominated by the chairman of the board and approved by the board of directors. The independent directors shall constitute a majority of the remuneration committee and serve as its chairman. The main duties of the remuneration committee are: 1. to conduct research on the performance appraisal criteria of directors, supervisors and senior management members, to perform appraisal and make recommendation to the board of directors; 2. to determine the specific remuneration packages for all executive directors and senior management members, including benefits in kind, pension rights and compensation amounts (including compensation for loss or termination of office or appointment), and to make recommendations to the board of directors regarding the remuneration of non-executive directors. The remuneration committee shall take into account factors such as the remuneration paid by comparable companies, time commitment and duties of the directors, recruitment conditions for other positions within the Company, and whether to determine the remuneration based on performance, etc.; 3. to review and approve performance-based remuneration by reference to corporate goals and objectives passed by the board of directors from time to time; 4. to review compensation payable to executive directors and senior management members for any loss or termination of office or appointment to ensure that they are determined based on relevant contractual terms and are otherwise fair and reasonable and not burdensome for the Company;	**Article 11** Remuneration Committee The remuneration committee shall consist of not less than three directors**, a majority of whom shall be independent non-executive directors**. The chairman **of the remuneration committee** shall be **an independent non-executive director,** nominated by the chairman of the board and approved by the board of directors. ~~**The independent directors shall constitute a majority of the remuneration committee and serve as its chairman.**~~ The main duties of the remuneration committee are: 1. to conduct research on the performance appraisal criteria of ~~**directors, supervisors**~~ **the Company** and senior management members, ~~**to perform appraisal**~~ and **to** make recommendation to the board of directors **regarding the appraisal opinions**; 2. to determine the specific remuneration packages for ~~**all executive directors**~~ **the chairman of the board of directors (limited to full-time capacity only), executive directors holding management positions in the Company** and senior management members, ~~**including benefits in kind, pension rights and compensation amounts (including compensation for loss or termination of office or appointment),**~~ and to make recommendations to the board of directors regarding the remuneration **(including non-fee-paying)** of non-executive directors. ~~**The**~~ **In formulating its opinions and recommendations on remuneration packages, the** remuneration committee shall take into account factors such as the remuneration paid by comparable companies, time commitment and duties of the directors, recruitment conditions for other positions within the Company, and whether to determine the remuneration based on performance, etc.; 3. to review ~~**and approve**~~ **and/or recommend** performance-based remuneration by reference to corporate goals and objectives passed by the board of directors from time to time; 4. to review compensation payable to ~~**executive**~~ directors **or/**and senior management members for any loss or termination of office or appointment to ensure that they are determined based on relevant contractual terms and are otherwise fair and reasonable and not burdensome for the Company;

Before amendments	After amendments
5. to review compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are determined based on relevant contractual terms and are otherwise reasonable and appropriate;	5. to review compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are determined based on relevant contractual terms and are otherwise reasonable and appropriate;
6. to ensure that no director or any of his associates is involved in determining his own remuneration;	6. to ensure that no director or any of his associates is involved in determining his own remuneration;
7. if the service contract of a director is subject to approval by the shareholders as required by the regulatory rules of the place where the shares of the Company are listed, the remuneration committee shall make recommendations to the shareholders as to how to cast their votes;	7. if the service contract of a director is subject to approval by the shareholders as required by the regulatory rules of the place where the shares of the Company are listed, the remuneration committee shall make recommendations to the shareholders as to how to cast their votes;
8. to exercise other functions and powers conferred by the board of directors.	**8. to review and/or approve matters relating to share schemes as described in Chapter 17 of the Listing Rules;** ~~8~~**9**. to exercise other functions and powers **as required or encouraged by laws or regulatory rules, and** conferred by the board of directors.

Before amendments	After amendments
Article 12 Nomination Committee The nomination committee shall consist of not less than three directors. The chairman shall be the chairman of the board of directors or an independent non-executive director, and a majority of the members shall be independent non-executive directors. The main duties of the nomination committee are: 1. to review the structure, size and composition (including skills, knowledge and experience) of the board of directors annually, and to make recommendations on any proposed changes to the board of directors to complement the corporate strategy of the Issuer; 2. to formulate policies on board diversity and to disclose such policies or a summary thereof in the corporate governance report; 3. to conduct research on the selection criteria, procedures and methodologies for the directors, the general manager, the secretary to the board of directors and other senior management of the Company, and make recommendations to the board of directors; 4. to examine and make recommendations on the candidates for directors, general manager and secretary to the board of directors; 5. to appraise the candidate for secretary to the board of directors nominated by the chairman of the board of directors and the candidates for deputy general manager, chief financial officer, etc. nominated by the general manager, and to submit appraisal opinions to the board of directors; 6. to make recommendations to the board of directors for approval on the candidates for directors and shareholder representative supervisors of wholly-owned subsidiaries, and the candidates for shareholder representatives, directors and shareholder representative supervisors of controlled subsidiaries and associates;	**Article 12** Nomination Committee The nomination committee shall consist of not less than three directors**, a majority of whom shall be independent non-executive directors, and shall adhere to the diversity policy required or encouraged by the regulatory authorities**. The chairman **of the nomination committee** shall be the chairman of the board of directors or an independent non-executive director, **and shall be approved by the board of directors.** ~~**and a majority of the members shall be independent non-executive directors.**~~ The main duties of the nomination committee are: 1. to review **and evaluate** the structure, size and composition (including skills, knowledge and experience) of the board of directors annually, **assist the board of directors in preparing a skills list for the board of directors,** and to make recommendations on ~~**any**~~ proposed changes to the board of directors to complement the corporate strategy~~**of the Issuer**~~; 2. to formulate policies on board diversity and to disclose such policies or a summary thereof in the corporate governance report; 3. to study the selection criteria, procedures and methodologies for the directors, the general manager, the secretary to the board of directors and other senior management of the Company, and to make recommendations to the board of directors; 4. to examine and make recommendations on the candidates for directors, general manager and secretary to the board of directors; 5. to appraise the candidate for secretary to the board of directors nominated by the chairman of the board of directors and the candidates for deputy general manager, chief financial officer, etc. nominated by the general manager, and to submit appraisal opinions to the board of directors; ~~**6. to make recommendations to the board of directors for approval on the candidates for directors and shareholder representative supervisors of wholly-owned subsidiaries, and the candidates for shareholder representatives, directors and shareholder representative supervisors of controlled subsidiaries and associates;**~~

Before amendments	After amendments
7. to search for candidates for vacant positions in the domestic and overseas talent markets as well as within the Company;	~~7~~**6**. to identify candidates for vacant positions in the domestic and overseas talent markets as well as within the Company;
8. to evaluate the independence of independent non-executive directors;	~~8~~**7**. to assess the independence of independent non-executive directors;
9. to make recommendations to the board of directors on succession planning for the appointment or re-appointment of directors (in particular the chairman of the board of directors and the general manager); and	~~9~~**8**. to make recommendations to the board of directors on the appointment~~, or,~~ re-appointment **or succession planning** of directors (in particular the chairman of the board of directors and the general manager); and
10. to exercise other functions and powers conferred by the board of directors.	**9. to support the regular assessment of the board of directors;** 10. to exercise other functions and powers conferred by the board of directors.
Article 13 A special committee is a working body established under the board of directors to provide consultation, opinions and recommendations for the board's major decisions.	~~**Article 13 A special committee is a working body established under the board of directors to provide consultation, opinions and recommendations for the board's major decisions.**~~
(I) A special committee shall establish a regular meeting system, issue special opinions on board proposals, and enhance the scientific and democratic nature of the board's decision-making process;	~~**(I) A special committee shall establish a regular meeting system, issue special opinions on board proposals, and enhance the scientific and democratic nature of the board's decision-making process;**~~
(II) When a special committee exercises its functions and powers, all directors shall fully express their opinions. In the event of disagreement, each dissenting opinion shall be submitted to the board of directors together with an explanation;	~~**(II) When a special committee exercises its functions and powers, all directors shall fully express their opinions. In the event of disagreement, each dissenting opinion shall be submitted to the board of directors together with an explanation;**~~
(III) A special committee shall not make any resolution in the name of the board of directors;	~~**(III) A special committee shall not make any resolution in the name of the board of directors;**~~
(IV) A special committee may engage an intermediary institution to provide professional advice, and the relevant expenses shall be borne by the Company;	~~**(IV) A special committee may engage an intermediary institution to provide professional advice, and the relevant expenses shall be borne by the Company;**~~
(V) The Company's senior management members and business departments are obliged to provide work services to the board of directors and its special committees. With the consent of the board of directors, the Company's senior management members and heads of business departments may participate in the relevant work of the special committees;	~~**(V) The Company's senior management members and business departments are obliged to provide work services to the board of directors and its special committees. With the consent of the board of directors, the Company's senior management members and heads of business departments may participate in the relevant work of the special committees;**~~

Before amendments	After amendments
(VI) These special committees may, when necessary, establish a working group. The members of the working group shall be composed of relevant senior management members of the Company and heads of relevant departments, primarily responsible for providing services to the special committees and maintaining liaison with relevant departments (including intermediary institutions engaged by the special committees during their deliberation process), and for organising the Company's subsidiaries and their functional departments to provide the special committees with the required materials.	**~~(VI) These special committees may, when necessary, establish a working group. The members of the working group shall be composed of relevant senior management members of the Company and heads of relevant departments, primarily responsible for providing services to the special committees and maintaining liaison with relevant departments (including intermediary institutions engaged by the special committees during their deliberation process), and for organising the Company's subsidiaries and their functional departments to provide the special committees with the required materials.~~**
	Article 13 These special committees shall develop working rules, which shall take effect after being approved by the Board.
Article 15 The board of directors shall hold at least four regular meetings each year. Meetings shall be convened by the chairman of the board. The notice of a regular meeting shall be issued 14 days before the date of the meeting. The meeting notice shall at least contain the time and venue of the meeting, and the specific proposal and content of the meeting may be delivered five days before the meeting. An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, the general manager or the supervisory committee. Chairman of the board of directors shall convene and chair the meetings of the board of directors within 10 days after receiving such proposal.	**Article 15** The board of directors shall hold at least four regular meetings each year. Meetings shall be convened by the chairman of the board. **Such meetings may be held in the form of physical meetings, effective means of communication, or other non-written circulation meetings and voting methods.** **~~The notice of a regular meeting shall be issued 14 days before the date of the meeting. The meeting notice shall at least contain the time and venue of the meeting, and the specific proposal and content of the meeting may be delivered five days before the meeting.~~** An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, **the audit committee, the Party Committee,** the general manager **~~or the supervisory committee. Chairman of the board of directors shall convene and chair the meetings of the board of directors within 10 days after receiving such proposal.~~**

Before amendments	After amendments
Article 16 If an extraordinary meeting is to be held in accordance with the proposals in the preceding article, a written proposal signed (or sealed) by the proposer shall be submitted through the Board office or to the chairman directly. Such written proposal shall contain the following: (I) the name of the proposer; (II) the reasons or the objective matters such proposal is based on; (III) the time or time limit, place and manner of the proposed meeting; (IV) the specific and detailed proposals; (V) the contact information of the proposer and the proposed date, etc.	**Article 16** ~~**If an extraordinary meeting is to be held in accordance with the proposals in the preceding article.**~~ **If a person entitled to make a proposal** proposes to convene an extraordinary meeting, a written proposal signed (or sealed) by the proposer shall be submitted through the Board office or to the chairman directly. Such written proposal shall contain the following: (I) the name of the proposer; (II) the reasons or the objective matters such proposal is based on; (III) the time or time limit, place and manner of the proposed meeting; (IV) the specific and detailed proposals; (V) the contact information of the proposer and the proposed date, etc.
Article 18 The Board office shall forward the written proposal and related materials to the chairman on the same date upon receipt. If the chairman believes that the proposal is not specific, detailed or related materials are not sufficient, the chairman may request the proposer's modification or supplement. The chairman of the board of directors shall convene and preside over the meetings of the board of directors within ten days after receiving the proposal or the request from the securities regulatory department.	**Article 18** The Board office shall forward the written proposal and related materials to the chairman on the same date upon receipt. If the chairman believes that the proposal is not specific, detailed or related materials are not sufficient, the chairman may request the proposer's modification or supplement. The chairman of the board of directors shall convene and preside over the meetings of the board of directors within ten days **from the date of the proposal** or after receiving the proposal ~~**or the request from the securities regulatory department**~~.
Article 19 The notice of the meetings of the board of directors shall be served to all directors by hand, mail or facsimile. Notices shall be fourteen days prior to the date of a regular meeting of the board of directors or five days before the date of an extraordinary meeting of the board of directors, which shall serve a written notice to all directors, supervisors, general manager and the secretary to the board of directors in principle.	~~**Article 19 The notice of the meetings of the board of directors shall be served to all directors by hand, mail or facsimile. Notices shall be fourteen days prior to the date of a regular meeting of the board of directors or five days before the date of an extraordinary meeting of the board of directors, which shall serve a written notice to all directors, supervisors, general manager and the secretary to the board of directors in principle.**~~
Article 20 In case of emergency, if an extraordinary meeting of the board of directors needs to be convened as soon as possible, the notice of meeting may be sent by telephone or other verbal means, however, the convener shall make explanations at the meeting and record the same in the minutes of the meeting.	~~**Article 20 In case of emergency, if an extraordinary meeting of the board of directors needs to be convened as soon as possible, the notice of meeting may be sent by telephone or other verbal means, however, the convener shall make explanations at the meeting and record the same in the minutes of the meeting.**~~
Article 21 Meetings of the board of directors shall be convened and presided over by the chairman of the board of directors; if the chairman of the board of directors is unable or fails to perform his/her duties, a director nominated by more than half of the directors shall convene and preside over meetings.	~~**Article 21 Meetings of the board of directors shall be convened and presided over by the chairman of the board of directors; if the chairman of the board of directors is unable or fails to perform his/her duties, a director nominated by more than half of the directors shall convene and preside over meetings.**~~

Before amendments	After amendments
CHAPTER V CONSIDERATION PROCEDURES AND RESOLUTION of MEETINGS of BOARD of DIRECTORS	~~**CHAPTER V CONSIDERATION PROCEDURES AND RESOLUTION of MEETINGS of BOARD of DIRECTORS**~~
Article 22 Meetings of the board of directors may be held only if more than one half of the directors are present. Meetings of the board of directors shall be attended by the directors in person. If a director is unable to attend a meeting for any reason, he shall appoint another director in writing to attend the meeting on his behalf. Such instrument of appointment shall specify the names of the proxy, the issues, the scope of authorization granted by the principal and the term of validity of the appointment and with principal's signature or seal. The director attending the meeting on behalf of the absent director shall exercise the director's rights to the extent authorized. If a director fails to attend a meeting of the board of directors and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at such meeting. Senior management members shall attend the meetings of the board of directors in a non-voting capacity for consideration of relevant resolutions of the annual general meetings. When he or she deems it necessary, the meeting convener may notify other supervisors, senior management members and other relevant persons to attend a meeting of the board of directors in a non-voting capacity.	~~**Article 22** Meetings of the board of directors may be held only if more than one half of the directors are present.~~ ~~Meetings of the board of directors shall be attended by the directors in person. If a director is unable to attend a meeting for any reason, he shall appoint another director in writing to attend the meeting on his behalf. Such instrument of appointment shall specify the names of the proxy, the issues, the scope of authorization granted by the principal and the term of validity of the appointment and with principal's signature or seal. The director attending the meeting on behalf of the absent director shall exercise the director's rights to the extent authorized. If a director fails to attend a meeting of the board of directors and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at such meeting.~~ ~~Senior management members shall attend the meetings of the board of directors in a non-voting capacity for consideration of relevant resolutions of the annual general meetings. When he or she deems it necessary, the meeting convener may notify other supervisors, senior management members and other relevant persons to attend a meeting of the board of directors in a non-voting capacity.~~
Article 23 Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon. When voting on board resolutions, each director shall have one vote. The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he or she shall be deemed to abstain.	~~**Article 23** Once each motion has been fully discussed, the chairman shall propose that the directors present at the meeting vote thereon. When voting on board resolutions, each director shall have one vote.~~ ~~The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him or her to select again. If he or she refuses to make a selection, he or she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he or she shall be deemed to abstain.~~

Before amendments	After amendments
Article 24 Votes at meetings of the board of directors held in person shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and a meeting at which the dismissal of the secretary to the board to be considered shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain. In the event of a conflict on the content of different resolutions, the resolution adopted the later in time shall prevail.	~~**Article 24** Votes at meetings of the board of directors held in person shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he or she says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person.~~ ~~Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the board of directors, a meeting at which a major shareholder (for the purpose of this section only, major shareholders refer to shareholders who individually or jointly hold more than 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and a meeting at which the dismissal of the secretary to the board to be considered shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he or she shall be deemed to abstain.~~ ~~In the event of a conflict on the content of different resolutions, the resolution adopted the later in time shall prevail.~~
Article 25 If at least one-quarter of the directors believe that they are unable to reach a determination on a relevant matter because the motion before the board of directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the board of directors shall accept the proposal. The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.	~~**Article 25** If at least one-quarter of the directors believe that they are unable to reach a determination on a relevant matter because the motion before the board of directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that discussion of the motion in question be postponed to a later time. In such circumstances the board of directors shall accept the proposal. The directors who proposed postponement of the discussion shall put forth clear requirements in respect of the conditions that are to be satisfied for the motion to be submitted again for consideration.~~

Before amendments	After amendments
Article 26 If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors, he or she may not exercise his right to vote regarding such resolution, nor may he or she the voting right of another director as such director's proxy thereon. Such a meeting of the board of directors may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one half of the directors without a connected relationship. If the board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.	~~**Article 26 If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors, he or she may not exercise his right to vote regarding such resolution, nor may he or she the voting right of another director as such director's proxy thereon. Such a meeting of the board of directors may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one half of the directors without a connected relationship. If the board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.**~~
Article 27 After voting by the directors present at the meeting, relevant personnel from the office of the Board shall collect the votes of directors in time, and hand them over to the secretary of the board of directors for counting the voting results in accordance with the voting requirements set out in the Articles of Association under the supervision of an independent director or other directors.	**Article 19** After voting by the directors present at the meeting, relevant personnel from the office of the Board shall collect the votes of directors in time, and hand them over to the secretary of the board of directors for counting the voting results in accordance with the voting requirements set out in the Articles of Association under the supervision of an independent director or ~~**other**~~ **all attending directors**.
Article 30 The Board shall exercise powers in strict accordance with the authorization of general meeting and the Articles of Association and powers and shall not to exceed such powers.	**Article 22** The Board shall exercise powers **within its scope of authority** in strict accordance with ~~**the authorization of general meeting**~~ **laws, regulatory policies and the provisions of** the Articles of Association and powers and shall not to exceed such powers.
Article 31 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. If a director has an objection to the meeting minutes or a board resolution, he or she may give a written explanation thereof. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability. The minutes of the board of directors shall be kept as records of the Company for a period of ten years.	~~**Article 31 The board of directors shall keep minutes of its decisions on the matters considered at its meetings. If a director has an objection to the meeting minutes or a board resolution, he or she may give a written explanation thereof.**~~ ~~**The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors is in violation of laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.**~~ ~~**The minutes of the board of directors shall be kept as records of the Company for a period of ten years.**~~

Before amendments	After amendments
Article 33 The minutes of the meeting shall consist of the following: (I) the date and venue for the convention of meeting and name of person summoning the meeting; (II) the name of the director present and name of director being appointed to attend on the other's behalf; (III) the agenda; (IV) the main point of director's speech; (V) the voting result of each agenda and the result (the result shall state the number of votes for and against).	~~**Article 33 The minutes of the meeting shall consist of the following:**~~ ~~**(I) the date and venue for the convention of meeting and name of person summoning the meeting;**~~ ~~**(II) the name of the director present and name of director being appointed to attend on the other's behalf;**~~ ~~**(III) the agenda;**~~ ~~**(IV) the main point of director's speech;**~~ ~~**(V) the voting result of each agenda and the result (the result shall state the number of votes for and against).**~~
Article 34 For any matter not covered in the Rules shall be handled in accordance with the relevant provisions of applicable laws and regulations, the rules governing the listing of the Company's shares, and the Company's Articles of Association.	**Article 24** For any matter not covered in the Rules shall be handled in accordance with the relevant provisions of applicable laws and regulations, the **regulatory** rules ~~**governing the listing of the Company's shares**~~, and the Company's Articles of Association.
Article 36 The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association, and shall come into effect at the same time as the Articles of Association does.	**Article 26** The Rules are adopted at the general meeting by a resolution and are the appendix to the Articles of Association, and ~~**shall come into effect at the same time as**~~ **their term of validity shall be the same as that of** the Articles of Association does.

Notes:

1. The addition, deletion or reordering of certain provisions in the Articles of Association causes any change in article numbering, the numbering in the amended the Rules of Procedure of the Board will be adjusted accordingly.

2. The Rules of Procedure for Board Meetings and the proposed amendments thereto are drafted in Chinese and have no official English version. Therefore, any English translation thereof is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

FINANCIAL STREET PROPERTY CO., LIMITED
金融街物業股份有限公司

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

(Stock Code: 1502)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the "**AGM**") of Financial Street Property Co., Limited (the "**Company**") will be held on 22/F, Xihuan Plaza Tower 2, 1 Xizhimenwai Avenue, Xicheng District, Beijing, the PRC on Friday, 12 June 2026 at 2:00 p.m. for the purposes of considering and, if thought fit, approving the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company's circular dated 13 May 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and approve the 2025 Report of the Board.

2. To consider and approve the 2025 Audited Consolidated Financial Statements.

3. To consider and approve the 2025 Annual Report.

4. To consider and approve the profit distribution plan for 2025 (proposed a final dividend of RMB0.145 per Share (before tax)).

5. To consider and approve the annual financial budget for 2026.

6. To consider and approve the re-appointment of Grant Thornton Hong Kong Limited (致同(香港)會計師事務所有限公司) as the international auditor and Grant Thornton (Special General Partnership) (致同會計師事務所(特殊普通合夥)) as the domestic auditor of the Company for 2026, respectively for a term until the conclusion of the next annual general meeting of the Company, and approve their remuneration.

SPECIAL RESOLUTIONS

7. To consider and approve the proposed amendments to the Articles of Association.

8. To consider and approve the proposed amendments to the Rules of Procedure for the General Meetings.

9. To consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors.

By order of the Board
Financial Street Property Co., Limited
Sun Jie
Chairman

Beijing, the PRC, 13 May 2026

As at the date of this notice, the Board comprises Mr. Sun Jie and Mr. Song Ronghua as executive Directors; Mr. Meng Chunying, Mr. Han Fengxiang and Mr. Guo Mingming as non-executive Directors; Mr. Song Baocheng, Ms. Tong Yan and Ms. Lu Qing as independent non-executive Directors; and Ms. Lyu Min as employee representative Director.

Notes:

1. All resolutions at the AGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (www.hkexnews.hk) and the Company (www.jrjlife.com) in accordance with the Listing Rules.

2. All Shareholders are eligible for attending the AGM. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the AGM and vote instead of him/her. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her.

3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to (i) the Company's principal place of business in the People's Republic of China (the "**PRC**") on 24/F, Xihuan Plaza Tower 2, 1 Xizhimenwai Avenue, Xicheng District, Beijing, the PRC (for Domestic Shareholders) or (ii) the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) not less than 24 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.

4. For the purpose of determining the Shareholders' eligibility to attend and vote at the AGM (and any adjourned meeting thereof), the register of members of the Company will be closed from Monday, 8 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of the Shares will be registered. The record date for determining the eligibility to attend and vote at the AGM (and any adjournment thereof) will be on Friday, 12 June 2026. In order for the H Shareholders to qualify for attending and voting at the AGM, all properly completed share transfer forms together with the relevant H share certificates shall be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 June 2026.

5. For the purpose of determining the identity of the Shareholders entitled to the Annual Dividend in respect of the year ended 31 December 2025, the H Share register of members of the Company will be closed from Thursday, 18 June 2026 to Wednesday, 24 June 2026, both days inclusive, during which period no transfer of H Shares will be registered. The record date for determining the identity of the Shareholders entitled to the Annual Dividend in respect of the year ended 31 December 2025 will be on Wednesday, 24 June 2026. For entitlement to the above annual dividend, all share certificates together with the share transfer forms shall be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 17 June 2026.

6. The AGM is expected to take no more than half a day. Shareholders who attend the AGM (in person or by proxy) shall bear their own travelling and accommodation expenses. Shareholders may contact the Company via telephone at +86 10 6621 5866 and email at ir@fsig.com.cn for any enquires in respect of the AGM.

7. Shareholders or their proxies shall provide their identification documents when attending the AGM. In case of a corporate Shareholder, its proxy or other person authorized to attend the meeting with a resolution passed by the board of directors or other decision-making authorities of such corporate Shareholder, should provide a copy of such resolution.

8. In case of joint holders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.