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Guangdong Join-Share Financing Guarantee Investment Co., Ltd.*

廣東中盈盛達融資擔保投資股份有限公司

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

(Stock Code: 1543)

PROPOSED CHANGE OF COMPANY NAME AND SCOPE OF BUSINESS; PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION; PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETINGS; PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD MEETINGS

This announcement is made by Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the "**Company**" or the "**company**", together with its subsidiaries, the "**Group**" or the "**group**") pursuant to Rule 13.45(5) and Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors of the Company announces that at the Board meeting convened on 12 June 2026, the followings, among others, were considered and approved: (i) proposed amendments to the Company name and scope of business; (ii) proposed amendments to the articles of association of the Company (the "**Articles of Association**"); (iii) proposed amendments to the rules of procedures for shareholders' meetings of the Company; and (iv) proposed amendments to the rules of procedures for

Board meetings of the Company. Accordingly, the Company intends to present the resolutions above to shareholders of the Company ("**Shareholders**"), the details of which are as follows:

(I) PROPOSED AMENDMENTS TO THE COMPANY NAME AND SCOPE OF BUSINESS

Pursuant to the group restructuring arrangements, the Company has ceased to carry out financing guarantee business, and such business will continue to be conducted by its subsidiary, Guangdong Join-Share Financing Guarantee Co., Ltd.* (廣東中盈盛達融資擔保有限公司). Accordingly, the words "Financing Guarantee" are proposed to be removed from the Company's registered name and business scope. To this end, the Company proposes to change its company name and business scope, details of which are as follows:

I. Change of Company Name

Original Company Name: 廣東中盈盛達融資擔保投資股份有限公司(Guangdong Join-Share Financing Guarantee Investment Co., Ltd.*)

Proposed change of Company Name: 廣東中盈盛達投資集團股份有限公司(Guangdong Join-Share Investment Group Co., Ltd.*)

Conditions for Proposed Change of Company Name

The proposed change of company name is conditional upon the satisfaction of the following conditions, among others:

(i) the passing of a special resolution by the shareholders at the extraordinary general meeting of the Company (the "**EGM**") to amend the company name and make corresponding amendments to the Articles of Association; and

(ii) with respect to the proposed name "廣東中盈盛達投資集團股份有限公司(Guangdong Join-Share Investment Group Co., Ltd.*)", all relevant approvals, authorizations, permits and consents have been obtained from the competent authorities in the PRC, and all filing and registration formalities have been completed in the PRC.

The proposed change of company name will become effective upon satisfaction of the above conditions. Thereafter, the Company will carry out the necessary filing procedures with the Hong Kong Companies Registry. Further announcement(s) will be published by the Company in due course to inform Shareholders of the updates of the Company's new company name.

Impact of Proposed Change of Company Name

The Board believes that the proposed name can better reflect the business scope of the Group and enhance the brand awareness of the Group. Therefore, the Board considers that the proposed change of company name is in the interests of the Company and Shareholders as a whole.

The proposed change of company name will not affect any rights of the Shareholders. After the proposed change of company name becomes effective, all existing issued share certificates of the Company bearing the Company's existing name will continue to be valid and serve as documents of title to the shares, and will remain valid for trading, settlement, registration and clearing purposes. Accordingly, the Company will not make any arrangements for the exchange of existing share certificates for new share certificates bearing the Company's new name. After the proposed change of company name becomes effective, the Company's new share certificates will be issued under the Company's new name, and the Company's H shares will be traded on the Stock Exchange under its new name. The English and Chinese stock short names for the Company's H shares traded on the Stock Exchange will be updated accordingly after the proposed change of company name becomes effective.

II. Change of Business Scope

Original business scope: providing companies and individuals with such financial guarantees as loan guarantee, bill acceptance guarantee, trade financing guarantee, project financing guarantee, and unsecured guarantee, in addition to attachment bonds, contract bonds as well as agency services such as financing consultancy and financial advice, and investments with its own funds.

Proposed business scope: General items: investment activities with own funds; **entrepreneurship space services;** financing consulting services; **bills information consulting services;** financial consulting; **enterprise management; enterprise management consulting; corporate headquarters management; information technology consulting services; marketing planning; project planning and public relations services; park management services;** non-residential real estate leasing; **domestic trade agency;** non-guarantee financing services; **network technology services; artificial intelligence public service platform technical consulting services; artificial intelligence basic resources and technology platform; artificial intelligence industry application system integration services; leasing services (excluding licensed leasing services); commercial complex management services; brand management; standardization services; professional design services; technology intermediary services.** (Except for projects that require approval by law, business activities are carried out independently according to law with the business license).

The details of the amendments are as follows:

I. The Company has ceased to carry out the financing guarantee business and proposes to delete the following business scope items: "providing companies and individuals with such financial guarantees as loan guarantee, bill acceptance guarantee, trade financing guarantee, project financing guarantee, and unsecured guarantee".

II. The original business scope is standardized under the requirements of the Catalogue of Standardized Expressions for Business Scope Registration (Trial) issued by the State Administration for Market Regulation.

    1. "in addition to attachment bonds, contract bonds" is summarized as "General item: non-guarantee financing services";

    2. "agency services such as financing consultancy" is changed to "financing consulting services";

III. Based on the actual need that the Company already owns properties and leases them to external parties, the service item "Non-residential real estate leasing" is added.

IV. Based on the operating needs of the Company, the following business scope is proposed to be added: "General items: entrepreneurship space services; bills information consulting services; enterprise management; enterprise management consulting; corporate headquarters management; information technology consulting services; marketing planning; project planning and public relations services; park management services; domestic trade agency; network technology services; artificial intelligence public service platform technical consulting services; artificial intelligence basic resources and technology platform; artificial intelligence industry application system integration services; leasing services (excluding licensed leasing services); commercial complex management services; brand management; standardization services; professional design services; technology intermediary services. (Except for projects that require approval by law, business activities are carried out independently according to law with the business license.)"

Conditions for Proposed Amendment to Scope of Business

The proposed amendment to the Company's business scope is conditional upon the satisfaction of the following conditions, among others:

(i) the passing of a special resolution by Shareholders at the extraordinary general meeting to approve the amendment to the Articles of Association; and

(ii) the approval of the proposed amendment to the business scope by the relevant competent authorities in the PRC.

The proposed amendment to the business scope will become effective on the date on which a new business license is issued by the relevant competent authority in the PRC. The Board believes that the proposed amendment to the Company's business scope is in the interest of the Company and Shareholders as a whole.

(II) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

As the Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" ("**Mandatory Provisions**") and the Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong have been abolished, and certain rules of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") have been abolished or amended, the Company proposes to adjust the relevant contents of the Articles of Association and abolish the board of supervisors in accordance with the current Company Law of the People's Republic of China (the "**Company Law**"), with reference to the Guidelines for the Articles of Association of Listed Companies, and in light of the Company's actual needs. In addition, pursuant to the group restructuring arrangements, the Company will no longer continue to carry out the financing guarantee business, and the words "Financing Guarantee" will no longer be used in its registered name and business scope. Accordingly, the Company proposes to change its company name and business scope, and further proposes to adjust the relevant contents of the Articles of Association based on the Company's actual needs. These amendments will be submitted to the Shareholders for consideration and approval at the extraordinary general meeting.

The specific proposed amendments to the Articles of Association are as follows:

Corresponding articles of new AOA	Before revise	After revise
Chapter 1 Article 1	**Article 1 of Original Chapter 1:** These Articles of Association are drawn up in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the "Securities Law of the People's Republic of China" ("Securities Law"), "**Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" ("Mandatory Provisions"), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong**, "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" ("Listing Rules"), **the Interim Measures for the Administration of Financing Guarantee Companies,** and other relevant laws and regulations to maintain the legitimate interests of Guangdong Join-Share Financing Guarantee Investment Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate the organisation and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law and other relevant laws and administrative regulations of the People's Republic of China. The Company was established on March 12, 2009 by way of promotion in the People's Republic of China (the "PRC", excluding, for the purpose of this Articles of Association and its appendices, the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan) and registered at the Administration for Industry and Commerce of Foshan City of Guangdong Province with a business license for an enterprise as legal person granted. The registered number of the Company's business license for an enterprise as legal person is 440600000001670.	**Article 1 of Current Chapter 1:** These Articles of Association are drawn up in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the "Securities Law of the People's Republic of China" ("Securities Law"), "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" ("Listing Rules"), and other relevant laws and regulations to maintain the legitimate interests of **Guangdong Join-Share Investment Group Co., Ltd.** (the "Company") and its shareholders and creditors, and to regulate the organisation and conducts of the Company. The Company is a joint stock limited liability company established in accordance with the Company Law and other relevant laws and administrative regulations of the People's Republic of China. The Company was established on March 12, 2009 by way of promotion in the People's Republic of China (the "PRC", excluding, for the purpose of this Articles of Association and its appendices, the Special Administrative Region of Hong Kong, the Special Administrative Region of Macau and Taiwan) and registered at the Administration for Industry and Commerce of Foshan City of Guangdong Province with a business license for an enterprise as legal person granted. The registered number of the Company's business license for an enterprise as legal person is 440600000001670. **1. Deleted content:** **Deletion:** "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" ("Mandatory Provisions"), Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong, the Interim Measures for the Administration of Financing Guarantee Companies

Corresponding articles of new AOA	Before revise	After revise
		Basis for revision: 1. Based on changed Company Name. 2. As the "**Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" ("Mandatory Provisions"),** Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong have been abolished, and such contents involved in this article is as such deleted. 3. The Company ceases to engage in financing guarantee business and the Interim Measures for the Administration of Financing Guarantee Companies is deleted.
Chapter 1 Article 2	**Article 2 of Original Chapter 1:** The registered name of the Company: In Chinese:廣東中盈盛達融資擔保投資股份有限公司 In English: Guangdong Join-Share Financing Guarantee Investment Co., Ltd.	**Article 2 of Current Chapter 1:** The registered name of the Company: In Chinese:**廣東中盈盛達投資集團股份有限公司** In English: **Guangdong Join-Share Investment Group Co., Ltd.** **Basis for revision:** Based on changed Company Name.
Chapter 1 Article 3	**Article 3 of Original Chapter 1:** The address of the Company: Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC Zip: **528000** Telephone: 86–757–83303189 Fax: 86–757–83200228	**Article 3 of Current Chapter 1:** The address of the Company: Room 4101–4110, Block 1, Join-Share International Financing Center, No. 31 Fuhua Road, Dongping Community, Lecong Town, Shunde District, Foshan, Guangdong Province, the PRC **(Domicile Declaration)** Zip: **528315** Telephone: 86–757–83303189 Fax: 86–757–83200228 **Basis for Revision:** 1. Complete as required by the regulatory provisions of the Market Supervision Administration; 2. Update according to the local postal code.
Chapter 1 Article 4	**Article 4 of Original Chapter 1:** The Company's legal representative is the chairman of the board of directors of the Company.	**Article 4 of Current Chapter 1:** The Company's legal representative is the director who performs the Company's affairs on behalf of the Company, and elected by the board of directors. The chairman of the board of directors is the director who performs the Company's affairs on behalf of the Company. **Basis for Revision:** Revised in accordance with Article 10 of the Company Law

Corresponding articles of new AOA	Before revise	After revise
Chapter 1 Article 6	**Article 6 of Original Chapter 1:** **These Articles of Association shall become effective as of the date on which the overseas-listed foreign-invested shares are listed on The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange"); the original Articles of Association of the Company shall automatically expire on the effective date of these Articles of Association.** From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders.	**Article 6 of Current Chapter 1:** **These Articles of Association shall become effective as of the date on approval by the shareholders' meeting of the Company.** From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders. **Basis for Revision:** The Mandatory Provisions on which the original article was based has been abolished. The content of Article 23 of the Mandatory Provisions is no longer applicable, and adaptive adjustments have been made accordingly.
Chapter 1 Article 7	**Article 7 of Original Chapter 1:** These Articles of Association are binding on the Company, its shareholders, directors, supervisors and senior management personnel; all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association. A shareholder may take legal action against the Company, other shareholders or directors, supervisors, and senior management personnel of the Company pursuant to these Articles of Association, and the Company may take legal action against shareholders or directors, supervisors, and senior management personnel of the Company pursuant to these Articles of Association. The legal actions referred to in the preceding paragraph include court proceedings and arbitration proceedings. Unless otherwise defined, senior management personnel referred to in these Articles of Association refers to the president, vice president, chief financial officer, risk management director, and board secretary.	**Article 7 of Current Chapter 1:** These Articles of Association are binding on the Company, its shareholders, directors and senior management personnel; all of whom are entitled to make claims concerning the affairs of the Company in accordance with these Articles of Association. A shareholder may sue the Company, other shareholders and directors or senior management personnel of the Company in accordance with the Articles of Association. The Company may sue shareholders and directors or senior management personnel of the Company in accordance with the Articles of Association. If a director or a senior management personnel other than members of the audit committee violates the law, administrative regulations or any provisions of the Articles when carrying out his/her Company duties that has resulted in losses to the Company, any shareholder holding over one percent of the shares in the Company individually or aggregately for one hundred and eighty consecutive days may request the Audit Committee in writing to file a lawsuit with the People's Court; If any member of the Audit Committee violates the law, administrative regulations or provisions of the Articles when carrying out his/her Company duties that has resulted in losses to the Company, any aforementioned shareholder may request the Board of Directors in writing to file a lawsuit with the People's Court.

Corresponding articles of new AOA	Before revise	After revise
		If the Audit Committee or the Board of Directors refuses to file such lawsuit after a written request under the preceding paragraph has been received from a shareholder, or fails to file such lawsuit within thirty days from the date when the request was received, or the situation is so urgent that failure to file an immediate lawsuit will lead to irreparable losses suffered by the Company, a shareholder who meets the requirements under the previous paragraph may file a lawsuit directly with the People's Court in his own name, in the interest of the Company. If a person infringes any lawful interests of the Company that has resulted in losses suffered by the Company, a shareholder who meets the requirements under the third paragraph may file a lawsuit with the People's Court in accordance with the provisions of paragraphs 3 and 4 of this article. Where the directors, supervisors or senior management personnel of a wholly owned subsidiary of the Company violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, any shareholder holding over one percent of the shares of the Company individually or aggregately for one hundred and eighty consecutive days may request the board of supervisors, the board of directors of the wholly-owned subsidiary in writing to file a lawsuit with the People's Court or directly file a lawsuit with the People's Court in its own name in accordance with the first three paragraphs of Article 189 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
		Unless otherwise defined, senior management personnel referred to in these Articles of Association refers to the **general manager** (president), the **deputy general manager** (vice president), the **financial controller** (chief financial officer), chief risk control officer and board secretary. **Basis for Revision:** 1. Adjusted in accordance with Articles 121 and 189 of the Company Law, and with reference to Article 11 of the Guidelines for the Articles of Association of Listed Companies; 2. The board of supervisors is abolished in accordance with Article 121 of the Company Law; 3. At the request of the authorities responsible for the registration of the Company, "president" is changed to "general manager (president)", "vice president" is changed to "deputy general manager (vice president)", and "chief financial officer" is changed to "person in charge of finance (chief financial officer)".
Chapter 2 Article 9	**Article 9 of Original Chapter 2:** The operation objectives of the Company are: to **act as a commercial guarantee company** and provide for companies and individuals such services (principally guarantee; supplemented by **investment management and management consultancy**) with the **major objective of obtaining economic benefits** in accordance to the laws and regulations of the PRC and in promotion of the steady development of companies **and individuals**.	**Article 9 of Current Chapter 2:** The operation objectives of the Company are: adhering to national laws, regulations, and industry regulatory requirements, and **striving to become a nationally leading integrated industrial ecosystem service group, driven by ecological collaboration, resource sharing, industrial deep-diving, and digital intelligence**. **Basis for Revision:** The revision is made based on the actual circumstances after the change of the Company Name and business scope.

Corresponding articles of new AOA	Before revise	After revise
Chapter 2 Article 10	**Article 10 of Original Chapter 2:** The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company. The Company's scope of business includes: **providing companies and individuals with such financial guarantees as loan guarantee, bill acceptance guarantee, trade financing guarantee, project financing guarantee, and unsecured guarantee, in addition to attachment bonds, contract bonds as well as agency services such as financing consultancy and financial advice, and investments with its own funds.**	**Article 10 of Current Chapter 2:** The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company. The Company's scope of business includes: General items: investment activities with own funds; **entrepreneurship space services;** financing consulting services; **bills information consulting services;** financial consulting; **enterprise management; enterprise management consulting; corporate headquarters management; information technology consulting services; marketing planning; project planning and public relations services; park management services;** non-residential real estate leasing; **domestic trade agency;** non-guarantee financing services; network technology services; **artificial intelligence public service platform technical consulting services; artificial intelligence basic resources and technology platform; artificial intelligence industry application system integration services; leasing services (excluding licensed leasing services); commercial complex management services; brand management; standardization services; professional design services; technology intermediary services.** (Except for projects that require approval by law, business activities are carried out independently according to law with the business license.) **Basis for Revision:** 1. The revision is made based on the amended business scope of the Company; 2. The item "non-residential real estate leasing" is added because the Company already owns properties and leases them externally, requiring invoice issuance, and such addition is made to comply with relevant tax requirements; 3. Other wording adjustments are made to conform to the standardized expressions under the Catalogue of Standardized Expressions for Business Scope Registration (Trial) issued by the State Administration for Market Regulation.

Corresponding articles of new AOA	Before revise	After revise
Chapter 3 Article 11	**Article 11 of the Original Chapter 3:** There must, at all times, be ordinary shares in the Company. **Subject to the approval of authorities authorized by the State Council**, the Company may, according to its requirements, create different classes of shares.	**Article 11 of the Current Chapter 3:** There must, at all times, be ordinary shares in the Company. **Upon completion of the requisite approval, registration or filing formalities**, the Company may, according to its requirements, create different classes of shares. **Basis for Revision:** As Article 11 of the Mandatory Provisions on which the original article was based has been repealed, and overseas issuance of securities has changed from an approval system to a filing system, adaptive revisions are made accordingly.
Chapter 3 Article 13	**Article 13 of Original Chapter 3:** Shares of the Company are in the form of share certificates. **Subject to the approval of the securities regulatory authorities of the State Council**, the Company may issue shares to Domestic Investors and Foreign Investors. The issue of shares by the Company shall adhere to the principle of equality and fairness. Shares of the same class shall have the same rights. Shares issued at the same time shall be equal in price and shall be subject to the same conditions. The price paid by any organization or individual for each share of the same class during the same share issue shall be the same. **Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.** "Foreign Investors" referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan. "Domestic Investors" mean those investors who subscribe for the Company's shares and who are located within China.	**Article 13 of Current Chapter 3:** Shares of the Company are in the form of share certificates. **Subject to relevant provisions**, the Company may issue shares to Domestic Investors and Foreign Investors. The issue of shares by the Company shall adhere to the principle of equality and fairness. Shares of the same class shall have the same rights. Shares issued at the same time shall be equal in price and shall be subject to the same conditions. The price paid by any organization or individual for each share of the same class during the same share issue shall be the same. "Foreign Investors" referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the Hong Kong **Special Administrative Region of the PRC**, the Macau **Special Administrative Region** and Taiwan. "Domestic Investors" mean those investors who subscribe for the Company's shares and who are located within China.

Corresponding articles of new AOA	Before revise	After revise
		Deleted content: **Deletion:** Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors. **Basis for Revision:** 1. As Article 13 of the Mandatory Provisions on which the original article was based has been repealed, and overseas issuance of securities has changed from an approval system to a filing system, the no longer applicable contents have been revised made accordingly. 2. The original Articles of Association twice mentioned the following: "Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors." The duplicate content has been deleted. 3. The wording regarding the special administrative region has been refined.
Deleted article	**Article 17 of Original Chapter 3:** The Company's board of directors may take all necessary actions for the separate issuance of the Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares after the proposals for the same have been approved by the securities regulatory authorities of the State Council.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 17 of the Mandatory Provisions no longer applies.
Deleted article	**Article 18 of Original Chapter 3:** Where the Company separately issues Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares, and the total number of shares to be issued is within the issuance proposals, the shares should be fully allotted in one issuance. If this is not possible due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued on separate occasions.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 18 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 3 Article 17	**Article 19 of Original Chapter 3:** Article 19 The registered capital of the Company is RMB1,560,792,687. **Based on the actual situation regarding the issuance, the Company shall undergo formalities regarding the change of registration with the competent administration for industry and commerce in respect of the changes of registered capital, and shall file the same to the State Council authorities in charge of securities.**	**Article 17 of Current Chapter 3:** Article 19 The registered capital of the Company is RMB1,560,792,687**, and paid-up**. **Deleted content:** **Deletion:** Based on the actual situation regarding the issuance, the Company shall undergo formalities regarding the change of registration with the competent administration for industry and commerce in respect of the changes of registered capital, and shall file the same to the State Council authorities in charge of securities. **Basis for Revision:** 1. The paid-in status of the registered capital is supplemented in accordance with the requirements of the authority responsible for registration of the Company. 2. As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 19 of the Mandatory Provisions no longer applies.
Chapter 4 Article 23	**Article 25 of Original Chapter 4:** **The Company may repurchase shares in one of the following ways, with the approval of the relevant competent authority:** **(1) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;** **(2) by on-market repurchase;** **(3) by off-market repurchase through an agreement;** **(4) by any other means which is permitted by competent authorities.** The company shall repurchase its shares in an open and concentrated manner if such repurchase is made due to reasons provided in Article **24**(3), (5), and (6) pursuant to these Article of Association.	**Article 23 of Current Chapter 4:** **The acquisition of the Company's shares shall be proceeded through open centralized transactions or other methods recognized by laws and regulations and the securities regulatory authority and stock exchanges of the place where the Company's shares are listed.** **Where a company acquires shares of the Company's own shares due to the circumstances specified in Article 22**(3), (5) and (6) of these Articles of Association, it shall be proceeded through an open centralized transaction method. **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 23 of the Mandatory Provisions no longer applies and adjustments have been made based on Article 162 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 26 of Original Chapter 4:** The Company must obtain the prior approval of the shareholders in a general meeting in the manner stipulated in these Articles of Association before it can effect an off-market repurchase through an agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), rescind or vary any contract which has been so entered into or waive any right thereunder. A contract for the repurchase of shares referred to in the preceding paragraph includes (but is not limited to) an agreement which causes the Company to become entitled or obliged to repurchase its shares. The Company may not assign any contract for the repurchase of its shares or any right contained in such contract. Where the Company has the right to repurchase redeemable shares: (1) repurchases not made on-market or by tender shall be limited to a maximum price; (2) if repurchases are made by tender, tenders shall be made to all shareholders alike.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the Listing Rules on which the original article relied has been repealed, the content of Article 26 of the Mandatory Provisions, items 8(1) and 8(2) of Appendix III of the Listing Rules no longer apply.

Corresponding articles of new AOA	Before revise	After revise
Chapter 4 Article 24	**Article 27 of Original Chapter 4:** If the Company repurchases its shares due to reasons provided in Articles **24**(1) and (2), such repurchase shall be approved by the shareholders in **general meeting** pursuant to these Articles of Association. If the Company repurchase its shares due to reasons provided in Article **24** (3), (5), and (6), such repurchase shall be approved by two-thirds of the directors attending the board meeting pursuant to these Articles of Association. Where shares of the Company are repurchased in accordance with Article **24**(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 24(2) or (4), they shall be transferred or canceled within 6 months of being repurchased; where shares of the Company are repurchased in accordance with Article 24(3), (5), and (6), the aggregate number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company and be transferred or canceled within three years. The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital, and registration of the change in its registered capital shall be submitted to the relevant authority.	**Article 24 of Current Chapter 4:** If the Company repurchases its shares due to reasons provided in Articles **22**(1) and (2), such repurchase shall be approved by the **shareholders' meeting** pursuant to these Articles of Association. If the Company repurchase its shares due to reasons provided in Article **22** (3), (5), and (6), such repurchase shall be approved by two-thirds of the directors attending the board meeting pursuant to these Articles of Association. Where shares of the Company are repurchased in accordance with Article **22**(1), they shall be canceled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 24(2) or (4), they shall be transferred or canceled within 6 months of being repurchased; where shares of the Company are repurchased in accordance with Article 24(3), (5), and (6), the aggregate number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company and be transferred or canceled within three years. The aggregate nominal value of the cancelled shares shall be deducted from the Company's registered capital, and registration of the change in its registered capital shall be submitted to the relevant authority. **Basis for Revision:** 1. Update the serial numbers of the referenced articles; 2. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting".

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 28 of Original Chapter 4:** Unless the Company is in liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares: (1) where the Company repurchases shares at nominal value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose; (2) where the Company repurchases its shares of the Company at a premium, payment up to the nominal value may be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose. Payment of the premium shall be effected as follows: 1. if the shares being repurchased were issued at nominal value, payment shall be made out of the book balance of the distributable profits of the Company; 2. if the shares being repurchased were issued at a premium, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds from a new issue of shares made for that purpose, provided that the amount paid out of the proceeds from the new issue shall not exceed the premium received by the Company on the issue of the repurchased shares nor shall it exceed the book value of the Company's capital common reserve fund account (including any premiums on the new issue) at the time of the repurchase; (3) the Company shall make any payment for the following purposes out of the Company's distributable profits: 1. acquisition of the right to repurchase its own shares; 2. variation of any contract for the repurchase of its shares; 3. release of the Company's obligation(s) under any contract for the repurchase of shares; (4) after the Company's registered capital has been reduced by the aggregate nominal value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the nominal value of shares which have been repurchased shall be recorded in the Company's capital common reserve fund account.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 28 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 29 of Original Chapter 5:** The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of acquisition of shares in the Company. The Company and its subsidiaries shall not, at any time, provide any form of financial assistance for the purposes of reducing or discharging the obligations assumed by any person as a result of acquisition of shares in the Company. This Article shall not apply to the circumstances specified in Article 31 of these Articles of Association.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 29 of the Mandatory Provisions no longer applies.
Deleted article	**Article 30 of Original Chapter 5:** For the purposes of this Chapter, "financial assistance" includes (but is not limited to) the following: (1) gifts; (2) guarantee (including the assumption of obligations of another or provision of assets to secure the performance of obligations by another), compensation (other than compensation arising out of the Company's own fault) or release or waiver of any right; (3) provision of a loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract; (4) any other form of financial assistance given by the Company when the Company is unable to pay its debts, has no net assets or when its net assets would be reduced by a material extent. For the purposes of this Chapter, assumption of obligations by a person includes the assumption of obligations by way of contract or other arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligations are borne jointly with other persons) or by any other means which results in a change in his financial position.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 30 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 31 of Original Chapter 5:** The following acts shall not be deemed to be acts prohibited by Article 29 of these Articles of Association: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith and in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of some larger purpose of the Company; (2) the lawful distribution of the Company's assets as dividends; (3) the distribution of dividends in the form of shares; (4) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles of Association; (5) the provision of loans by the Company for its normal operations within its normal scope of business (provided that this does not reduce the net assets of the Company or that financial assistance is provided out of the distributable profits of the Company, if it does reduce the net assets of the Company); (6) contributions made by the Company to employee share schemes (provided that this does not reduce the net assets of the Company or that financial assistance is provided out of the distributable profits of the Company, if it does reduce the net assets of the Company).	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 31 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 32 of Original Chapter 6:** Share certificates of the Company shall be in registered form. The share certificates of the Company shall bear the following main items: (1) name of the Company; (2) date of registration and establishment of the Company; (3) type of share, nominal value and the number of shares it represents; (4) number of the share certificate; (5) other matters as required by the Company Law and the stock exchange(s) on which the shares are listed. To the extent that the Company is authorized to issue warranties to unregistered holders, no new warranties shall be issued in substitution for any lost original warranties unless the Company is certain with no reasonable doubts that the original warranties have been destroyed.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the Listing Rules on which the original article relied has been repealed, the content of Article 32 of the Mandatory Provisions, item 2(2) of Appendix III of the Listing Rules no longer applies.
Deleted article	**Article 35 of Original Chapter 6:** Share certificates of the Company shall be signed by the chairman of the board of directors. Where the stock exchange(s) on which the Company's shares are listed require other senior management personnel of the Company to sign, the share certificates shall also be signed by such officer(s). The share certificates become effective after being sealed with the seal of the Company, or with the seal sign in printed form. The share certificate shall only be sealed with the Company's seal under the authorisation of the board of directors. The signatures of the chairman of the board of directors or other senior management personnel of the Company may be in printed form.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the Listing Rules on which the original article relied has been repealed, the content of Article 33 of the Mandatory Provisions, item 2(1) of Appendix III of the Listing Rules involved in the article have been deleted accordingly.

Corresponding articles of new AOA	Before revise	After revise
Chapter 5 Article 27	**Article 36 of Original Chapter 6:** The Company **shall keep** a register of shareholders which shall contain the following particulars: (1) the name and address (residence)**, the occupation or type** of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder (4) the share certificate number(s) of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.	**Article 27 of Current Chapter 5:** The Company shall keep a register of shareholders **in accordance with the certificate issued by the securities registration authority**: (1) the name and address (residence) of each shareholder; (2) the class and quantity of shares held by each shareholder; (3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder (4) the share certificate number(s) of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; (6) the date on which any shareholder ceased to be a shareholder. Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. **Basis for Revision:** Adjustment is made with reference to Article 32 of the Guidelines for the Articles of Association of Listed Companies.
Deleted article	**Article 37 of Original Chapter 6:** The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organisations, maintain the register of shareholders of overseas-listed foreign-invested shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of overseas-listed foreign-invested shares listed in Hong Kong shall be maintained in Hong Kong. A duplicate register of shareholders for the holders of overseas-listed foreign-invested shares shall be maintained at the Company's residence. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate registers of shareholders at all times. If there is any inconsistency between the original and the duplicate registers of shareholders of overseas-listed foreign-invested shares, the original register of shareholders shall prevail.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the relevant provisions of the Listing Rules on which the original article relied have been repealed, the content of Article 35 of the Mandatory Provisions, the second item of the Supplemental Opinion Letter, and Section 1(b) of Appendix 13D to the Listing Rules no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 5 Article 28	**Article 38 of Original Chapter 6:** The Company shall keep a complete register of shareholders. The register of shareholders shall comprise the following parts: (1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article); (2) the register of shareholders in respect of the holders of overseas-listed foreign invested shares of the Company which is maintained in the same place as the overseas stock exchange on which the shares are listed; and (3) the register of shareholders which is maintained in such other place as the board of directors may consider necessary for the purposes of the listing of the Company's shares.	**Article 28 of Current Chapter 5:** The Company shall keep a register of shareholders under relevant provisions. **Basis for Revision:** The Article 36 of the Mandatory Provisions on which the original article relied have been repealed.
Chapter 5 Article 29	**Article 39 of Original Chapter 6:** Different parts of the register of shareholders shall not overlap. While transferred shares continue to be registered in one part of the register of shareholders, they shall not be registered in another part of the register. Amendments or rectification of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained. **All H Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with the Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any document of transfer and would not need to provide any reason therefor:** **(1) transfer documents and other documents which relates to share ownership or may affect share ownership shall be registered, and a fee determined under the Listing Rules shall be paid to the Company for such registration;** **(2) the document of transfer only relates to H Shares listed in Hong Kong;** **(3) the stamp duty which is chargeable on the document of transfer has already been paid;**	**Article 29 of Current Chapter 5:** Different parts of the register of shareholders shall not overlap. While transferred shares continue to be registered in one part of the register of shareholders, they shall not be registered in another part of the register. Amendments or rectification of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained. **1. Deleted content:** **Deletion:** All H Shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with the Articles of Association. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognise any document of transfer and would not need to provide any reason therefor: (1) transfer documents and other documents which relates to share ownership or may affect share ownership shall be registered, and a fee determined under the Listing Rules shall be paid to the Company for such registration; (2) the document of transfer only relates to H Shares listed in Hong Kong; (3) the stamp duty which is chargeable on the document of transfer has already been paid;

Corresponding articles of new AOA	Before revise	After revise
	(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; **(5) if it is intended that the shares be transferred to joint holders, the maximum number of joint holders shall not be more than four (4); and** **(6) the Company does not have any lien on the relevant shares.** **If the Company refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal to register the said share transfer within two months from the date of submission of the application for transfer.** **All overseas-listed foreign-invested shares shall be transferred by an instrument in writing in the usual or common form or any other form which the board of directors may accept. The instrument of transfer of any share may be executed by hand without seal, or if the assignor or the assignee is a recognised clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("recognised clearing house") or its agent, the share transfer form may be executed by hand or in mechanically-printed form. All share transfer forms shall be maintained in the legal address of the Company or other places designated by the board of directors from time to time.**	(4) the relevant share certificate(s) and any other evidence which the board of directors may reasonably require to show that the transferor has the right to transfer the shares have been provided; (5) if it is intended that the shares be transferred to joint holders, the maximum number of joint holders shall not be more than four (4); and (6) the Company does not have any lien on the relevant shares. If the Company refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal to register the said share transfer within two months from the date of submission of the application for transfer. All overseas-listed foreign-invested shares shall be transferred by an instrument in writing in the usual or common form or any other form which the board of directors may accept. The instrument of transfer of any share may be executed by hand without seal, or if the assignor or the assignee is a recognised clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("recognised clearing house") or its agent, the share transfer form may be executed by hand or in mechanically-printed form. All share transfer forms shall be maintained in the legal address of the Company or other places designated by the board of directors from time to time. **Basis for Revision:** As the Mandatory Provisions and the relevant provisions of the Listing Rules on which the original article relied have been repealed, the content of item 12 of the Supplemental Opinion Letter No.37 of the Mandatory Provisions, the item 1(1), 1(2), 1(3) of Appendix 13 and Rule 19A.46 of the Listing Rules no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 4 Article 30	**Article 40 of Original Chapter 6:** No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a **general meeting** or within five days before the determination date for the Company's distribution of dividends. Despite the foregoing provision, the laws, administrative rules, departments regulations, normative documents and other requirements set by the relevant security exchange or regulatory body where the shares of the Company are listed shall prevail.	**Article 30 of Current Chapter 4:** No change may be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a **shareholders' meeting** or within five days before the determination date for the Company's distribution of dividends. Despite the foregoing provision, the laws, administrative rules, departments regulations, normative documents or the relevant security exchange or regulatory body where the shares of the Company are listed **that otherwise provide for the period during which the handling of share transfer registration is suspended prior to the convening of the shareholders' meeting or the record date on which the Company decides to distribute dividends** shall prevail. **Basis for Revision:** 1. The description of "general meeting" is revised to "shareholders' meeting" based on the latest Company Law; 2. The revised article specifies the specific time and scenarios under which the exception applies, namely, "the period during which the handling of share transfer registration is suspended prior to the convening of the shareholders' meeting or the record date on which the company decides to distribute dividends." The addition of such wording helps to enhance the enforceability and clarity of the article.

Corresponding articles of new AOA	Before revise	After revise
Chapter 5 Article 31	**Article 41 of Original Chapter 6:** When the Company needs to convene a **general meeting** for the purposes of dividend distribution, liquidation or for any other purpose for which **shareholdings** need to be determined, the board of directors or the convenor of the **general meeting** shall determine a record date for the **determination** of shareholdings. The shareholders of the **Company** shall be such persons who appear in the register of shareholders at the **close** of such **record** date.	**Article 31 of Current Chapter 5:** When the Company needs to convene a **shareholders' meeting** for the purposes of dividend distribution, liquidation or for any other purpose for which **the identity of shareholders** needs to be determined, the board of directors or the convenor of the **shareholders' meeting** shall determine a record date for the **determination** of shareholdings. Shareholders whose names are **recorded in** the register of shareholders after the **close of trading** on the **record** date shall be the shareholders **entitled to the relevant rights and interests**. **Basis for Revision:** 1. The description of "general meeting" is revised to "shareholders' meeting" based on the latest Company Law; 2. Adjustment is made with reference to Article 33 of the Guidelines for the Articles of Association of Listed Companies.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 43 of Original Chapter 6:** For any person who is a registered shareholder or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). Application by a holder of domestic shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with the relevant requirements of the Company Law. Application by a holder of overseas-listed foreign-invested shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with laws of the place where the original register of shareholders of overseas-listed foreign invested shares is maintained, the rules of the stock exchange or other relevant regulations. The issuance of a replacement share certificate to a shareholder of H Shares, who has lost his share certificate, shall comply with the following requirements: (1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of loss, and the declaration that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.	**Delete this article** **Basis for Revision:** As relevant regulation of the Mandatory Provisions on which the original article relied has been repealed, Article 41 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
	(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant. (3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the board of directors. (4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered shareholder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published. (5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application. (6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly. (7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee has been provided by the applicant.	

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 44 of Original Chapter 6:** Where the Company issues a replacement share certificate pursuant to the Articles of Association, a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a holder of the shares (if he is a bona fide purchaser), his name shall not be removed from the register of shareholders.	**Delete this article** **Basis for Revision:** As relevant regulation of the Mandatory Provisions on which the original article relied has been repealed, Article 42 of the Mandatory Provisions no longer applies.
Deleted article	**Article 45 of Original Chapter 6:** The Company shall not be liable for any damage sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove fraud on the part of the Company.	**Delete this article** **Basis for Revision:** As relevant regulation of the Mandatory Provisions on which the original article relied has been repealed, Article 43 of the Mandatory Provisions no longer applies.
Chapter 6 Article 34	**Article 47 of Original Chapter 7:** The shareholders of ordinary shares of the Company enjoy the following rights: (1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings; (2) to lawfully request, convene, preside over and attend general meetings either in person or by proxy and exercise the corresponding voting right; (3) to supervise and manage the Company's business operations, to make proposals and to raise queries; (4) to transfer, gift or pledge shares in accordance with laws, administrative regulations and the provisions of the Articles of Association;	**Article 34 of Current Chapter 6:** The shareholders of ordinary shares of the Company enjoy the following rights: (1) to receive dividends and other forms of distributions of benefits in proportion to their shareholdings; (2) to lawfully request, convene, preside over and attend general meetings either in person or by proxy and exercise the corresponding voting right; (3) to supervise and manage the Company's business operations, to make proposals and to raise queries; (4) to transfer, gift or pledge shares in accordance with laws, administrative regulations and the provisions of the Articles of Association;

Corresponding articles of new AOA	Before revise	After revise
	(5) subject to production of the relevant documents evidencing the class and quantity of shares held and verification of their identities as shareholders by the Company, to obtain relevant information in accordance with laws, administrative regulations and the provisions of the Articles of Association, including: **1. a copy of the Articles of Association, subject to payment of costs;** **2. the right to inspect and copy, subject to payment of a reasonable fee:** **(1) all parts of the register of shareholders;** **(2) personal particulars of each of the Company's directors, supervisors, senior management personnel including:** **(a) present and former names and aliases;** **(b) principal address (place of residence);** **(c) nationality;** **(d) primary and all other part-time occupations and duties;** **(e) identification documents and numbers;** **(3) the status of the Company's share capital;** **(4) the latest audited financial statements of the Company and reports from the board of directors, the board of supervisors and the auditor;** **(5) the special resolutions of the Company;** **(6) the reports of the quantity and par value of securities bought back by the Company since the last account year, the aggregate amount paid therefor, as well as the highest and lowest prices of each class of securities bought back (categorised into domestic shares and foreign invested shares);** **(7) the copy of the latest annual report submitted to the State Administration for Industry & Commerce or other competent authorities for filing (where applicable);** **(8) the minutes of general meetings, resolutions of the board of directors, resolutions of the board of supervisors.**	(5) **to access and copy these Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of board meetings, and financial and accounting reports in accordance with the relevant provisions of the Company Law;** (6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held; (7) to require the Company to buy their shares in the event of objection to resolutions of the **shareholders' meeting** concerning merger or division of the Company; (8) Shareholder(s) individually or jointly holding more than 1% of shares of the Company may submit written provisional proposals to the board of directors 10 days before a **shareholders' meeting** is convened; (9) other rights conferred by laws, administrative regulations and the Articles of Association. **Basis for Revision:** 1. The relevant provisions of the Mandatory Provisions and the Listing Rules on which the original article was based have been abolished, and the inapplicable clauses are deleted; 2. The revision is made with reference to Articles 34 and 35 of the Guidelines for the Articles of Association of Listed Companies. 3. The board of supervisors is abolished in accordance with Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
	(6) in the event of the winding-up or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held; (7) to require the Company to buy their shares in the event of objection to resolutions of the **general meeting** concerning merger or division of the Company; (8) Shareholder(s) individually or jointly holding more than 1% of shares of the Company may submit written provisional proposals to the board of directors 10 days before a **general meeting** is convened; (9) other rights conferred by laws, administrative regulations and the Articles of Association.	

Corresponding articles of new AOA	Before revise	After revise
Chapter 6 Article 35	**Article 48 of Original Chapter 7:** The shareholders of ordinary shares of the Company shall assume the following obligations: (1) to comply with laws, administrative regulations and the Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to surrender the shares unless required by law or administrative regulations; (4) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company; where the shareholder's abuse of its power causes damage to other shareholders, he shall be liable to compensation in accordance with laws; where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, it shall bear joint liability for the debts of the Company; (5) other obligations imposed by laws, administrative regulations and provisions of the Articles of Association. **Shareholders are not liable to make any further contribution to the share capital other than according to the terms agreed by the subscriber of the relevant shares at the time of subscription.**	**Article 35 of Current Chapter 6:** The shareholders of ordinary shares of the Company shall assume the following obligations: (1) to comply with laws, administrative regulations and the Articles of Association; (2) to pay subscription money according to the number of shares subscribed and the method of subscription; (3) not to surrender the shares unless required by law or administrative regulations; (4) not to abuse shareholder's rights and harm the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of the shareholders to impair the interests of creditors of the Company; where the shareholder's abuse of its power causes damage to other shareholders, he shall be liable to compensation in accordance with laws; where the shareholder has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the creditor's interests, it shall bear joint liability for the debts of the Company; (5) other obligations imposed by laws, administrative regulations and provisions of the Articles of Association. **1. Deleted content:** **Deletion:** Shareholders are not liable to make any further contribution to the share capital other than according to the terms agreed by the subscriber of the relevant shares at the time of subscription. **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, Article 46 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 6 Article 36	**Article 49 of Original Chapter 7:** In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder, in exercising its shareholder's rights, shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or a portion of the shareholders of the Company: (1) to exempt a director **or supervisor** from the obligation of acting honestly in the best interests of the Company; (2) to approve the expropriation by a director **or supervisor** (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; (3) to approve the expropriation by a director **or supervisor** (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) any rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a **general meeting** in accordance with the Articles of Association).	**Article 36 of Current Chapter 6:** In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder, in exercising its shareholder's rights, shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or a portion of the shareholders of the Company: (1) to exempt a director from the obligation of acting honestly in the best interests of the Company; (2) to approve the expropriation by a director (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; (3) to approve the expropriation by a director (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) any rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a **shareholders' meeting** in accordance with the Articles of Association). **Deleted content:** Delete description about supervisors. **Basis for Revision:** The board of supervisors is abolished in accordance with Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
New chapter/ article		**Chapter 7 Party Organization of the Company** **The establishment of Party Organization of Article 38 of Current Chapter 7** **The company shall establish a Party Committee and adhere to the following principles:** (1) uphold the leadership of the Party and give full play to the leading core and political core roles of the Company's Party organization; (2) be established in accordance with laws and regulations and be compatible with the Company's corporate governance structure; (3) facilitate the operation of the Party organization and ensure its role in the Company's decision-making, execution, supervision and other processes. **Basis for Revision:** With reference to Article 13 of the Guidelines for the Articles of Association of Listed Companies, and in accordance with the guiding opinions of the Financial Work Committee of the Foshan Municipal Committee of the Communist Party of China, the requirements for Party building shall be reflected in the articles of association.

Corresponding articles of new AOA	Before revise	After revise
New article		**Article 39 of Current Chapter 7 Primary Responsibilities of the Party Organization** The Company's Party Committee shall perform the following primary responsibilities: (1) promote and implement the Party's policies and directives; (2) lead the Company's ideological and political work, and strengthen the development of corporate culture and the workforce; (3) participate in the Company's major decision-making to ensure that the Company's decisions comply with laws, regulations, and the Party's policies; (4) strengthen the oversight of the Company's leaders at all levels and personnel in key positions, and prevent and rectify non-compliant conduct; (5) lead the Company's trade union, the Communist Youth League, and other mass organizations, unite and rally the workforce, and protect the legitimate rights and interests of employees; and (6) strengthen Party building, give full play to the exemplary and vanguard role of Party members, and enhance the cohesion and combat effectiveness of the Party organization. **Basis for Revision:** With reference to Article 13 of the Guidelines for the Articles of Association of Listed Companies, and in accordance with the guiding opinions of the Financial Work Committee of the Foshan Municipal Committee of the Communist Party of China, the requirements for Party building shall be reflected in the articles of association.

Corresponding articles of new AOA	Before revise	After revise
New article		**Article 40 of Current Chapter 7 Activities of the Party Organization** The Company shall convene on a regular basis a general meeting of Party members or a congress of Party members' representatives to elect members of the Party Committee. Under the leadership of the Company's Party Committee, various activities of the Party shall be carried out, including organizational meetings, study and training, democratic appraisal, etc. **Basis for Revision:** With reference to Article 13 of the Guidelines for the Articles of Association of Listed Companies, and in accordance with the guiding opinions of the Financial Work Committee of the Foshan Municipal Committee of the Communist Party of China, the requirements for Party building shall be reflected in the articles of association.
Chapter 8 Article 42	**Article 52 of Original Chapter 8:** The **general meeting** shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; **(3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;** (4) to consider and approve the board of directors' reports; **(5) to consider and approve the board of supervisors' reports;**	**Article 42 of Current Chapter 8:** The **shareholders' meeting** shall have the following functions and powers: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) to consider and approve the board of directors' reports; (4) to consider and approve the Company's profit distribution plans and loss recovery plans; (5) to consider and approve the Company's proposed and final annual financial budgets;

Corresponding articles of new AOA	Before revise	After revise
	(6) to consider and approve the Company's profit distribution plans and loss recovery plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; (10) to pass resolutions on the issue of shares, issue of debentures and repurchase of shares by the Company; (11) to amend the Articles of Association; (12) to consider motions raised by shareholders, individually or jointly, holding more than 1% of the total number of voting shares of the Company; (13) to consider the purchase and sale of major assets **or the giving of guarantees not falling within the scope of its principal business** within 1 year, with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company;	(6) to pass resolutions on the increase or reduction of the Company's registered capital; (7) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; (8) to pass resolutions on the issue of shares, issue of debentures and repurchase of shares by the Company; (9) to amend the Articles of Association; (10) to consider motions raised by shareholders, individually or jointly, holding more than 1% of the total number of voting shares of the Company; (11) to consider the purchase and sale of major assets or **the external guarantees provided** within 1 year, with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company; (12) to pass resolutions on the appointment, reappointment and dismissal of the **accounting firm undertaking the audit business of** the Company; (13) to consider the equity incentive scheme;

Corresponding articles of new AOA	Before revise	After revise
	(14) to pass resolutions on the appointment, reappointment and dismissal of the accountants of the Company; (15) to consider the equity incentive scheme; (16) to decide on other matters which, according to laws administrative regulations, or the Articles of Association, need to be approved by shareholders in **general meetings**; (17) **any other matters as required by the listing rules of the stock exchange where the shares of the Company are listed.** **If necessary and appropriate, the general meeting** may authorise the board of directors to decide on matters to be resolved and which cannot or are not required to be decided at the **general meeting**. If the board of directors is authorised in a **general meeting** to determine matters which shall be determined by ordinary resolution, the authorisation should be passed by majority voting rights held by the attending shareholders (including their proxies); if the authorisation relates to matters which shall be determined by special resolution, the authorisation should be passed by attending shareholders (including their proxies) holding more than two-thirds of the voting rights. The terms of the authorisation should be clear and specific.	(14) to decide on other matters which, according to laws administrative regulations, **departmental rules, the Listing Rules** or these Articles of Association, need to be approved by **shareholders' meetings**; **Based on actual needs, decide whether to authorize the board of directors to resolve on the issuance of corporate bonds. Apart from this, under circumstances that are** necessary, reasonable **and not in violation of laws, administrative regulations, departmental rules and regulatory rules of the place where the shares are listed,** the **shareholders' meeting** may, authorise the board of directors to decide on matters to be resolved and which cannot or are not required to be decided at the **shareholders' meeting**. If the board of directors is authorised in a **general meeting** to determine matters which shall be determined by ordinary resolution, the authorisation should be passed by majority voting rights held by the attending shareholders (including their proxies); if the authorisation relates to matters which shall be determined by special resolution, the authorisation should be passed by attending shareholders (including their proxies) holding more than two-thirds of the voting rights. The terms of the authorisation should be clear and specific. **Deleted content:** The **shareholders' meeting** shall have the following functions and powers: **(3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;** **(5) to consider and approve the board of supervisors' reports;** **Basis for Revision:** 1. The Articles of Association are adjusted in accordance with Article 59 of the Company Law and with reference to Article 46 of the Guidelines for the Articles of Association of Listed Companies; 2. The board of supervisors is abolished in accordance with Article 121 of the Company Law; 3. The company ceases to engage in the financing guarantee business, and the original wording referring to guarantees not falling within the scope of its principal business is adjusted to external guarantees; 4. The original paragraphs (16) and (17) are combined into a single provision.

Corresponding articles of new AOA	Before revise	After revise
Chapter 8 Article 43	**Article 53 of Original Chapter 8:** Unless prior approval in the form of a special resolution is obtained in a **general meeting**, the Company shall not enter into any contract with any person other than the directors, **supervisors,** senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	**Article 43 of Current Chapter 8:** Unless **the Company is in a crisis or other special circumstances and** prior approval in the form of a special resolution is obtained in a **shareholders' meeting**, the Company shall not enter into any contract with any person other than the directors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business. **Deleted content:** Description about supervisors. **Basis for Revision:** 1. Revision is made with reference to Article 85 of the Guidelines for the Articles of Association of Listed Companies; 2. The board of supervisors is abolished pursuant to Article 121 of the Company Law.
Chapter 8 Article 45	**Article 55 of Original Chapter 8:** The board of directors shall convene an extraordinary **general meetings** within two months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital; (3) At the request of shareholder(s) who individually or jointly hold more than 10% of the shares of the Company; (4) whenever the board of directors deems necessary or the **board of supervisors** so requests; (5) other circumstances provided by laws, administrative regulations, rules of competent authorities, listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders.	**Article 45 of Current Chapter 8:** The board of directors shall convene an extraordinary **shareholders' meetings** within two months after the occurrence of any one of the following events: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital; (3) At the request of shareholder(s) who individually or jointly hold more than 10% of the shares of the Company; (4) whenever the board of directors deems necessary or the **audit committee so proposes**; (5) other circumstances provided by laws, administrative regulations, rules of competent authorities, listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association. The shareholdings referred to in item (3) above shall be calculated on the basis of the number of shares held as at the date of written request from the shareholders. **Basis for Revision:** In accordance with Article 121 of the Company Law, the board of supervisors is abolished, and the audit committee shall exercise the powers and functions of the board of supervisors.

Corresponding articles of new AOA	Before revise	After revise
Chapter 8 Article 48	**Article 58 of Original Chapter 8:** The notice of a **general meeting** shall satisfy the following requirements: …… (5) contains a disclosure of the nature and extent of the material interests of any director, **supervisor,** president and other senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class; ……	**Article 48 of Current Chapter 8:** The notice of a **shareholders' meeting** shall satisfy the following requirements: …… (5) contains a disclosure of the nature and extent of the material interests of any director, **general manager (**president) and other senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class; …… **Deleted content:** Description about supervisors. **Basis for Revision:** In accordance with Article 121 of the Company Law, the board of supervisors is abolished.
Chapter 8 Article 49	**Article 59 of Original Chapter 8:** ……The public announcement referred to in the preceding paragraph shall **be published in one or more newspapers designated by the securities regulatory authorities of the State Council**. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the **general meeting** shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the **listing rules**, subject to applicable laws, administrative regulations and **relevant listing rules**. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant **general meeting**…….	**Article 49 of Current Chapter 8:** ……The public announcement referred to in the preceding paragraph shall **be published on the website designated by the Hong Kong Stock Exchange**. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The public announcement of the **shareholders' meeting** shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the **Listing Rules**, subject to applicable laws, administrative regulations and **the Listing Rules**. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant **shareholders' meeting**……

Corresponding articles of new AOA	Before revise	After revise
		Basis for Revision: 1. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting"; 2. The newspapers designated by the securities regulatory authority under the State Council are no longer commonly used, and adjustments are made according to the actual circumstances; 3. In this amendment to the Articles of Association, the references to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are made more explicit.
Chapter 8 Article 55	**Article 65 of Original Chapter 8:** The shareholders who request to convene an extraordinary **general meeting** or class meeting shall follow the following procedures: (1) Shareholders who separately or jointly hold more than 10% of the Company's voting shares may request the board of directors to convene an extraordinary **general meeting** or class meeting by signing a written request (signing in counterparts is acceptable) explaining the matters to be discussed at the **extraordinary general meeting**. The above shareholders shall ensure that the contents of the proposal are in compliance with the requirements of laws, administrative regulations and the Articles of Association. The Board shall, within ten days from the receipt of the foresaid written request, make a decision as to whether or not to convene an extraordinary **general meeting** or class meeting and reply in writing to the Shareholders. The shareholdings of the requesting shareholders shall be calculated as at the date of the submission of the written requirement.	**Article 55 of Current Chapter 8:** The shareholders who request to convene an extraordinary **shareholders' meeting** or class meeting shall follow the following procedures: (1) Shareholders who separately or jointly hold more than 10% of the Company's voting shares may request the board of directors to convene an extraordinary **shareholders' meeting** or class meeting by signing a written request (signing in counterparts is acceptable) explaining the matters to be discussed at the **extraordinary shareholders' meeting**. The above shareholders shall ensure that the contents of the proposal are in compliance with the requirements of laws, administrative regulations and the Articles of Association. The Board shall, within ten days from the receipt of the foresaid written request, make a decision as to whether or not to convene an extraordinary **shareholders' meeting** or class meeting and reply in writing to the Shareholders. The shareholdings of the requesting shareholders shall be calculated as at the date of the submission of the written requirement.

Corresponding articles of new AOA	Before revise	After revise
	(2) **In the event that the board of directors cannot or fails to perform its duty to convene a meeting, the board of supervisors shall convene and chair the meeting promptly; if the board of supervisors fails to convene and chair the meeting** for more than 90 consecutive, shareholders who separately or jointly hold more than 10% of the voting shares of the Company may convene and chair the meeting themselves. If the shareholders call and convene a meeting by themselves since the board of directors cannot convene a meeting in accordance with the foresaid requirement, the expenses reasonably incurred shall be borne by the Company and be deducted from the amounts due to the defaulting directors.	(2) **If the board of directors does not agree to convene the extraordinary shareholders' meeting or class shareholders' meeting or does not furnish any reply within ten days upon receipt of such requisition, shareholders individually or jointly holding over ten percent of the shares of the Company shall be entitled to propose to the audit committee that an extraordinary shareholders' meeting or class shareholders' meeting shall be convened, and such proposal shall be made in writing to the audit committee. If the audit committee agrees to convene the extraordinary shareholders' meeting or class shareholders' meeting, it shall issue a notice of shareholders' meeting within ten days upon receipt of the request, and change to the original request in the notice shall be approved by relevant shareholders. (3) if the audit committee fails to issue the notice of shareholders' meeting within stipulated period, it shall be deemed that the audit committee does not convene and chair the meeting, and** shareholders who separately or jointly hold more than 10% of the voting shares of the Company for more than 90 consecutive may convene and chair the meeting themselves. If **the audit committee or** the shareholders call and convene a meeting by themselves since the board of directors cannot convene a meeting in accordance with the foresaid requirement, the expenses reasonably incurred shall be borne by the Company and be deducted from the amounts due to the defaulting directors. **Basis for Revision:** 1. Adjustment is made with reference to Articles 53 and 54 of the Guidelines for the Articles of Association of Listed Companies; 2. In accordance with Article 121 of the Company Law, the board of supervisors is abolished, and the audit committee shall exercise the powers and functions of the board of supervisors.

Corresponding articles of new AOA	Before revise	After revise
Chapter 8 Article 57	**Article 67 of Original Chapter 8:** The **general meeting** shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the **general meeting** shall be chaired by a director co-elected by more than half of the directors. **If the board of directors cannot or fails to perform its duty to convene the general meeting, the board of supervisors shall convene and chair the meeting promptly; if the board of supervisors cannot or fails to perform its duty to convene the general meeting for more than 90 consecutive days, the shareholders who separately or jointly hold more than 10% of the Company's voting shares may convene and chair the meeting by themselves;** if a chairman of the meeting cannot be elected, the general meeting shall be chaired by any person elected by the shareholders present; if the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.	**Article 57 of Current Chapter 8:** The **shareholders' meeting** shall be convened by the board of directors and chaired by the chairman; if the chairman cannot or fails to perform his duties, the **shareholders' meeting** shall be chaired by a director co-elected by more than half of the directors. **A proposal by the audit committee to the board of directors to convene an extraordinary shareholders' meeting or class shareholders' meeting shall be made in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations, and the Articles of Association, provide a written reply of its consent or dissent to the convening of the extraordinary shareholders' meeting or the class shareholders' meeting within ten days upon receipt of the proposal. If the board of directors disagrees to convene the extraordinary shareholders' meeting or the class shareholders' meeting, or fails to provide a written reply within ten days upon receipt of the proposal, the board of directors shall be deemed to be unable or to have failed to perform its duty to convene the shareholders' meeting, in which case the audit committee may convene and preside over such meeting on its own. A shareholders' meeting convened by the audit committee on its own shall be presided over by the chairperson of the audit committee. Where the chairperson of the audit committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the audit committee jointly elected by more than half of the members of the audit committee.** **A shareholders' meeting convened by shareholders on their own shall be presided over by convener(s) or a representative elected by convener(s).**

Corresponding articles of new AOA	Before revise	After revise
		If a chairman of the meeting cannot be elected, the meeting shall be chaired by any person elected by the shareholders present; if the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting. **Basis for Revision:** 1. Adjustment is made with reference to Article 72 of the Guidelines for the Articles of Association of Listed Companies; 2. In accordance with Article 121 of the Company Law, the board of supervisors is abolished, and the audit committee shall exercise the powers and functions of the board of supervisors.
Chapter 8 Article 58	**Article 68 of Original Chapter 8:** ……Where any shareholder, under applicable laws, regulations and the **listing rules of the stock exchange on which the Company's shares are listed,** is required to abstain from voting on any particular resolution, any votes cast by or on behalf of such shareholder shall not be counted.	**Article 58 of Current Chapter 8:** ……Where any shareholder, under applicable laws, regulations and the **Listing Rules,** is required to abstain from voting on any particular resolution, any votes cast by or on behalf of such shareholder shall not be counted. **Basis for Revision:** The description of the Listing Rules in the articles has been made more precise.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 69 of Original Chapter 8:** At any general meeting, a resolution shall be decided on a show of hands, unless a poll is demanded before or after a vote is carried out by a show of hands by any of the following, or if otherwise required by the listing rules of the stock exchanges on which the Company's shares are listed: (1) by the chairman of the meeting; (2) by at least two shareholders present in person or by proxy and being entitled to vote; (3) by one or more shareholders present in person or by proxy and holding more than 10% of all voting shares present at the meeting solely or jointly. Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the passing of such resolution. There is no need to prove the number or proportion of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	**Delete this article** **Basis for Revision:** As the relevant provisions of the Mandatory Provisions on which the original article relied has been repealed, Article 66 of the Mandatory Provisions no longer applies.
Deleted article	**Article 70 of Original Chapter 8:** A poll demanded to decide on the chairman of the meeting, or to adjourn the meeting shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any other business may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, Article 67 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 8 Article 62	**Article 74 of Original Chapter 8:** The following matters shall be resolved by an ordinary resolution at a **general meeting**: (1) work reports of the board of directors **and the board of supervisors**; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors **and supervisors assumed by non-representatives of the employees**, remuneration for directors **and supervisors** and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution.	**Article 62 of Current Chapter 8:** The following matters shall be resolved by an ordinary resolution at a **shareholders' meeting**: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans formulated by the board of directors; (3) appointment and removal of members of the board of directors, remuneration for directors and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution. **Basis for Revision:** 1. Adjustment is made with reference to Article 81 of the Guidelines for the Articles of Association of Listed Companies; 2. In accordance with Article 121 of the Company Law, the board of supervisors is abolished, and the audit committee shall exercise the powers and functions of the board of supervisors.

Corresponding articles of new AOA	Before revise	After revise
Chapter 8 Article 63	**Article 75 of Original Chapter 8:** The following matters shall be resolved by a special resolution at a **general meeting**: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of the Articles of Association; (5) any purchase or disposal of substantial assets by the Company or the giving of guarantees not falling within the scope of its principal business, within one year, the amount of which exceeds 30% of the total assets as presented in the latest audited financial statements of the Company; (6) any other matters required by law, administrative regulations or the Articles of Association, and those considered by the shareholders in **general meeting** and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.	**Article 63 of Current Chapter 8:** The following matters shall be resolved by a special resolution at a **shareholders' meeting**: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of the Articles of Association; (5) any purchase or disposal of substantial assets by the Company or the **offering of external guarantees**, within one year, the amount of which exceeds 30% of the total assets as presented in the latest audited financial statements of the Company; **(6) equity incentive scheme;** (7) any other matters required by law, administrative regulations or the Articles of Association, and those considered by the **shareholders' meeting** and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions. **Basis for Revision:** 1. Based on the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting"; 2. The Company ceases to engage in financing guarantee business and the wording referring to guarantees not falling within the scope of its principal business is adjusted to external guarantees; 3. Addition: (6) equity incentive scheme. The revision is made with reference to Article 82 of the Guidelines for the Articles of Association of Listed Companies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 8 Article 67	**Article 79 of Original Chapter 8:** Minutes of meetings shall be kept for **general meetings**, and the secretary to the board of directors shall be responsible for such minutes. Minutes of meetings shall be signed by the chairman of the meetings, attending directors and **supervisors,** the secretary to the board of directors and the convener of the meeting or his proxy. The minutes of **meetings** shall be kept at the Company's place of residence together with the shareholders' attendance lists and proxy forms for the Company's records.	**Article 67 of Current Chapter 8:** Minutes of meetings shall be kept for **shareholders' meetings**, and the secretary to the board of directors shall be responsible for such minutes. Minutes of meetings shall be signed by the chairman of the meetings, attending directors and the secretary to the board of directors and the convener of the meeting or his proxy. The minutes of **meetings** shall be kept at the Company's place of residence together with the shareholders' attendance lists and proxy forms for the Company's records. **Basis for Revision:** 1. Adjustment is made with reference to Article 78 of the Guidelines for the Articles of Association of Listed Companies; 2. Based on Article 121 of the Company Law, the board of supervisors is abolished.
Deleted article	**Article 81 of Original Chapter 8:** Where any shareholder is, under the Company Law, Listing Rules or other requirements of laws, regulations or rules, required to abstain from voting on any particular resolutions or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	**Delete this article** **Basis for Revision:** Article 68 of current Articles of Associations already contains such provision and the duplicate provision is hereby deleted.
Chapter 9 Article 70	**Article 83 of Original Chapter 9:** Rights conferred on any class of shareholders ("Class Rights") may not be varied or cancelled save with the approval of a special resolution of shareholders in a **general meeting** and by holders of shares of that class at a separate meeting conducted in accordance with Articles **84** to **88** hereof.	**Article 70 of Current Chapter 9:** Rights conferred on any class of shareholders ("Class Rights") may not be varied or cancelled save with the approval of a special resolution of a **shareholders' meeting** and by holders of shares of that class at a separate meeting conducted in accordance with Articles **71** to **75** hereof. **Basis for Revision:** 1. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting". 2. Update serial number of referenced provisions.

Corresponding articles of new AOA	Before revise	After revise
Chapter 9 Article 72	**Article 85 of Original Chapter 9:** Affected class shareholders, whether or not otherwise having the right to vote at **general meetings**, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article **83** hereof, **but interested shareholder(s) shall not be entitled to vote at such class meetings**. "**Interested shareholder(s)", as such term is used in the preceding paragraph, means:** **(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 25, an interested shareholder is a "controlling shareholder" within the meaning of Article 50;** **(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 25 hereof, a holder of the shares to which the proposed agreement relates;** **(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.**	**Article 72 of Current Chapter 9:** Affected class shareholders, whether or not otherwise having the right to vote at **shareholders' meetings**, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article **71** hereof, **except where otherwise provided by laws, administrative regulations, departmental rules, and the regulatory rules of the place where the shares are listed.** **1. Deleted content:** **Deletion:** "Interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 25, an interested shareholder is a "controlling shareholder" within the meaning of Article 50; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 25 hereof, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class. **Basis for Revision:** 1. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting". 2. Update serial number of referenced provisions. 3. As the Mandatory Provisions on which the original article relied has been repealed, Article 81 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 9 Article 73	**Article 86 of Original Chapter 9:** Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article **84**, are entitled to vote.	**Article 73 of Current Chapter 9:** Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to Article **72**, are entitled to vote. **Basis for Revision:** Update the serial number of referenced provision.
Chapter 9 Article 74	**Article 87 of Original Chapter 9:** A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with Article **56** of these Articles of Association in respect to the requirements of notice period for general meetings to be convened. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting.	**Article 74 of Current Chapter 9:** A written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with Article **46** of these Articles of Association in respect to the requirements of notice period for general meetings to be convened. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class meeting. **Basis for Revision:** Update the serial number of referenced provision.

Corresponding articles of new AOA	Before revise	After revise
Chapter 9 Article 76	**Article 89 of Original Chapter 9:** Apart from the holders of other classes of shares, the holders of the domestic shares and holders of overseas-listed foreign-invested shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a **general meeting**, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; (2) **where the Company's plan to issue domestic shares and overseas- listed foreign invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.**	**Article 76 of Current Chapter 9:** Apart from the holders of other classes of shares, the holders of the domestic shares and holders of overseas-listed foreign-invested shares shall be deemed to be holders of different classes of shares. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its **shareholders' meeting**, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; **(2) other circumstances as stipulated by laws, administrative regulations, departmental rules or the regulatory rules of the place where shares are listed.** **Basis for Revision:** 1. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting". 2. The Mandatory Provisions on which the original article was based has been abolished, and Article 85 of the Mandatory Provisions is no longer applicable. The original provision in the Articles of Association, which stated: "where the Company's plan to issue domestic shares and overseas- listed foreign invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council." has been revised to a provision applicable to the Company, which reads: "other circumstances as stipulated by laws, administrative regulations, departmental rules or the regulatory rules of the place where shares are listed."

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 78	**Article 91 of Original Chapter 10:** The board of directors shall be composed of 9 directors with one chairman. The board of directors shall include 3 independent non-executive directors selected in accordance with the Listing Rules **of the Stock Exchange**. Independent non-executive directors refer to such directors of the Company that serves no duties other than the directors' duties, has no relationship with the Company and its shareholders. At least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise, meeting the requirements of Rule 3.10(2) of **Hong Kong Listing Rules**. The number of independent directors of the Company to fall below the condition required by the Articles of Association, the Company shall timely take up the number of independent directors in according with these requirements.	**Article 78 of Current Chapter 10:** The board of directors shall be composed of 9 directors with one chairman. The board of directors shall include 3 independent non-executive directors selected in accordance with the Listing Rules. Independent non-executive directors refer to such directors of the Company that serves no duties other than the directors' duties, has no relationship with the Company and its shareholders. At least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise, meeting the requirements of Rule 3.10(2) of **Listing Rules**. The number of independent directors of the Company to fall below the condition required by the Articles of Association, the Company shall timely take up the number of independent directors in according with these requirements. **Basis for Revision:** In this amendment to the Articles of Association, the references to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are made more explicit.

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 79	**Article 92 of Original Chapter 10:** **Directors of the Company shall be natural persons and they are not required to hold any shares in the Company.** **Directors shall be elected at the general meeting** and each has a term of three years. Upon the expiry of the term of office of a director, the term is renewable upon re election. The **general meeting** shall not dismiss any director without valid reasons prior to the expiry of his service term. Provided that the relevant laws and administrative regulations are observed, a director whose term of office has not yet expired may be removed in **general meeting** by way of ordinary resolution (but the right to lodge a claim under any contract is not affected). **Every director should be subject to retirement by rotation at least once every three years. In order to maintain the continuity of the Company's significant operational policies, the number of directors replaced in the change of session shall not be more than one-fourth of the total number of directors for the preceding session, except those who become disqualified.**	**Article 79 of Current Chapter 10:** Directors **of the Company** shall be elected at the **shareholders' meeting** and each has a term of three years. Upon the expiry of the term of office of a director, the term is renewable upon re election. The **shareholders' meeting** shall not dismiss any director without valid reasons prior to the expiry of his service term. Provided that the relevant laws and administrative regulations are observed, a director whose term of office has not yet expired may be removed in **shareholders' meeting** by way of ordinary resolution (but the right to lodge a claim under any contract is not affected). **1. Deleted content:** **Deletion:** (1) Directors of the Company shall be natural persons and they are not required to hold any shares in the Company. (2) Every director should be subject to retirement by rotation at least once every three years. In order to maintain the continuity of the Company's significant operational policies, the number of directors replaced in the change of session shall not be more than one-fourth of the total number of directors for the preceding session, except those who become disqualified. **Basis for Revision:** 1. As the Mandatory Provisions on which the original article relied has been repealed, Article 87 of the Mandatory Provisions no longer applies. 2. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting".

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 80	**Article 93 of Original Chapter 10:** The list of candidates for directors shall be submitted to the **general meeting** in the form of motion for approval. The board of directors should inform the shareholders of the resume and basic profiles of the director candidates by way of an announcement. Candidates for directors shall be nominated by the preceding session of the board of directors and shareholders individually or jointly holding more than 5% of the issued voting shares in the Company for more than one year. The proportion of directors individually or jointly nominated by any shareholders shall not exceed such shareholder's shareholding, individually or jointly, in the Company. **Any person appointed by the directors of the current session to fill the casual vacancy due to a director's resignation during his term of office and shall hold office until the following annual general meeting of the Company, and shall then be eligible for re-election.** The shareholder nominator shall submit altogether a written nomination, resume of the candidate and written consent of the nominee to the board of directors ten days prior to the **general meeting**. The board of directors, after taken into consideration, shall announce the director candidates to be elected in the **general meeting**.	**Article 80 of Current Chapter 10:** The list of candidates for directors shall be submitted to the **shareholders' meeting** in the form of motion for approval. The board of directors should inform the shareholders of the resume and basic profiles of the director candidates by way of an announcement. Candidates for directors shall be nominated by the preceding session of the board of directors and shareholders individually or jointly holding more than 5% of the issued voting shares in the Company for more than one year. The proportion of directors individually or jointly nominated by any shareholders shall not exceed such shareholder's shareholding, individually or jointly, in the Company. The shareholder nominator shall submit altogether a written nomination, resume of the candidate and written consent of the nominee to the board of directors ten days prior to the **shareholders' meeting**. The board of directors, after taken into consideration, shall announce the director candidates to be elected in the **shareholders' meeting**. **1. Deleted content:** **Deletion:** Any person appointed by the directors of the current session to fill the casual vacancy due to a director's resignation during his term of office and shall hold office until the following annual general meeting of the Company, and shall then be eligible for re-election. **Basis for Revision:** 1. Article 98 of the current Articles of Association already contains such provision and the duplicate provision is hereby deleted. 2. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting".

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 81	**Article 94 of Original Chapter 10:** Independent non-executive directors shall be elected in the following manner: (1) the nominator of a candidate for independent non-executive director shall seek the consent of the nominee and understand the occupation, academic qualifications, rank and detailed working experience including all part-time jobs of the nominee and provide written evidence of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (2) the nominator of an independent non-executive director shall give his opinion on the qualification and independence of the nominee to act as an independent non-executive director. The nominee shall make a public announcement as to the absence of any connection between the Company and him which would affect his independent and objective judgment; (3) if shareholders with nomination rights nominate in a **general meeting** of the Company according to law a candidates for independent non-executive directors, a written notice stating their intention to nominate a candidate and the nominee's consent to be nominated, together with the written evidence and undertaking of the nominee referred to in sub-paragraphs (1) and (2) above shall be delivered to the Company not less than ten days before the **general meeting (beginning once the Company has sent the notice of meeting)**.	**Article 81 of Current Chapter 10:** Independent non-executive directors shall be elected in the following manner: (1) the nominator of a candidate for independent non-executive director shall seek the consent of the nominee and understand the occupation, academic qualifications, rank and detailed working experience including all part-time jobs of the nominee and provide written evidence of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (2) the nominator of an independent non-executive director shall give his opinion on the qualification and independence of the nominee to act as an independent non-executive director. The nominee shall make a public announcement as to the absence of any connection between the Company and him which would affect his independent and objective judgment; (3) if shareholders with nomination rights nominate in a **shareholders' meeting** of the Company according to law a candidates for independent non-executive directors, a written notice stating their intention to nominate a candidate and the nominee's consent to be nominated, together with the written evidence and undertaking of the nominee referred to in sub-paragraphs (1) and (2) above shall be delivered to the Company **ten days before convening of the shareholder's meeting.** **Basis for Revision:** 1. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting". 2. This article is revised based on relevant description of Article 115 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 82	**Article 95 of Original Chapter 10:** Directors other than independent non-executive directors shall be elected in the following manner: (1) The nominator of a candidate for director shall seek the consent of the nominee and understand the occupation, academic qualifications, rank and detailed working experience including all part-time jobs of the nominee and provide written evidence of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (2) If the nomination of candidates for directors is made before the Company's convening of a board of directors' meeting **or a board of supervisors' meeting**, the written evidence relating to the nominee referred to in sub-paragraph (1) above shall be disclosed together with the board of directors' resolution **or the board of supervisors' resolution** or the notice of the **general meeting**; (3) If shareholders with nomination rights nominate in a **general meeting** of the Company according to law a candidate for director, a written notice stating their intention to nominate a candidate for directors and the nominee's consent to be nominated, together with the written evidence and undertaking of the nominee referred to in sub-paragraph (1) above shall be delivered to the Company **not less than ten days before the general meeting (beginning once the Company has sent the notice of meeting).**	**Article 82 of Current Chapter 10:** Directors other than independent non-executive directors shall be elected in the following manner: (1) The nominator of a candidate for director shall seek the consent of the nominee and understand the occupation, academic qualifications, rank and detailed working experience including all part-time jobs of the nominee and provide written evidence of the same to the Company before making the nomination. The candidate shall give a written undertaking to the Company agreeing to be nominated, undertaking the truthfulness and completeness of his particulars disclosed and guaranteeing the performance of a director's duties after being elected; (2) If the nomination of candidates for directors is made before the Company's convening of a board of directors' meeting, the written evidence relating to the nominee referred to in sub-paragraph (1) above shall be disclosed together with the board of directors' resolution or the notice of the **shareholders' meeting**; (3) If shareholders with nomination rights nominate in a **shareholders' meeting** of the Company according to law a candidate for director, a written notice stating their intention to nominate a candidate for directors and the nominee's consent to be nominated, together with the written evidence and undertaking of the nominee referred to in sub-paragraph (1) above shall be delivered to the Company **ten days before the shareholders' meeting.** **Basis for Revision:** 1. Based on the actual circumstances, the nomination of candidates for the board of directors does not fall within the responsibilities of the board of supervisors; therefore, the reference to the board of supervisors in item (ii) is deleted. 2. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting".

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 83	**Article 96 of Original Chapter 10:** Independent non-executive directors shall meet the following basic requirements: (1) qualified to be a director of a listed company under the laws, administrative regulations and other applicable regulations; (2) comply with the listing rules and other requirements of the Hong Kong Stock Exchange regarding the character, integrity, experience and independence of an independent non-executive director; (3) have basic knowledge of the operation of a listed company, familiarity with the relevant laws, administrative regulations, regulations and rules of competent authorities; (4) have more than five years' experience in the legal, financial or other field, necessary in performing the duties of an independent non-executive director; (5) shall be a professional in laws, economics, finance, financial accounting **or financial guarantee** and shall not have conflict of interests with **the financing guarantee** company where he intends to be appointed; (6) shall not hold any position in any organisation which is a shareholder of the Company, nor be interested in the Company or its controlling shareholders; (7) satisfy independence and other requirements stipulated by laws, administrative regulations, rules of the competent authorities and the Articles of Association and its appendices.	**Article 83 of Current Chapter 10:** Independent non-executive directors shall meet the following basic requirements: (1) qualified to be a director of a listed company under the laws, administrative regulations and other applicable regulations; (2) comply with the listing rules and other requirements of the Hong Kong Stock Exchange regarding the character, integrity, experience and independence of an independent non-executive director; (3) have basic knowledge of the operation of a listed company, familiarity with the relevant laws, administrative regulations, regulations and rules of competent authorities; (4) have more than five years' experience in the legal, financial or other field, necessary in performing the duties of an independent non-executive director; (5) shall be a professional in laws, economics, finance, financial accounting and shall not have conflict of interests with company where he intends to be appointed; (6) shall not hold any position in any organisation which is a shareholder of the Company, nor be interested in the Company or its controlling shareholders; (7) satisfy independence and other requirements stipulated by laws, administrative regulations, rules of the competent authorities and the Articles of Association and its appendices. **Basis for Revision:** As the Company ceases to engage in the financing guarantee business, references to guarantee and financing guarantee are deleted.

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 86	**Article 99 of Original Chapter 10:** The board of directors shall be accountable to the **general meeting** and exercise the following functions and powers: (1) to be responsible for the convening of the **general meetings** and to report on its work to the shareholders in **general meetings**; (2) to implement the resolutions passed by the **shareholders in general meetings**; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final financial budgets; (5) to formulate the Company's profit distribution proposal and loss recovery proposal; (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issue of any kind of securities by the Company (including but not limited to the Company's debentures); (7) to formulate plans for significant acquisitions or disposals, or the merger, division, change of corporate form or dissolution of the Company; (8) to formulate proposals for listing and repurchase of the Company's shares; (9) to decide, within the authority granted to them in **general meeting**, on matters such as external investment, pledges, financial management arrangements, connected transaction; (10) to evaluate external guarantees of the Company in accordance with laws and the provisions of the Articles of Association;	**Article 86 of Current Chapter 10:** The board of directors shall be accountable to the **shareholders' meeting** and exercise the following functions and powers: (1) to be responsible for the convening of the **shareholders' meetings** and to report on its work to the **shareholders' meetings**; (2) to implement the resolutions passed by the **shareholders' meetings**; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final financial budgets; (5) to formulate the Company's profit distribution proposal and loss recovery proposal; (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issue of any kind of securities by the Company (including but not limited to the Company's debentures); (7) to formulate plans for significant acquisitions or disposals, or the merger, division, change of corporate form or dissolution of the Company; (8) to formulate proposals for listing and repurchase of the Company's shares; (9) to decide, within the authority granted to them in **shareholders' meeting**, on matters such as external investment, pledges, financial management arrangements, connected transaction; (10) to evaluate external guarantees of the Company in accordance with laws and the provisions of the Articles of Association;

Corresponding articles of new AOA	Before revise	After revise
	(11) to decide on the Company's internal management structure; (12) to appoint or remove the Company's president and to appoint or remove the senior management personnel including the vice president and the chief financial officer the Company, according to the recommendations of the president, as well as to decide on matters relating to the remuneration; to appoint or remove the secretary to the board of directors and to decide on matters relating to the remuneration; (13) to formulate proposals for any amendment of the Articles of Association; (14) to formulate, review and monitor the Company's basic management policies; (15) to manage the disclosure of information of the Company; (16) to exercise any other powers as stipulated by laws, administrative regulations, rules of the competent authorities or the Articles of Association and conferred by the shareholders in a **general meeting**. Other than resolutions in respect of the matters specified in sub-paragraphs (6), (7), (8), (9), (10) and (13) of this Article, which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of the directors.	(11) to decide on the Company's internal management structure; (12) to appoint or remove the Company's **general manager (**president) and to appoint or remove the senior management personnel including the **deputy general manager (**vice president) and **the person-in-charge of finance (**chief financial officer) of the Company, according to the recommendations of the **general manager (**president), as well as to decide on matters relating to the remuneration; to appoint or remove the secretary to the board of directors and to decide on matters relating to the remuneration; (13) to formulate proposals for any amendment of the Articles of Association; (14) to formulate, review and monitor the Company's basic management policies; (15) to manage the disclosure of information of the Company; **(16) to propose to the shareholders' meeting the appointment or replacement of an accounting firm that performs audits for the Company;** (17) to exercise any other powers as stipulated by laws, administrative regulations, rules of the competent authorities or the Articles of Association and conferred by the shareholders in a **shareholders' meeting**. Other than resolutions in respect of the matters specified in sub-paragraphs (6), (7), (8), (9), (10) and (13) of this Article, which shall be passed by more than two-thirds of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of the directors. **Basis for Revision:** 1. Addition: propose to the shareholders' meeting the appointment or replacement of an accounting firm that performs audits for the Company and add item (16) with reference to Article 110 of the Guidelines for Articles of Association of Listed Companies; 2. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting".

Corresponding articles of new AOA	Before revise	After revise
New article		**Article 87 of Current Chapter 10** The board of directors has the following approval authority over matters such as the company's external investments, entrusted wealth management, purchase or sale of assets, **external guarantees**, asset mortgages, and related party transactions: (1) outbound investments (including investments in consolidated subsidiaries, etc.) and entrusted wealth management matters that are not subject to the approval authority of the shareholders' meeting as stipulated in the Listing Rules and the Company Law, nor to the investment approval authority delegated to the chair of the committee under Article 108 of these Articles of Association, shall be decided by the board of directors. (2) Any purchase or sale of assets, **external guarantees (including guarantees to holding subsidiaries)**, and asset mortgages that are not subject to the approval authority of the shareholders' meeting under the Listing Rules, the Company Law, and Article 42 of these Articles of Association, nor to the approval authority of the chair of the committee under Article 108 of these Articles of Association, shall be decided by the board of directors. (3) Related party transactions that fall outside the approval authority of the shareholders' meeting as stipulated in the Listing Rules and the Company Law, and outside the related party transaction approval authority of the chair of the committee authorized under Article 108 of these Articles of Association, shall be decided by the board of directors. **Basis for Revision:** The relevant approval authority of the board of directors is specified in accordance with the company's operating and management requirements.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 100 of Original Chapter 100:** The board of directors shall establish special committees including audit committee, remuneration and appraisal committee, nomination committee, strategy committee, risk management committee and etc. in accordance with laws and regulations and the requirements under the Listing Rules to assist the board of directors on performing its powers, or to advise or consult on decisions of the board of directors.	**Delete this article** **Basis for Revision:** Article 11 is added to specify the relevant provisions.
Chapter 10 Article 88	**Article 101 of Original Chapter 10:** An independent non-executive director shall have the following special functions and powers in addition to those conferred by the Company Law, other relevant laws, administrative regulations and the Articles of Association: (1) the independent non-executive directors may, before giving opinions in relations to connected transactions, engage an independent professional advisory firm to issue an independent professional report for them to rely upon in making the judgment; (2) to engage an external auditing or professional advisory firm independently to issue an independent professional report or opinion; (3) actively participate in all kinds of decision making of the board of directors, particularly when giving independent opinions on matters in relation to connected transactions and the management of material risks of **financing guarantee companies**; (4) shall demand ratifications when any breach of laws, regulations and the Articles of Association of the Company is detected.	**Article 88 of Current Chapter 10:** An independent non-executive director shall have the following special functions and powers in addition to those conferred by the Company Law, other relevant laws, administrative regulations and the Articles of Association: (1) the independent non-executive directors may, before giving opinions in relations to connected transactions, engage an independent professional advisory firm to issue an independent professional report for them to rely upon in making the judgment; (2) to engage an external auditing or professional advisory firm independently to issue an independent professional report or opinion; (3) actively participate in all kinds of decision making of the board of directors, particularly when giving independent opinions on matters in relation to connected transactions and the management of material risks of **the company**; (4) shall demand ratifications when any breach of laws, regulations and the Articles of Association of the Company is detected. **Basis for Revision:** As the Company ceases to engage in financing guarantee business, the wording of financial guarantee companies is deleted.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 102 of Original Chapter 10:** Subject to applicable laws and regulations and the listing rules of the exchange on which the Company's shares are listed, the board of directors shall not dispose of or agree to dispose of any fixed assets without approval by the general meeting if the sum of the expected value of the fixed assets to be disposed of and the value derived from the disposal of fixed assets within four months before such proposed disposal of the fixed assets exceeds thirty three percent of the value of the fixed assets as shown on the latest balance sheet considered and approved at the general meeting. Disposals of fixed assets mentioned herein include transfer of certain asset interests, but do not include provision of security interests by pledge of fixed assets. The effectiveness of the Company's disposal of fixed assets shall not be affected by any breach of the foregoing provisions in Paragraph 1 of this Article.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 89 of the Mandatory Provisions no longer applies.
Chapter 10 Article 92	**Article 106 of Original Chapter 10:** The board meetings should be convened by the chairman of the board and held at least 4 times a year at approximately quarterly intervals. Notice of board meetings should be given to all directors **and supervisors** 14 days prior to the date of meeting. The agenda of regular board meetings and related documents of such meetings shall be delivered to all directors in a timely manner, which shall at least be ten days prior to the date of such meetings to be convened.	**Article 92 of Current Chapter 10:** The board meetings should be convened by the chairman of the board and held at least 4 times a year at approximately quarterly intervals. Notice of board meetings should be given to all directors 14 days prior to the date of meeting. The agenda of regular board meetings and related documents of such meetings shall be delivered to all directors in a timely manner, which shall at least be ten days prior to the date of such meetings to be convened. **Basis for Revision:** 1. The adjustment is made with reference to Article 116 of the Guidelines for Articles of Association of Listed Companies. 2. The board of supervisors is abolished under Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 10 Article 93	**Article 107 of Original Chapter 10:** The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within ten days since receiving the proposal in case of the occurrence of any one of the following events: (1) When the shareholders representing over 10% of voting rights make a proposal; (2) When the chairman of the board of directors deems necessary; (3) When over one third of directors make a proposal; (4) When the **supervisory committee** makes a proposal; (5) When the president makes a proposal. Notice of the special meeting of the board of directors and meeting documents shall be delivered to all directors in writing (including by hand, by post and by fax, etc.) within 5 days before the meeting is convened.	**Article 93 of Current Chapter 10:** The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within ten days since receiving the proposal in case of the occurrence of any one of the following events: (1) When the shareholders representing over 10% of voting rights make a proposal; (2) When the chairman of the board of directors deems necessary; (3) When over one third of directors make a proposal; (4) When the **audit committee** makes a proposal; (5) When the **general manager** makes a proposal. Notice of the special meeting of the board of directors and meeting documents shall be delivered to all directors in writing (including by hand, by post and by fax, etc.) within 5 days before the meeting is convened. **Basis for Revision:** In accordance with Article 121 of the Company Law, the board of supervisors is abolished, and the audit committee shall exercise the powers and functions of the board of supervisors.
New article		**Article 99 of Current Article 11:** The board of directors shall establish special committees including audit committee, remuneration and appraisal committee, nomination committee, strategy committee, risk management committee and etc. in accordance with laws and regulations and the requirements under the Listing Rules to assist the board of directors on performing its powers, or to advise or consult on decisions of the board of directors. **Basis for Revision:** With reference to Section 4 of Chapter 5 of the Guidelines for the Articles of Association of Listed Companies.

Corresponding articles of new AOA	Before revise	After revise
New article		**Article 100 of Current Chapter 11:** The audit committee shall consist of five members, all of whom shall be non-executive directors. Among them, independent non-executive directors shall constitute the majority, and at least one member shall be an independent non-executive director with appropriate professional qualifications, or expertise in accounting or related financial management. The chairman of the audit committee shall be appointed by the board of directors and must be an independent non-executive director. **Basis for Revision:** With reference to Section 4 of Chapter 5 of the Guidelines for the Articles of Association of Listed Companies.
New article		**Article 101 of Current Chapter 11:** The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for deliberation upon the approval of more than half of all members of the audit committee: (1) disclosure of financial information in the financial accounting reports and periodic reports; (2) engagement or dismissal of accounting firms undertaking the audit of the listed company; (3) appointment or dismissal of the chief financial officer of the listed company; (4) making changes to accounting policies, accounting estimates, or corrections of material accounting errors for reasons other than changes in accounting standards; (5) other matters prescribed by the Company Law and other laws, administrative regulations, the Listing Rules, and these Articles of Association. **Basis for Revision:** With reference to Section 4 of Chapter 5 of the Guidelines for the Articles of Association of Listed Companies.

Corresponding articles of new AOA	Before revise	After revise
New article		**Article 102 of Current Chapter 11:** The nomination committee is responsible for developing standards and procedures for the election of directors and senior management personnel, and selecting and examining the qualifications of the candidates for directors and senior management personnel, and making recommendations to the board of directors on the following matters: (1) nomination or removal of directors; (2) appointment or dismissal of senior management members; (3) other matters stipulated by laws, administrative regulations, requirements of the Listing Rules and these Articles of Association. If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and specific reasons for its non-adoption in the resolution of the board of directors and disclose the same. **Basis for Revision:** With reference to Section 4 of Chapter 5 of the Guidelines for the Articles of Association of Listed Companies.

Corresponding articles of new AOA	Before revise	After revise
New article		**Article 103 of Current Chapter 11:** The remuneration and appraisal committee shall be responsible for setting appraisal standards for directors and senior management personnel and evaluating them against such standards, formulating and reviewing the remuneration policies and proposals including the remuneration decision mechanism and process, as well as payment and stop-payment recourse arrangements for directors and senior management personnel, and making recommendations to the board of directors on: (1) remuneration of directors and senior management personnel; (2) formulating or changing equity incentive schemes, employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests; (3) other matters as stipulated by laws, administrative regulations, the Listing Rules, and these Articles of Association. If the board of directors fails to adopt or fails to fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for non-adoption in the resolutions of the board of directors, and make disclosures accordingly. **Basis for Revision:** With reference to Section 4 of Chapter 5 of the Guidelines for the Articles of Association of Listed Companies.
New article		**Article 104 of Current Chapter 11:** The board of directors is responsible for developing specific rules of procedure for each special committee. **Basis for Revision:** With reference to Section 4 of Chapter 5 of the Guidelines for Articles of Association of Listed Companies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 12 Article 108	**Article 116 of Original Chapter 11:** The chairman or chairlady shall preside over and lead the work of the executive committee, and shall be served by the chairman of the board of directors and be accountable to the board of directors. The chairman or chairlady shall perform the following duties, or delegate such duties to other members when necessary: I. Business operation authority: **(1) Guarantee business authority** **1. Decision on and execution of the cooperation framework agreements (including agreements on grant of credit for cooperation) with banks, guarantee funds, re-guarantee companies and other cooperative organisations;** **2. The guarantee projects in which the balance of financing guarantee liability provided to the individual guaranteed party is not more than 6% of the net assets of the group company, or the balance of financing guarantee liability provided to the individual guaranteed party and its related parties is not more than 9% of the net assets of the group company in aggregate, and the balance of financing guarantee liability provided to the individual guaranteed party in respect of issuance of bonds is not more than 15% of the net assets of the group company;** **3. The guarantee projects in which the balance of guarantee liability for non-financing guarantee business provided to the individual guaranteed party is not more than 18% of the net assets of the group company.**	**Article 108 of Current Chapter 12:** The chairman or chairlady shall preside over and lead the work of the executive committee, and shall be served by the chairman of the board of directors and be accountable to the board of directors. The chairman or chairlady shall perform the following duties, or delegate such duties to other members when necessary: I. Business operation authority: (1) Investment business authority 1. For national bonds, financial bonds and high-grade corporate bonds, the projects with the investment balance of more than 13% but less than 18% of the net assets of the group company. The high-grade corporate bonds referred to in this clause refer to the large corporate bonds with the credit rating of above AA; 2. For equity investment in other individual enterprises, funds or projects, the projects with the investment amount of not more than 5% of the net assets of the group company. 3. **For provision of financial assistance (including entrusted loans)**, the projects with the balance of loans to individual enterprises of not more than 6% of the net assets of the group company; 4. For all projects involved in other investments. The other investments referred to in this clause include wealth management products of banks, collective fund trust plans, credit assets supported securities and other financial products. The aforementioned investment types are exclusive of investment in secondary stock market and futures**, and exclusive of investments in combined subsidiaries**

Corresponding articles of new AOA	Before revise	After revise
	(2) Investment business authority 1. For national bonds, financial bonds and high-grade corporate bonds, the projects with the investment balance of more than 13% but less than 18% of the net assets of the group company. The high-grade corporate bonds referred to in this clause refer to the large corporate bonds with the credit rating of above AA; 2. For equity investment in other individual enterprises, funds or projects, the projects with the investment amount of not more than 5% of the net assets of the group company. **The other enterprises referred to in this clause are exclusive of guarantee companies;** 3. For entrusted loans, the projects with the balance of loans to individual enterprises of not more than 6% of the net assets of the group company; 4. For all projects involved in other investments. The other investments referred to in this clause include wealth management products of banks, collective fund trust plans, credit assets supported securities and other financial products. The aforementioned investment types are exclusive of investment in secondary stock market and futures. (3) Assets disposal authority 1.Matters on disposal of assets for which the accumulated amount for purchase or sale of assets in a calendar year is not more than 8% of the total assets of the group company, subject to compliance with all applicable requirements under the Listing Rules; 2. Matters on disposal of assets for which the accumulated loss in principal arising from purchase or sale of assets in a calendar year is not more than 0.5% of the net assets of the group company; 3. The matters on disposal of fixed assets in which the aggregate value of the fixed assets disposed of in the previous four months is not more than 20% of the fixed assets of the group company, subject to compliance with all applicable requirements under the Listing Rules.	(2) Assets disposal authority 1.Matters on disposal of assets for which the accumulated amount for purchase or sale of assets in a calendar year is not more than 8% of the total assets of the group company, subject to compliance with all applicable requirements under the Listing Rules; 2. Matters on disposal of assets for which the accumulated loss in principal arising from purchase or sale of assets in a calendar year is not more than 0.5% of the net assets of the group company; 3. The matters on disposal of fixed assets in which the aggregate value of the fixed assets disposed of in the previous four months is not more than 20% of the fixed assets of the group company, subject to compliance with all applicable requirements under the Listing Rules. (3) Connected transaction authority For connected transactions relating to other businesses (other than borrowing from shareholders **and its related parties**, pledge of assets and provision of guarantee), matters in which the accumulated balance of the transaction with a single related party **of the company** is not more than 5% of the net assets of the group company, subject to compliance with all applicable requirements under the Listing Rules.

Corresponding articles of new AOA	Before revise	After revise
	(4) Connected transaction authority For connected transactions relating to other businesses (other than borrowing from shareholders, pledge of assets and provision of guarantee), matters in which the accumulated balance of the transaction with a single **shareholder and its** related parties is not more than 5% of the net assets of the group company, subject to compliance with all applicable requirements under the Listing Rules. (5) Matters in which the total balance (non-financing guarantee shall be counted by 50%) of the creditor's rights (including contingent creditor's rights) against any single debtor and its related parties derived from various businesses is not more than 15% of the net assets of the group company. The aforementioned businesses, within the scope of the authority granted, shall be finally determined and executed by the chairman or chairlady of the committee upon passing the compliance review and complying with the business review procedures of the Company. Any matter beyond the above scope of the authority granted shall be reported to the board of directors or general meetings for consideration and approval. II. Administrative authority (1) Administrative authority over the organization and human resources 1. To draft plan for the establishment of internal management organizations of the Company and submit the plan to the executive committee for consideration; 2. To review plans proposed by the **president** in relation to establishment of branches, and the wholly-owned, controlled, **or investee guarantee institutions**, and upon giving approval, present the same to the board of directors and general meetings for consideration; 3. To approve the appointment, removal, reward and punishment of personnel including assistants to general managers of all departments of the Company, assistants to general managers of all branches and personnel above the aforesaid levels up to assistant to the president of the Company;	(4) The guarantee projects in which the balance of guarantee liability for non-financing guarantee business provided to the individual guaranteed party is not more than 18% of the net assets of the group company. (5) Matters in which the total balance (non-financing guarantee shall be counted by 50%) of the creditor's rights (including contingent creditor's rights) against any single debtor and its related parties derived from various businesses is not more than 15% of the net assets of the group company. The aforementioned businesses, within the scope of the authority granted, shall be finally determined and executed by the chairman or chairlady of the committee upon passing the compliance review and complying with the business review procedures of the Company. Any matter beyond the above scope of the authority granted shall be reported to the board of directors or general meetings for consideration and approval. II. Administrative authority (1) Administrative authority over the organization and human resources 1. To draft plan for the establishment of internal management organizations of the Company and submit the plan to the executive committee for consideration; 2. To review plans proposed by the **general manager (president)** in relation to establishment of branches, and the wholly-owned, controlled, or **investee company**, and upon giving approval, present the same to the board of directors and general meetings for consideration; 3. To approve the appointment, removal, reward and punishment of personnel including assistants to general managers of all departments of the Company, assistants to general managers of all branches and personnel above the aforesaid levels up to assistant to the president of the Company;

Corresponding articles of new AOA	Before revise	After revise
	4. To appraise the performance of the **president** and the secretary to the board of directors; 5. To review the candidates for appointment or removal of the **vice president and the chief financial officer** proposed by the **president**, and upon giving approval, present the same to the board of directors for consideration and approval; 6. To review plans in relation to delegation or replacement of members of the board of directors and the board of supervisors of any wholly owned subsidiary proposed by the **president**, and upon giving approval, present the same to the board of directors for consideration and approval; 7. To review plans in relation to delegation, replacement or recommendation of shareholders' representatives, directors (candidates), supervisors (candidates) of controlled subsidiaries and investee subsidiaries proposed by the **president**, and upon giving approval, present the same to the board of directors for consideration and approval.	4. To appraise the performance of the **general manager (president)** and the secretary to the board of directors; 5. To review the candidates for appointment or removal of the **deputy general manager (vice president)** and the **person-in-charge of finance (chief financial officer) and chief risk control officer** proposed by the **general manager (president)**, and upon giving approval, present the same to the board of directors for consideration and approval; 6. To review plans in relation to delegation or replacement of members of the board of directors and the board of supervisors of any wholly owned subsidiary proposed by the **general manager (president)**, and upon giving approval, present the same to the board of directors for consideration and approval; 7. To review plans in relation to delegation, replacement or recommendation of shareholders' representatives, directors (candidates), supervisors (candidates) of controlled subsidiaries and investee subsidiaries proposed by the **general manager (president)**, and upon giving approval, present the same to the board of directors for consideration and approval.

Corresponding articles of new AOA	Before revise	After revise
	(2) Financial management authority 1. To approve the use of relevant funds falling within the annual financial budget of the Company as approved at the general meetings. The chairman or chairlady of the committee may, within the scope permitted by laws and regulations and regulatory documents and based on the specific conditions of the Company, delegate the approval authority for financial expenses to the **president** to a certain extent; 2. To manage and approve the use of relevant funds falling within the budget for special purposes of the board of directors of the Company as approved at the general meetings; 3. To review the plan for extra-budgetary financial expenses proposed by the **president**, and upon giving approval, present the same to the board of directors of the Company for consideration and approval; 4. To review the profit distribution plans and loss recovery plans proposed by the **president**, and upon giving approval, present the same to the board of directors of the Company for consideration.	(2) Financial management authority 1. To approve the use of relevant funds falling within the annual financial budget of the Company as approved at the general meetings. The chairman or chairlady of the committee may, within the scope permitted by laws and regulations and regulatory documents and based on the specific conditions of the Company, delegate the approval authority for financial expenses to the **general manager (president)** to a certain extent; 2. To manage and approve the use of relevant funds falling within the budget for special purposes of the board of directors of the Company as approved at the general meetings; 3. To review the plan for extra-budgetary financial expenses proposed by the **general manager (president)**, and upon giving approval, present the same to the board of directors of the Company for consideration and approval; 4. To review the profit distribution plans and loss recovery plans proposed by the **general manager (president)**, and upon giving approval, present the same to the board of directors of the Company for consideration.

Corresponding articles of new AOA	Before revise	After revise
		Deleted content: **Deletion:** (1) Guarantee business authority 1. Decision on and execution of the cooperation framework agreements (including agreements on grant of credit for cooperation) with banks, guarantee funds, re-guarantee companies and other cooperative organisations; 2. The guarantee projects in which the balance of financing guarantee liability provided to the individual guaranteed party is not more than 6% of the net assets of the group company, or the balance of financing guarantee liability provided to the individual guaranteed party and its related parties is not more than 9% of the net assets of the group company in aggregate, and the balance of financing guarantee liability provided to the individual guaranteed party in respect of issuance of bonds is not more than 15% of the net assets of the group company; **Basis for Revision:** 1. As the company ceases to engage in the financing guarantee business, the contents related to the financing guarantee business within the guarantee business authority is deleted; 2. As the company ceases to engage in the financing guarantee business, and references to guarantee company (guarantee institution) is deleted and revised. 3. Provision on the management authority for external guarantees is added; 4. Certain expressions have been revised to clarify the scope, and such revisions are not substantive adjustments.

Corresponding articles of new AOA	Before revise	After revise
Chapter 13 Article 111	**Article 119 of Original Chapter 12:** In principle, the role of the secretary to the board of directors shall be performed by designated staff. However, the directors or other senior management personnel of the Company **(excluding the president and the chief financial officer)** may also act in the capacity of the secretary to the board of directors. No accountant of the accounting firm engaged by the Company may concurrently act as the secretary to the Company's board of directors.	**Article 111 of Current Chapter 13:** In principle, the role of the secretary to the board of directors shall be performed by designated staff. However, the directors or other senior management personnel of the Company may also act in the capacity of the secretary to the board of directors. No accountant of the accounting firm engaged by the Company may concurrently act as the secretary to the Company's board of directors. **Deleted content:** (excluding the president and the chief financial officer). **Basis for Revision:** Such content is not mandated by statutory requirements.
Chapter 13 Article 112	**Article 120 of Original Chapter 12:** The secretary to the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the chairman of the board of the directors and appointed or removed by the board of directors. **In the case of a director acting concurrently as the secretary to the board, if an act has to be performed by a director and the secretary to the board respectively, this director acting concurrently as the secretary to the board may not act in both capacities.**	**Article 121 of Current Chapter 13:** The secretary to the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the chairman of the board of the directors and appointed or removed by the board of directors. **1. Deleted content:** **Deletion:** In the case of a director acting concurrently as the secretary to the board, if an act has to be performed by a director and the secretary to the board respectively, this director acting concurrently as the secretary to the board may not act in both capacities. **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 98 of the Mandatory Provisions no longer applies.
Chapter 13 Article 113	**Article 121 of Original Chapter 12:** The main duties and responsibilities of the secretary to the board of directors include: ……(9) to perform other functions and powers conferred by the board of directors and **stipulated by** the listing rules of **the stock exchange where the shares of the Company are listed**.	**Article 113 of Current Chapter 13:** The main duties and responsibilities of the secretary to the board of directors include: ……(9) to perform other functions and powers conferred by the board of directors and **stipulated by** the Listing Rules. **Basis for Revision:** In this amendment to the Articles of Association, the references to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are made more explicit.

Corresponding articles of new AOA	Before revise	After revise
Chapter 14 Article 115	**Article 123 of Original Chapter 13:** The Company shall have a **president**. The **president** shall be nominated by the chairman of the board of directors and appointed or removed by the board of directors. The Company shall have several **vice president**, one **chief financial officer** and one risk management officer who shall assist the **president** in work. The **vice president, the chief financial officer** and the risk management officer shall be nominated by the **president**, approved by the chairman of the board of directors and appointed or removed by the board of directors. Senior management of the Company shall hold the qualification with experience and professional capability required by relevant laws and regulations for being senior management of a **financing guarantee company**. Senior management of the Company shall not serve on party and government organs.	**Article 115 of Current Chapter 14:** The Company shall have a general manager (president). The general manager (president) shall be nominated by the chairman of the board of directors and appointed or removed by the board of directors. The Company shall have several deputy general manager (vice president), one person-in-charge of finance (chief financial officer) and one risk management officer who shall assist the general manager (president) in work. The deputy general manager (vice president), the person-in-charge of finance (chief financial officer) and the risk management officer shall be nominated by the general manager (president), approved by the chairman of the board of directors and appointed or removed by the board of directors. Senior management of the Company shall hold the qualification with experience and professional capability required by relevant laws and regulations for being senior management. Senior management of the Company shall not serve on party and government organs. **Basis for Revision:** As the Company ceases to engage in financing guarantee business, the wording of financial guarantee companies is deleted.
Chapter 14 Article 118	**Article 126 of Original Chapter 13:** ……Senior management shall establish and improve its meeting system and formulate corresponding rules of procedures. There shall be formal written records of the meetings of senior management. The meeting minutes shall be timely submitted to the board of directors **and the board of supervisors**.	**Article 118 of Current Chapter 14:** ……Senior management shall establish and improve its meeting system and formulate corresponding rules of procedures. There shall be formal written records of the meetings of senior management. The meeting minutes shall be timely submitted to the board of directors. **Deleted content:** Board of supervisors. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.
Deleted section and articles	**Original Chapter 14 Article 127 to Article 139**	**Deleted content:** Content relating to the board of supervisors. **Basis for Revision:** In accordance with Article 121 of the Company Law, the board of supervisors is abolished, and the audit committee shall exercise the powers and functions of the board of supervisors.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 119	**Article 140 of Original Chapter 15:** A person may not serve as a director**, supervisor** or a senior management personnel of the Company if any of the following **circumstances** apply: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been found **guilty of** for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, **and not more than five years have lapsed since the sentence was served** or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served; or a person has been sentenced to probation and a period of two years have not elapsed since the date of expiry of the probationary examination; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation **as a result of mismanagement** and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license;	**Article 119 of Current Chapter 15:** A person may not serve as a director or a senior management personnel of the Company if any of the following **circumstances** apply: (1) a person who does not have or who has limited capacity for civil conduct; (2) a person who has been **sentenced to criminal punishment** for corruption, bribery, infringement of property or misappropriation of property or **disruption** of the socia**list market** economic order, or a person who has been deprived of his political rights and not more than five years have lapsed since the sentence was served; or a person has been sentenced to probation and a period of two years have not elapsed since the date of expiry of the probationary examination; (3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise the business license of which was revoked **or which was ordered to close** due to violation of law and who are personally liable therefore, where less than three years have elapsed since the date of the cancellation of the business license **or on which it was ordered to close**;

Corresponding articles of new AOA	Before revise	After revise
	(5) a person who has a relatively large amount of debts which have become due and outstanding is listed by the People's Courts as law-enforcement offenders with a loss of trust; (6) a person who is currently under investigation by the judicial authorities for violation of criminal law; (7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise; (8) a person other than a natural person; (9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction; (10) other **circumstances** which are applicable according to laws and administrative regulations, or regulations of the competent authorities. The election of directors**, supervisors** or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, **supervisors or** senior management personnel during their term of office, the Company shall remove them from their position.	(5) a person who is listed by the People's Courts as law-enforcement offenders with a loss of trust **due to he/she bears** a relatively large amount of debts which have become due and outstanding; (6) a person who is currently under investigation by the judicial authorities for violation of criminal law; (7) a person who, according to laws and administrative regulations, or regulations of the competent authorities cannot act as a leader of an enterprise; (8) a person other than a natural person; (9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five years have lapsed from the date of such conviction; (10) other **circumstances** which are applicable according to laws and administrative regulations, or regulations of the competent authorities **or the Listing Rules**. The election of directors or the engagement of senior management personnel in contravention to the provisions under this Article shall be null and void. Upon any contravention of the above by the directors, senior management personnel during their term of office, the Company shall remove them from their position. **Basis for Revision:** 1. This article is revised based on Article 178 of the Company Law; 2. "and not more than five years have lapsed since the sentence was served" in item (2) is deleted due to duplication. 3. The board of supervisors is abolished based on Article 121 of the Company Law.
Chapter 15 Article 120	**Article 141 of Original Chapter 15:** The validity of an act carried out by a director, **a supervisor,** a senior management personnel of the Company on behalf of the Company shall, as against a bona fide third party, not be affected by any irregularity in his office, election or any defect in his qualification.	**Article 120 of Current Chapter 15:** The validity of an act carried out by a director, a senior management personnel of the Company on behalf of the Company shall, as against a bona fide third party, not be affected by any irregularity in his office, election or any defect in his qualification. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 121	**Article 142 of Original Chapter 15:** In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors**, supervisors** and senior management personnel owes a duty to each shareholder, in the exercise of the duties and powers which the Company has entrusted to him: (1) not to procure the Company to do anything ultra vires to the scope of business as stipulated in its business licence; (2) to act honestly and in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (without limitation to) usurpation of opportunities which may benefit the Company; (4) not to deprive of the individual interest of shareholders, including (without limitation to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the **shareholders in general meeting** for approval in accordance with these Articles of Association.	**Article 121 of Current Chapter 15:** In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors and senior management personnel owes a duty to each shareholder, in the exercise of the duties and powers which the Company has entrusted to him: (1) not to procure the Company to do anything ultra vires to the scope of business as stipulated in its business licence; (2) to act honestly and in the best interests of the Company; (3) not to expropriate the Company's property in any way, including (without limitation to) usurpation of opportunities which may benefit the Company; (4) not to deprive of the individual interest of shareholders, including (without limitation to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the **shareholders' meeting** for approval in accordance with these Articles of Association. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.
Chapter 15 Article 122	**Article 143 of Original Chapter 15:** Each of the Company's directors**, supervisors,** and senior management personnel owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	**Article 122 of Current Chapter 15:** Each of the Company's directors and senior management personnel owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 123	**Article 144 of Original Chapter 15:** Each of the Company's directors**, supervisors,** and senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation to) discharging of the following obligations: …… (5) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a **general meeting**, not to enter into any contract, transaction or arrangement with the Company; …… 3. the interests of the relevant director**, supervisor,** or senior management personnel so requires.	**Article 123 of Current Chapter 15:** Each of the Company's directors and senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation to) discharging of the following obligations: …… (5) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a **board of directors' meeting/shareholders' meeting**, not to enter into any contract, transaction or arrangement with the Company; …… 3. the interests of the relevant director or senior management personnel so requires. **Basis for Revision:** 1. If a connected transaction involving directors, supervisors, or senior management is required to be approved by the shareholders' meeting under the Listing Rules, it shall be approved by the shareholders' meeting. Other connected transactions may be reviewed and approved by the board of directors based on factors such as whether they are beneficial to the listed company, necessary, and fair, and therefore need not be submitted to the shareholders' meeting. The description of "general meeting" in this article is revised to "board of directors' meeting/shareholders' meeting." 2. As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 116 of the Mandatory Provisions no longer applies. 3. The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 124	**Article 145 of Original Chapter 15:** Each director, **supervisor,** senior management personnel of the Company shall not direct the following persons or institutions ("associates") to act in a manner which a director**, supervisor** or senior management personnel is prohibited from so acting: (1) the spouse or minor children of the director**, supervisor,** or senior management personnel of the Company; (2) the trustee of the director, **supervisor,** senior management personnel or trustee of any person described in sub-paragraph (1) above; (3) partners of directors, **supervisors,** senior management personnel or any person referred to in sub-paragraphs (1) and (2) of this Article; (4) a company in which a director, **supervisor,** senior management personnel, whether alone or jointly with one or more of the persons referred to in sub-paragraphs (1), (2) and (3) of this Article and other directors, **supervisors,** senior management personnel, has de facto controlling interest; (5) the directors**, supervisors** and senior management of a company which is being controlled in the manner set out in sub-paragraph (4) above.	**Article 124 of Current Chapter 15:** Each director, senior management personnel of the Company shall not direct the following persons or institutions ("associates") to act in a manner which a director or senior management personnel is prohibited from so acting: (1) the spouse or minor children of the director or senior management personnel of the Company; (2) the trustee of the director, senior management personnel or trustee of any person described in **item** (1) above; (3) partners of directors, senior management personnel or any person referred to in **items** (1) and (2) of this Article; (4) a company in which a director, senior management personnel, whether alone or jointly with one or more of the persons referred to in **items** (1), (2) and (3) of this Article and other directors, senior management personnel, has de facto controlling interest; (5) the directors and senior management of a company which is being controlled in the manner set out in **item** (4) above. **Basis for Revision:** 1. The board of supervisors is abolished based on Article 121 of the Company Law; 2. Optimization of article.
Chapter 15 Article 125	**Article 146 of Original Chapter 15:** The duty of a director**, supervisor,** and the senior management personnel to act in good faith does not necessarily terminate on the expiration of their term of office. His duty of confidentiality in respect of trade secrets of the Company survives the termination of his tenure until the same has become open information. Other duties may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the termination and the act concerned and on the circumstances and the terms under which the relationship with the Company was terminated.	**Article 125 of Current Chapter 15:** The duty of a director and the senior management personnel to act in good faith does not necessarily terminate on the expiration of their term of office. His duty of confidentiality in respect of trade secrets of the Company survives the termination of his tenure until the same has become open information. Other duties may continue for such period as the principle of fairness may require depending on the length of time which has lapsed between the termination and the act concerned and on the circumstances and the terms under which the relationship with the Company was terminated. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 126	**Article 147 of Original Chapter 15:** A director, supervisor or senior management personnel of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a **general meeting**, save under the circumstances of Article **49** hereof.	**Article 126 of Current Chapter 15:** A director, senior management personnel of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a **shareholders' meeting**, save under the circumstances of Article **36** hereof. **Basis for Revision:** 1. The board of supervisors is abolished based on Article 121 of the Company Law; 2. In accordance with the latest Company Law, the description of "general meeting" is revised to "shareholders' meeting"; 3. Update the serial numbers of the referenced articles;

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 127	**Article 148 of Original Chapter 15:** Where a director**, supervisor** or senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his service contract with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors. A director shall not vote on any resolution of the board of directors in relation to any contract, arrangement or proposal in which he or any of his associates (as defined in the Listing Rules) is materially interested, and shall not be included in the quorum of the relevant meeting, unless otherwise permitted under the Listing Rules or by the Hong Kong Stock Exchange. Unless the interested director, **supervisor,** senior management personnel discloses his interests in accordance with the preceding sub- paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the director**, supervisor,** or senior management personnel is not counted as part of the quorum and refrains from voting the Company shall have the right to cancel such contract, transaction or arrangement except as against a bona fide party who does not have notice of the breach of duty by the interested director**, supervisor** or senior management personnel. A director**, supervisor** or senior management personnel of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.	**Article 127 of Current Chapter 15:** Where a director or senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his service contract with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors. A director shall not vote on any resolution of the board of directors in relation to any contract, arrangement or proposal in which he or any of his associates (as defined in the Listing Rules) is materially interested, and shall not be included in the quorum of the relevant meeting, unless otherwise permitted under the Listing Rules or by the Hong Kong Stock Exchange. Unless the interested director, senior management personnel discloses his interests in accordance with the preceding sub-paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the director or senior management personnel is not counted as part of the quorum and refrains from voting the Company shall have the right to cancel such contract, transaction or arrangement except as against a bona fide party who does not have notice of the breach of duty by the interested director or senior management personnel. A director or senior management personnel of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 128	**Article 149 of Original Chapter 15:** Where a director**, supervisor** or senior management personnel of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.	**Article 128 of Current Chapter 15:** Where a director or senior management personnel of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.
Chapter 15 Article 129	**Article 150 of Original Chapter 15:** The Company shall not pay taxes for or on behalf of a director**, supervisor** or senior management personnel in any manner.	**Article 129 of Current Chapter 15:** The Company shall not pay taxes for or on behalf of a director or senior management personnel in any manner. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 130	**Article 151 of Original Chapter 15:** The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director**, supervisor** or senior management personnel of the Company or its holding company or any of their respective associates. The foregoing prohibition shall not apply to the following circumstances: (1) provision of a loan or loan guarantees by the Company to its subsidiary; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or other payment to its directors, **supervisors,** senior management personnel to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of service contracts approved by the **shareholders in general meetings**; (3) if the ordinary course of business of the Company includes providing loans or guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to a director, **supervisor,** senior management personnel or his associates in the ordinary course of its business on normal commercial terms.	**Article 130 of Current Chapter 15:** The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a director or senior management personnel of the Company or its holding company or any of their respective associates. The foregoing prohibition shall not apply to the following circumstances: (1) provision of a loan or loan guarantees by the Company to its subsidiary; (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or other payment to its directors, senior management personnel to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of service contracts approved by the **shareholders' meetings**; (3) if the ordinary course of business of the Company includes providing loans or guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to a director, senior management personnel or his associates in the ordinary course of its business on normal commercial terms. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 132	**Article 153 of Original Chapter 15:** A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article **151**(1) shall not be enforceable against the Company, save in respect of the following circumstances: (1) the guarantee was provided in connection with a loan which was made to an associate of a director**, supervisor,** and senior management personnel of the Company or the Company's parent company and the lender of such funds was not aware of the relevant circumstances when making the loan; (2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.	**Article 132 of Current Chapter 15:** A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article **130**(1) shall not be enforceable against the Company, save in respect of the following circumstances: (1) the guarantee was provided in connection with a loan which was made to an associate of a director and senior management personnel of the Company or the Company's parent company and the lender of such funds was not aware of the relevant circumstances when making the loan; (2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser. **Basis for Revision:** 1. Update the serial number of referenced article; 2. The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 15 Article 134	**Article 155 of Original Chapter 15:** In addition to any rights and remedies provided by the laws and administrative regulations, where a director**, supervisor** or senior management personnel of the Company breaches the duties which he owes to the Company, the Company has a right: (1) to demand such a director**, supervisor** or senior management personnel to compensate the Company for its losses sustained as a result of such breach; (2) to rescind any contract or transaction which has been entered into between the Company and such a director**, supervisor** or senior management personnel or entered into between the Company and a third party (where such third party knew or should have known that such a director**, supervisor** or senior management personnel representing the Company has breached his duties owed to the Company); (3) to demand such a director**, supervisor** or senior management personnel to surrender the gains made as result of the breach of his obligations; (4) to recover any monies which should have been received by the Company and which were received by such a director**, supervisor** or senior Management personnel instead, including (without limitation to) commissions; (5) to demand repayment of interest earned or which may have been earned by a director**, supervisor** or senior management personnel on money that should have been paid to the Company.	**Article 134 of Current Chapter 15:** In addition to any rights and remedies provided by the laws and administrative regulations, where a director or senior management personnel of the Company breaches the duties which he owes to the Company, the Company has a right: (1) to demand such a director or senior management personnel to compensate the Company for its losses sustained as a result of such breach; (2) to rescind any contract or transaction which has been entered into between the Company and such a director or senior management personnel or entered into between the Company and a third party (where such third party knew or should have known that such a director or senior management personnel representing the Company has breached his duties owed to the Company); (3) to demand such a director or senior management personnel to surrender the gains made as result of the breach of his obligations; (4) to recover any monies which should have been received by the Company and which were received by such a director or senior Management personnel instead, including (without limitation to) commissions; (5) to demand repayment of interest earned or which may have been earned by a director or senior management personnel on money that should have been paid to the Company. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.
Chapter 15 Article 135	**Article 156 of Original Chapter 15:** If a director**, supervisor** or a senior management personnel has violated the law, administrative rules, regulations of the competent authorities or these Articles of Association in performing his duties thereby causing losses to the Company, he shall be liable for compensation.	**Article 135 of Current Chapter 15:** If a director or a senior management personnel has violated the law, administrative rules, regulations of the competent authorities or these Articles of Association in performing his duties thereby causing losses to the Company, he shall be liable for compensation. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 157 of Original Chapter 15:** The Company shall enter into written contract with a director or supervisor in relation to emoluments, which shall be approved in advance by the shareholders in a general meeting. The aforesaid emoluments include: (1) emoluments in respect of his service as director, supervisor, or senior management personnel of the Company; (2) emoluments in respect of his service as a director, supervisor or senior management personnel of any subsidiary of the Company; (3) emoluments in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries; (4) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. No proceedings may be brought by a director or supervisor against the Company for anything due to him except pursuant to the preceding contracts.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 128 of the Mandatory Provisions no longer applies.
Deleted article	**Article 158 of Original Chapter 15:** The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment for his loss of office or retirement. For the purposes of this paragraph, the acquisition of the Company includes any of the following: (1) an acquisition offer made by any person to the general body of shareholders; (2) an acquisition offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning of Article 50 hereof. If the relevant director or supervisor does not comply with this Article, any payment so received by him shall belong to those persons who have sold their shares as a result of the aforementioned offer. The expenses incurred in distributing such payment on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be deducted from such payment.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 129 of the Mandatory Provisions no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 16 Article 140	**Article 163 of Original Chapter 16:** The financial statements of the Company shall, **in addition to being prepared in accordance with PRC enterprise accounting standards and regulations, be prepared in accordance with international accounting standards, or the accounting standards of the place overseas where the Company's shares are listed**. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. In distributing its profits after tax for the relevant fiscal year, the lower of the two amounts shown in the financial statements shall be adopted.	**Article 140 of Current Chapter 16:** The financial statements**, financial information or results announcement** of the Company shall **be prepared in accordance with relevant laws, regulations, rules, the CSRC and the securities regulatory institution where the Company's shares are listed and the provision of the stock exchanges.** If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. In distributing its profits after tax for the relevant fiscal year, the lower of the two amounts shown in the financial statements shall be adopted. **Basis for Revision:** As the Mandatory Provisions on which the original article relied has been repealed, the content of Article 134 of the Mandatory Provisions no longer applies. The article is hereby revised based on the regulation of relevant regulatory department.
Deleted article	**Article 164 of Original Chapter 16:** Any interim results of operation or financial information published or disclosed by the Company shall also be prepared in accordance with PRC enterprise accounting standards and regulations, and also in accordance with international accounting standards or the accounting standards of the place overseas where the Company's shares are listed.	**Delete this article** **Basis for Revision:** It is combined with Article 140 of Chapter 16.
Chapter 16 Article 144	**Article 168 of Original Chapter 16:** Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company. If losses are caused to the Company, shareholders and responsible directors**, supervisors** and senior management shall be liable for compensation. The Company shall not participate in the profit distribution for holding its own shares.	**Article 144 of Current Chapter 16:** Before making-up the losses, allocating the statutory common reserve funds, the Company shall not distribute the dividends or carry out other distribution by way of bonus, where distribution had been completed, the shareholders shall return the profits distributed in breach of the regulations to the Company. If losses are caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation. The Company shall not participate in the profit distribution for holding its own shares. **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.

Corresponding articles of new AOA	Before revise	After revise
Chapter 16 Article 146	**Article 170 of Original Chapter 16:** ……When the statutory common reserve fund is converted into capital of the Company, the balance of the statutory common reserve fund may not fall below 25 percent of the Company's registered capital prior to such conversions.	**Article 146 of Current Chapter 16:** ……When the statutory common reserve fund is converted into **increased registered** capital of the Company, the balance of the statutory common reserve fund may not fall below 25 percent of the Company's registered capital prior to such conversions. **Basis for Revision:** The article is adjusted based on Article 214 of the Company Law.
Deleted article	**Article 174 of Original Chapter 16:** The Company shall appoint receiving agents for holders of the Overseas Listed Foreign-Invested Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas-Listed Foreign-Invested Shares on such shareholders' behalf. The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place where the Company's shares are listed or the relevant regulations of such stock exchange. The receiving agents appointed for holders of Overseas-Listed Foreign-Invested Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong. In respect of dividends distributed to shareholders, the Company, subject to the requirements of the relevant stock exchanges, has the power to forfeit unclaimed dividends but such power shall not be exercised until the expiration of relevant period. When permitted by laws, the Company has the power to sell the shares of a shareholder who is untraceable under the following circumstances: (1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (2) on expiry of such 12 years the Company gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the relevant provisions of the Listing Rules on which the original article relied have been repealed, the content of Article 140 of the Mandatory Provisions, article 8 of the Supplemental Opinion Letter, Rule 3(2) and Rule 13(2) of Appendix 3 to the Listing Rules, Rule (c) of Section 1 of Appendix 13D to the Listing Rules, and Rule 19A.47 of the Listing Rules no longer apply.

Corresponding articles of new AOA	Before revise	After revise
Chapter 17 Article 152	**Article 177 of Original Chapter 17:** The accounting firm appointed by the Company shall be entitled to the following rights: (1) to review the books, records or vouchers of the Company at any time, the right to require the directors**,** **supervisors,** and senior management personnel of the Company to provide relevant information and explanations; ……	**Article 152 of Current Chapter 17:** The accounting firm appointed by the Company shall be entitled to the following rights: (1) to review the books, records or vouchers of the Company at any time, the right to require the directors and senior management personnel of the Company to provide relevant information and explanations;…… **Basis for Revision:** The board of supervisors is abolished based on Article 121 of the Company Law.
Deleted article	**Article 181 of Original Chapter 17:** The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council. Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, to reappoint an accounting firm who was appointed by the board of directors to fill a casual vacancy or to remove an accounting firm before expiry of its term of office, the following provisions shall apply: (1) A copy of the appointment or removal proposal shall be sent (before issue of the notice of shareholders' general meeting) to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement. (2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations have been received too late) take the following measures: 1. in any notice to shareholders for the resolution, state the fact of the representations having been made by the accounting firm leaving its post; and 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles of Association.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the relevant provisions of the Listing Rules on which the original article relied have been repealed, the content of Article 147 of the Mandatory Provisions, article 9 of the Supplemental Opinion Letter to the Mandatory Provisions, item e(i) of Section 1 of Appendix 13D to the Listing Rules no longer apply.

Corresponding articles of new AOA	Before revise	After revise
	(3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be made at the shareholders' general meeting. (4) An accounting firm which is leaving its post shall be entitled to attend to the following shareholders' general meetings: 1. the general meeting at which its term of office would otherwise have expired; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. the general meeting which is convened as a result of its voluntary resignation. The accounting firm which is leaving its post has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.	

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 182 of Original Chapter 17:** Prior notice of 15 days should be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall be entitled to make representations at the shareholders' general meeting. Where the accounting firm resigns from its position, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company. An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements: 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or 2. a statement of any such circumstances. Where a notice is deposited under the preceding sub-paragraph, the Company shall within 14 days send a copy of the notice to the relevant competent authority. If the notice contains a statement under the preceding sub-paragraph (2), a copy of such statement shall be delivered by prepaid mail to every shareholder who is entitled to financial report of the Company at the address registered in the register of shareholders. Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.	**Delete this article** **Basis for Revision:** As the Mandatory Provisions and the relevant provisions of the Listing Rules on which the original article relied have been repealed, the content of Article 148 of the Mandatory Provisions, article 10 of the Supplemental Opinion Letter to the Mandatory Provisions, item e(ii), item e(iii) and item e(iv) of Section 1 of Appendix 13D to the Listing Rules no longer apply.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 184 of Original Chapter 19:** The Company may carry out mergers or division in accordance with law. In the case of merger or division of the Company, the board of directors shall provide the proposal, and, upon approval in accordance with the procedures under these Articles of Association, deal with the relevant approval procedures pursuant to laws. The board of directors of the Company shall take necessary measures to protect the legitimate interests of the shareholders who object to the plan of merger or division. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consent to the plan of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders of the Company. Such special documents shall be sent or delivered by mail or by way of the methods provided in these Articles of Association to holders of Overseas-Listed Foreign Invested Shares.	**Delete this article** **Basis for Revision:** As relevant provisions under the Mandatory Provisions on which the original article relied have been repealed, the content of Article 149 of the Mandatory Provisions no longer applies.
Chapter 20 Article 161	**Article 189 of Original Chapter 20:** The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events: …… (5) the Company is dissolved by the people's court as provided in Article **190** of these Articles of Association. ……	**Article 161 of Current Chapter 20:** The Company shall be dissolved and liquidated in accordance with law upon the occurrence of any of the following events: …… (5) the Company is dissolved by the people's court as provided in Article **162** of these Articles of Association. …… **Basis for Revision:** Update serial number of the referenced article.

Corresponding articles of new AOA	Before revise	After revise
Chapter 20 Article 163	**Article 191 of Original Chapter 20:** Where the Company is dissolved under sub-paragraphs (1), (4) or (5) of the preceding Article **189**, a liquidation committee shall be set up within fifteen (15) days thereafter and commence the liquidation proceedings, and members of the liquidation committee of the Company shall be determined at the shareholders' or directors' **general meetings**. Where a liquidation committee is not established according to schedule, the interested person may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. If a liquidation obligor fails to fulfil its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable to pay compensation. Where the Company is dissolved under sub-paragraph (3) of the preceding Article **189**, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed the liquidation. Where the Company is to be dissolved due to the provisions of subparagraph (4) of the preceding Article **189**, the department or the company registration authority that made the decision to revoke the business licence, order closure or revocation, may apply to the People's Court for the appointment of the relevant persons to form a liquidation group to carry out the liquidation. Where the Company is to be dissolved or cancelled, a liquidation team shall be set up in accordance with law to timely repay the relevant debts under the debt settlement plan. The regulatory department shall supervise the process of liquidation.	**Article 163 of Current Chapter 20:** Where the Company is dissolved under sub-paragraphs (1), (4) or (5) of the preceding Article **161**, a liquidation committee shall be set up within fifteen (15) days thereafter and commence the liquidation proceedings, and members of the liquidation committee of the Company shall be determined at the shareholders' or directors' **meetings**. Where a liquidation committee is not established according to schedule, the interested person may apply to the People's Court to organize the relevant personnel to establish a liquidation committee to proceed the liquidation. If a liquidation obligor fails to fulfil its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable to pay compensation. Where the Company is dissolved under sub-paragraph (3) of the preceding Article **161**, the People's Court shall in accordance with the provisions of relevant laws organize the shareholders, relevant organizations and relevant professional personnel to establish a liquidation committee to proceed the liquidation. Where the Company is to be dissolved due to the provisions of subparagraph (4) of the preceding Article **161**, the department or the company registration authority that made the decision to revoke the business licence, order closure or revocation, may apply to the People's Court for the appointment of the relevant persons to form a liquidation group to carry out the liquidation. Where the Company is to be dissolved or cancelled, a liquidation team shall be set up in accordance with law to timely repay the relevant debts under the debt settlement plan. The regulatory department shall supervise the process of liquidation. **Basis for Revision:** Update serial number of the referenced article.

Corresponding articles of new AOA	Before revise	After revise
Deleted article	**Article 192 of Original Chapter 20:** Where the board of directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders in a general meeting in relation to the liquidation of the Company, all duties and powers of the board of directors shall cease. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the shareholders' general meeting on completion of the liquidation.	**Delete this article** **Basis for Revision:** As relevant provisions under the Mandatory Provisions on which the original article relied have been repealed, the content of Article 155 of the Mandatory Provisions no longer applies.
Deleted article	**Article 201 of Original Chapter 21:** Amendment of these Articles of Association involving the contents of the Mandatory Provisions shall become effective upon receipt of approvals from the companies approving department authorized by the State Council and The China Securities Regulatory Commission. If there is any change concerning the registration of the Company, application shall be made for change in registration in accordance with law.	**Delete this article** **Basis for Revision:** As relevant provisions under the Mandatory Provisions on which the original article relied have been repealed, the content of Article 162 of the Mandatory Provisions no longer applies.
Deleted article	**Article 205 of Original Chapter 22:** That where power is taken to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on 2 consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.	**Delete this article** **Basis for Revision:** As relevant provisions under the Listing Rules on which the original article relied have been repealed, the content of Rules 13(1) of Appendix 3 of the Listing Rules no longer applies.

Corresponding articles of new AOA	Before revise	After revise
Chapter 23 Article 177	**Article 209 of Original Chapter 24:** In these Articles of Association, references to "accounting firm" shall have the same meaning as "auditors" in the Listing Rules.	**Article 177 of Current Chapter 23:** In these Articles of Association, references to "accounting firm" shall have the same meaning as "auditors" in the Listing Rules. **In these Articles of Association, references to "group company" refer to 廣東中盈盛達投資集團股份有限公司(Guangdong Join-Share Investment Group Co., Ltd.*).** **Basis for Revision:** The definition of group company is clarified.

Where certain articles involve only the amendment of "general meeting" to "shareholders' meeting", such changes are not separately listed in the table above. Apart from the amendments to the aforementioned articles, there are no substantive changes to the other provisions of these Articles of Association. The amended Articles of Association shall take effect and be implemented from the date on which the relevant resolution is approved at the forthcoming EGM, subject to the review and approval of the Shareholders of the Company at the EGM.

(III) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' MEETINGS

As the Mandatory Provisions and the Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong have been abolished, and certain rules of the Listing Rules have been abolished or amended, the Company proposes to adjust the relevant contents of the Articles of Association and corresponding content of the rules of procedures for general meetings (to be renamed as the "**Rules of Procedures for Shareholders' Meetings**") in accordance with the current Company Law, and in light of the Company's actual needs. In addition, pursuant to the group restructuring arrangements, the Company ceases to carry out the financing guarantee business, and the words "Financing Guarantee" will no longer be used in its registered name and business scope. Accordingly, the Company proposes to change its company name and business scope, and further proposes to adjust the relevant contents of the Articles of Association as well as corresponding content of the Rules of Procedures for Shareholders' Meetings based on the Company's actual needs. These amendments will be submitted to the Shareholders for consideration and approval at the EGM.

The specific proposed amendments to the Rules of Procedures for Shareholders' Meetings are as follows:

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 1 Article 1	**Article 1 of Original Chapter 1:** These rules are drawn up in accordance with the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "**Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas",** "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" ("Listing Rules"), and other regulations governing domestic and overseas listed companies, as well as the Articles of Association of **Guangdong Join-Share Financing Guarantee Investment Co., Ltd.** (the "Articles of Association") to maintain the legitimate interests of **Guangdong Join-Share Financing Guarantee Investment Co., Ltd.** (the "Company") and its shareholders, clarify the duties and authorities of the **general meeting**, and to ensure that the **general meeting** operates in a standardized, efficient, and stable manner and exercises its powers in accordance with the law.	**Article 1 of Current Chapter 1:** These rules are drawn up in accordance with the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" ("Listing Rules"), and other regulations governing domestic and overseas listed companies, as well as the Articles of Association of **Guangdong Join-Share Investment Group Co., Ltd.* (廣東中盈盛達投資集團股份有限公司)** (the "Articles of Association") to maintain the legitimate interests of **Guangdong Join-Share Investment Group Co., Ltd.* (廣東中盈盛達投資集團股份有限公司)** (the "Company") and its shareholders, clarify the duties and authorities of the **shareholders' meeting**, and to ensure that the **shareholders' meeting** operates in a standardized, efficient, and stable manner and exercises its powers in accordance with the law. **Deletion: "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas",** **Basis for Revision:** 1. The revision is made based on the revised company name; 2. As the "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" has been abolished, relevant content involved in the article is deleted accordingly.
Chapter 1 Article 2	**Article 2 of Original Chapter 1:** These Rules apply to the **general meeting** of the Company and shall be binding on the Company, all the shareholders, proxies of the shareholders, directors of the Company, **supervisors,** senior management personnel and other relevant personnel present at the **general meeting**.	**Article 2 of Current Chapter 1:** These Rules apply to the **shareholders' meeting** of the Company and shall be binding on the Company, all the shareholders, proxies of the shareholders, directors of the Company, senior management personnel and other relevant personnel present at the **shareholders' meeting**. **Basis for Revision:** The board of supervisors is abolished.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 1 Article 5	**Article 5 of Original Chapter 1:** For the **general meetings** convened throughout the year, all of these meetings are extraordinary **general meetings** except the annual general meeting. The extraordinary **general meetings** shall be arranged in the order of the year in which they are convened. The board of directors shall convene an extraordinary **general meeting** within two months upon the occurrence of one of the following circumstances: (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association; (2) the uncovered losses reach one-third of the Company's paid-in share capital; (3) shareholders individually or jointly holding 10% or more of **the Company's issued shares with voting rights** request in writing to hold an extraordinary **general meeting**; (4) the board of directors considers it necessary or the **board of supervisors** proposes to hold such a meeting. (5) other circumstances as stipulated by laws, administrative regulations, **competent** departmental rules or the Articles of Association. The number of shares held by the shareholders specified in the above circumstance (3) shall be the number of shares held on the date when the shareholders submit the written request.	**Article 5 of Current Chapter 1:** For the **shareholders' meetings** convened throughout the year, all of these meetings are extraordinary **shareholders' meetings** except the annual general meeting. The extraordinary **shareholders' meetings** shall be arranged in the order of the year in which they are convened. The board of directors shall convene an extraordinary **shareholders' meeting** within two months upon the occurrence of one of the following circumstances: (1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association; (2) the uncovered losses reach one-third of the Company's paid-in share capital; (3) shareholders individually or jointly holding 10% or more of the Company's **shares** request in writing to hold an extraordinary **shareholders' meeting**; (4) the board of directors considers it necessary or the **audit committee** proposes to hold such a meeting. (5) other circumstances as stipulated by laws, administrative regulations, departmental rules**, the listing rules of the exchange where the Company's shares are listed** or the Articles of Association. The number of shares held by the shareholders specified in the above circumstance (3) shall be the number of shares held on the date when the shareholders submit the written request. **Basis for Revision:** 1. Article 113 of the new Company Law 2. To maintain consistency with Article 45 of the revised Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 2 Article 10	**Article 10 of Original Chapter 2:** The **general meeting** holds the powers of the Company and shall exercise following functions and powers in accordance with laws: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; **(3) to appoint and replace supervisors who are not representatives of the employees and to decide on matters relating to the remuneration of supervisors;** (4) to consider and approve the board of directors' reports; **(5) to consider and approve the board of supervisors' reports;** (6) to consider and approve the Company's profit distribution plans and loss recovery plans; (7) to consider and approve the Company's proposed and final annual financial budgets; (8) to pass resolutions on the increase or reduction of the Company's registered capital; (9) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company;	**Article 10 of Current Chapter 2:** The **shareholders' meeting** holds the powers of the Company and shall exercise following functions and powers in accordance with laws: (1) to decide on the Company's operational policies and investment plans; (2) to appoint and replace directors and to decide on matters relating to the remuneration of directors; (3) to consider and approve the board of directors' reports; (4) to consider and approve the Company's profit distribution plans and loss recovery plans; (5) to consider and approve the Company's proposed and final annual financial budgets; (6) to pass resolutions on the increase or reduction of the Company's registered capital; (7) to pass resolutions on matters such as merger, division, dissolution, liquidation or change of the corporate form of the Company; (8) to pass resolutions on the issue of shares, issue of debentures and repurchase of shares by the Company; (9) to pass resolutions on the appointment, reappointment and dismissal of the accounting firm undertaking the audit business of the Company;

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
	(10) to pass resolutions on the issue of shares, issue of debentures and repurchase of shares by the Company; (11) to pass resolutions on the appointment, reappointment and dismissal of the accountants of the Company; (12) to amend the Articles of Association; (13) to consider motions raised by shareholders, individually or jointly, holding more than **3%** of the total number of voting shares of the Company; (14) to consider the purchase and sale of major assets or **the giving of guarantees not falling within the scope of its principal business** within 1 year, with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company; (15) to consider the equity incentive scheme; (16) to decide on other matters which, according to laws administrative regulations, **rules of competent department** or the Articles of Association, need to be **resolved by shareholders' meetings**; **(17) any other matters as required by the listing rules of the stock exchange where the shares of the Company are listed.**	(10) to amend the Articles of Association; (11) to consider motions raised by shareholders, individually or jointly, holding more than **1%** of the total number of voting shares of the Company; (12) to consider the purchase and sale of major assets or **the external guarantees provided** within 1 year, with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company; (13) to consider the equity incentive scheme; (14) to decide on other matters which, according to laws administrative regulations, departmental rules**, the Listing Rules** or the Articles of Association, need to be **decided by shareholders' meetings**; **Based on actual needs, decide whether to authorize the board of directors to resolve on the issuance of corporate bonds. Apart from this, under circumstances that are necessary, reasonable and not in violation of laws, administrative regulations, departmental rules and regulatory rules of the place where the shares are listed, the shareholders' meeting may, authorise the board of directors to decide on matters to be resolved and which cannot or are not required to be decided at the shareholders' meeting**. **Basis for Revision:** 1. Article 59 of the new Company Law; 2. To maintain consistency with Article 42 of revised Articles of Association; 3. The company ceases to engage in the financing guarantee business, and the original wording referring to guarantees not falling within the scope of its principal business is adjusted to external guarantees.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 2 Article 11	**Article 11 of Original Chapter 2:** Unless prior approval in the form of a special resolution is obtained in a **general meeting**, the Company shall not enter into any contract with any person other than the directors, **supervisors,** senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business.	**Article 11 of Current Chapter 2:** Unless **the Company is in a crisis or other special circumstances and** prior approval in the form of a special resolution is obtained in a **shareholders' meeting**, the Company shall not enter into any contract with any person other than the directors, senior management personnel pursuant to which such person shall be responsible for the management and administration of the whole or any substantial part of the Company's business. **Basis for Revision:** 1. Revision is made with reference to Article 81 of the Guidelines for the Articles of Association of Listed Companies; 2. To maintain consistency with Article 43 of the revised Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 12	**Article 12 of Original Chapter 3:** The contents of resolutions of **general meetings** must be within the scope of duties of **general meetings**. It must contain clear topics and detailed matters to be resolved at the meeting, and be in compliance with the relevant laws, administrative regulations, the Listing Rules and these Rules. At **general meetings** of the Company, the board of directors, the **board of supervisors**, and shareholder(s) who separately or jointly hold more than **3%** of the Company's voting shares shall have the right to propose motions to the Company. Shareholders who separately or jointly hold more than **3%** of the voting shares of the Company may put forward an extraordinary proposal 10 days before the date of the **general meeting** and submit the proposal in writing to the **convener**. The **convener** shall issue a supplemental notice to the **general meeting** within two days of receiving the proposal and disclose content of the extraordinary proposal. Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the **general meeting** or add new proposals upon issuance of the announcement on the notice of the **general meeting**. Proposals not set out in the notice of **general meeting** or not complying with the first paragraph herein shall not be voted on or resolved at the **general meeting**.	**Article 12 of Current Chapter 3:** The contents of resolutions of **shareholders' meetings** must be within the scope of duties of **shareholders' meetings**. It must contain clear topics and detailed matters to be resolved at the meeting, and be in compliance with the relevant laws, administrative regulations, the Listing Rules and these Rules. At **shareholders' meetings** of the Company, the board of directors, the **audit committee**, and shareholder(s) individually or jointly holding more than **1%** of the Company's voting shares shall have the right to propose motions to the Company. Shareholders who separately or jointly hold more than **1%** of the voting shares of the Company may put forward an extraordinary proposal 10 days before the date of the **shareholders' meeting** and submit the proposal in writing to the **board of directors**. The **board of directors** shall issue a supplemental notice to the **shareholders' meeting** within two days of receiving the proposal and disclose content of the extraordinary proposal. Apart from aforesaid matters, the convener shall not amend the proposals stated in the notice of the **shareholders' meeting** or add new proposals upon issuance of the announcement on the notice of the **shareholders' meeting**. Proposals not set out in the notice of **shareholders' meeting** or not complying with the first paragraph herein shall not be voted on or resolved at the **shareholders' meeting**. **Basis for Revision:** 1. Articles 110 and 115 of the new Company Law; 2. To maintain consistency with Article 56 of the revised Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 14	**Article 14 of Original Chapter 3:** If the **board of supervisors** proposes to convene an extraordinary general meeting, the board of supervisors shall be responsible for putting forward the proposal.	**Article 14 of Current Chapter 3:** If the audit committee proposes to convene an extraordinary shareholder' meeting, the audit committee shall be responsible for putting forward the proposal. **Basis for Revision:** Partial duties of the board of supervisors shall be undertaken by the audit committee.
Chapter 3 Article 17	**Article 17 of Original Chapter 3:** The notice of the **general meeting** shall be given by the convener of the meeting. Conveners of the meeting include the board of directors, the **board of supervisors** and shareholders the shareholders who separately or jointly hold more than 10% of the Company's voting shares for more than 90 consecutive days.	**Article 17 of Current Chapter 3:** The notice of the **shareholders' meeting** shall be given by the convener of the meeting. Conveners of the meeting include the board of directors, the **audit committee** and shareholders the shareholders who separately or jointly hold more than 10% of the Company's voting shares for more than 90 consecutive days. **Basis for Revision:** Partial duties of the board of supervisors shall be undertaken by the audit committee.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 18	**Article 18 of Original Chapter 3:** A notice of a **general meeting** shall be given 20 business days before the date of the meeting to all registered shareholders. A notice of an extraordinary **general meeting** shall be given ten business days or 15 days (whichever is longer) before the date of the meeting to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. In calculating the date of commencement, the Company shall exclude the dates of notice and meeting. The business day refers to any day when the Hong Kong Stock Exchange is open for trading in securities. Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a **general** meeting shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the **general** meeting) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the **general meeting** may also be given by way of public announcement.	**Article 18 of Current Chapter 3:** A notice of a**n annual shareholders' meeting** shall be given 20 business days before the date of the meeting to all registered shareholders. A notice of an extraordinary **shareholders' meeting** shall be given ten business days or 15 days (whichever is longer) before the date of the meeting to all registered shareholders. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the general meeting. In calculating the date of commencement, the Company shall exclude the dates of notice and meeting. The business day refers to any day when the Hong Kong Stock Exchange is open for trading in securities. Unless otherwise provided by relevant laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of a **shareholders' meeting** shall be publicly announced and delivered to the shareholders (whether or not such shareholders are entitled to vote at the **shareholders' meeting**) by hand or by pre-paid mail to the addresses of the shareholders as shown in the register of shareholders of the Company. For shareholders of domestic shares, the notice of the **shareholders' meeting** may also be given by way of public announcement.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
	The public announcement referred to in the preceding paragraph shall be **published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period of 45 to 50 days prior to the convening of the meeting**. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant **general meeting**. The public announcement of the **general meeting** shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the listing rules, subject to applicable laws, administrative regulations and **relevant** listing rules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant **general meeting**. If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void.	The public announcement referred to in the preceding paragraph shall be **published on the website designated by the Hong Kong Stock Exchange**. Once the announcement is made, all the shareholders of domestic shares shall be deemed to have received the notice of the relevant **shareholders' meeting**. The public announcement of the **shareholders' meeting** shall be issued to the holders of overseas-listed foreign-invested shares on the Company's website and the website designated by the Hong Kong Stock Exchange or in accordance with the requirements of the **L**isting **R**ules, subject to applicable laws, administrative regulations and **the L**isting **R**ules. Once the announcement is published, all holders of overseas-listed foreign-invested shares shall be deemed to receive the notice of relevant **shareholders' meeting**. If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made therein to be void. **Basis for Revision:** To maintain consistency with Articles 46 and 49 of the Articles of Association.
Chapter 3 Article 20	**Article 20 of Original Chapter 3:** The notice of a **general meeting** shall satisfy the following requirements: (1) made by the way **listed in Article 17 of these Rules**;…… (5) contains a disclosure of the nature and extent of the material interests of any director, **supervisor,** senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class;……	**Article 20 of Current Chapter 3:** The notice of a **shareholders' meeting** shall satisfy the following requirements: (1) made by **written form**;…… (5) contains a disclosure of the nature and extent of the material interests of any director, senior management personnel in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders, if it is different from the effect on the interests of shareholders of the same class;…… **Basis for Revision:** To maintain consistency with Article 48 of the Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 21	**Article 21 of Original Chapter 3:** The **board of supervisors** may propose to the board of directors to hold an extraordinary **general meeting** in writing. The board of directors shall, in accordance with laws, administrative regulations and the articles of association, give written feedback on whether or not it agrees to hold an extraordinary **general meeting** within ten days of receipt of the proposal. If the board of directors agrees to hold an extraordinary **general meeting**, it shall issue the notice of the **general meeting** within five days after the relevant resolution of the board of directors is made, and change to the original proposal in the notice is subject to the consent of the **board of supervisors**. If the board of directors does not agree to hold an extraordinary **general meeting** or fails to give written feedback within 10 days of receipt of the proposal, it shall be deemed that the board of directors is unable or fails to perform its duty to convene a **general meeting**, and the **board of supervisors** may convene and preside over such meeting itself.	**Article 21 of Current Chapter 3:** The **audit committee** may propose to the board of directors to hold an extraordinary **shareholders' meeting or class shareholders' meeting** in writing. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give written feedback on whether or not it agrees to hold an extraordinary **shareholders' meeting or class shareholders' meeting** within ten days of receipt of the proposal. If the board of directors agrees to hold an extraordinary **shareholders' meeting or class shareholders' meeting**, it shall issue the notice of the **shareholders' meeting** within five days after the relevant resolution of the board of directors is made, and change to the original proposal in the notice is subject to the consent of the **audit committee**. If the board of directors does not agree to hold an extraordinary **shareholders' meeting or class shareholders' meeting** or fails to give written feedback within 10 days of receipt of the proposal, it shall be deemed that the board of directors is unable or fails to perform its duty to convene a **shareholders' meeting**, and the **audit committee** may convene and preside over such meeting itself. **Basis for Revision:** To maintain consistency with Article 57 of the Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 22	**Article 22 of Original Chapter 3:** The shareholders individually or collectively holding 10% or more of the total shares with voting rights of the company may make a written request to the board of directors for an extraordinary **general meeting or class shareholders' meeting**. The board of directors shall, in accordance with laws, administrative regulations, the Listing Rules and the Articles of Association, give written feedback on whether or not it agrees to hold an extraordinary **general meeting or class shareholders' meeting** within 10 days after receipt of the request. If the board of directors agrees to hold an extraordinary **general meeting** or class shareholders' meeting, it shall issue the notice of the shareholders' meeting within five days after the resolution of the board of directors is made, and change to the original request in the notice shall be subject to the consent of the relevant shareholders. If the board of directors does not agree to hold an extraordinary **general meeting** or class shareholders' meeting or fails to give feedback within ten days after it receives the request, the shareholders individually or collectively holding 10% or more of the total shares with voting rights of the company may propose to the **board of supervisors** to hold an extraordinary **general meeting** or class shareholders' meeting in writing.	**Article 22 of Current Chapter 3:** The shareholders individually or collectively holding 10% or more of the total shares with voting rights of the company may make a written request to the board of directors for an extraordinary **shareholders' meeting** or class shareholders' meeting. The board of directors shall, in accordance with laws, administrative regulations, the Listing Rules and the Articles of Association, give written feedback on whether or not it agrees to hold an extraordinary **shareholders' meeting** or class shareholders' meeting within 10 days after receipt of the request. If the board of directors agrees to hold an extraordinary **shareholders' meeting** or class shareholders' meeting, it shall issue the notice of the shareholders' meeting within five days after the resolution of the board of directors is made, and change to the original request in the notice shall be subject to the consent of the relevant shareholders. If the board of directors does not agree to hold an extraordinary **shareholders' meeting** or class shareholders' meeting or fails to give feedback **in written** within ten days after it receives the request, the shareholders individually or collectively holding 10% or more of the total shares with voting rights of the company may propose to the **audit committee** to hold an extraordinary **shareholders' meeting** or class shareholders' meeting in writing.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
	If the **board of supervisors** agrees to convene an extraordinary **general meeting** or class shareholders' meeting, it shall issue the notice of the **general meeting** within **five** days upon receipt of the request, and change to the original request in the notice shall be subject to the consent of the relevant shareholders. If the **board of supervisors** fails to issue a notice of the **general meeting** within specified period, it deems that the **board of supervisors** does not hold or preside over a **general meeting**, and shareholders individually or collectively holding 10% or more of the total shares with voting rights of the company for consecutive ninety days or more may convene or preside over the meeting on their own.	If the **audit committee** agrees to convene an extraordinary **shareholders' meeting** or class shareholders' meeting, it shall issue the notice of the **shareholders' meeting** within **ten** days upon receipt of the request, and change to the original request in the notice shall be subject to the consent of the relevant shareholders. If the **audit committee** fails to issue a notice of the **shareholders' meeting** within specified period, it deems that the **audit committee** does not hold or preside over a **shareholders' meeting**, and shareholders individually or collectively holding 10% or more of the total shares with voting rights of the company for consecutive ninety days or more may convene or preside over the meeting on their own. **Basis for Revision:** To maintain consistency with Article 55 of the Articles of Association.
Chapter 3 Article 23	**Article 23 of Original Chapter 3:** If the **board of supervisors** or shareholders decide to convene a **general meeting** on their own, they shall give a written notice to the board of directors. Before the resolution of the **general meeting** is announced, the shareholding of shareholders convening the meeting shall be no less than 10%.	**Article 23 of Current Chapter 3:** If the **audit committee** or shareholders decide to convene a **shareholders' meeting** on their own, they shall give a written notice to the board of directors. Before the resolution of the **shareholders' meeting** is announced, the shareholding of shareholders convening the meeting shall be no less than 10%. **Basis for Revision:** Partial duties of the board of supervisors shall be undertaken by the audit committee.
Chapter 3 Article 24	**Article 24 of Original Chapter 3:** **General meetings** convened by the **board of supervisors** or shareholders will be supported by the board of directors and board secretary. The board of directors shall provide the register of shareholders at the record date.	**Article 24 of Original Chapter 3:** **Shareholders' meetings** convened by the **audit committee** or shareholders will be supported by the board of directors and board secretary. The board of directors shall provide the register of shareholders at the record date. **Basis for Revision:** Partial duties of the board of supervisors shall be undertaken by the audit committee.
Chapter 3 Article 25	**Article 25 of Original Chapter 3:** The expenses necessary for the **general meetings** convened by the **board of supervisors** or shareholders shall be borne by the Company.	**Article 25 of Original Chapter 3:** The expenses necessary for the **shareholders' meetings** convened by the **audit committee** or shareholders shall be borne by the Company. **Basis for Revision:** Partial duties of the board of supervisors shall be undertaken by the audit committee.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 35	**Article 35 of Original Chapter 3:** The **general meeting** shall be presided over by the chairman of the board of directors. If the chairman is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. A **general meeting** convened by the **board of supervisors** shall be presided over by the chairman of the **board of supervisors**. If the chairman of **board of supervisors** the is unable to or fails to perform his/her duties, a **supervisor** jointly elected by more than half of the **supervisors** shall preside over the meeting. A **general' meeting** convened by shareholder(s) on their own shall be presided over by the convener(s)'elected representative. If, during a **general meeting**, the chairman of the meeting violates the rules of procedures, making it impossible for the **general meeting** to continue, the shareholders present at **general meeting** may, with the consent of shareholders holding more than half of the voting rights represented at the meeting, elect a person to act as chairman of the meeting and continue the meeting.	**Article 35 of Current Chapter 3:** The **shareholders' meeting** shall be presided over by the chairman of the board of directors. If the chairman is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. A **shareholders' meeting** convened by the **audit committee** shall be presided over by the chairman of the **audit committee**. If the chairman of the **audit committee** is unable to or fails to perform his/her duties, a **audit committee member** jointly elected by **over a** half of **the audit committee members** shall preside over the meeting. A **shareholders' meeting** convened by shareholder(s) on their own shall be presided over by the convener(s) **or their** elected representative. **If a chairman of the meeting cannot be elected, the general meeting shall be chaired by any person elected by the shareholders present; if the shareholders cannot elect a chairman due to any reason, the shareholder (including his proxy) present at the meeting who holds the highest number of voting rights shall act as the chairman of the meeting.** **If, during a shareholders' meeting**, the chairman of the meeting violates the rules of procedures, making it impossible for the **shareholders' meeting** to continue, the shareholders present at **shareholders' meeting** may, with the consent of shareholders holding more than half of the voting rights represented at the meeting, elect a person to act as chairman of the meeting and continue the meeting. **Basis for Revision:** To maintain consistency with Article 57 of the Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 37	**Article 37 of Original Chapter 3:** After the chairman of the meeting has made inquiries regarding the agenda, he shall read out the proposals or authorize another person to read out the proposals, and shall explain the proposals according to the following requirements if necessary: (1) If the proposal is put forward by the board of directors, the proposal shall be explained by the chairman of the board of directors or other persons authorized by the chairman of the board of directors; (2) If the proposal is put forward by **the board of supervisors or** shareholders individually or jointly holding **3%** or more of the total number of the shares of the Company carrying voting rights, the proposal shall be explained by the person putting forward the proposal or its legal representative or any lawful and valid proxy.	**Article 37 of Current Chapter 3:** After the chairman of the meeting has made inquiries regarding the agenda, he shall read out the proposals or authorize another person to read out the proposals, and shall explain the proposals according to the following requirements if necessary: (1) If the proposal is put forward by the board of directors, the proposal shall be explained by the chairman of the board of directors or other persons authorized by the chairman of the board of directors; (2) If the proposal is put forward by shareholders individually or jointly holding **1%** or more of the total number of the shares of the Company carrying voting rights, the proposal shall be explained by the person putting forward the proposal or its legal representative or any lawful and valid proxy. **Basis for Revision:** 1. Article 114 of the new Company Law; 2. To maintain consistency with Article 56 of the revised Articles of Association.
Chapter 3 Article 39	**Article 39 of Original Chapter 3:** Shareholders may make enquiries to the Company at the **general meeting**. The directors**, supervisors** or senior management personnel shall provide explanations in respect of any queries and proposals raised by the shareholders.	**Article 39 of Current Chapter 3:** Shareholders may make enquiries to the Company at the **shareholders' meeting**. The directors or senior management personnel shall provide explanations in respect of any queries and proposals raised by the shareholders. **Basis for Revision:** 1. With reference to Article 71 of the Guidelines for Articles of Association of Listed Companies; 2. The board of supervisors is abolished.
Chapter 3 Article 45	**Article 45 of Original Chapter 3:** When reviewing the proposals on the election of directors **and supervisors** at a **general meeting**, shareholders shall vote on each director candidate **or supervisor candidate** one by one.	**Article 45 of Current Chapter 3:** When reviewing the proposals on the election of directors at a **shareholders' meeting**, shareholders shall vote on each director candidate one by one. **Basis for Revision:** The board of supervisors is abolished.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 46	**Article 46 of Original Chapter 3:** Resolutions of a **general meeting** shall be ordinary resolutions or special resolutions. (I) Ordinary resolutions 1. An ordinary resolution must be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by an ordinary resolution at the **general meetings**: (1) work reports of the board of directors **and board of supervisors**; (2) profit distribution plans and loss recovery plans **formulated** by the board of directors; (3) appointment and removal of members of the board of directors **and supervisors assumed by non-representatives of the employees**, remuneration for directors **and supervisors** and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution.	**Article 46 of Current Chapter 3:** Resolutions of a **shareholders' meeting** shall be ordinary resolutions or special resolutions. (I) Ordinary resolutions 1. An ordinary resolution must be passed by more than half of all votes held by the shareholders (including their proxies) present at the meeting. 2. The following matters shall be resolved by ordinary resolutions at the **shareholders' meetings**: (1) work reports of the board of directors; (2) profit distribution plans and loss recovery plans **formulated** by the board of directors; (3) appointment and removal of members of the board of directors, remuneration for directors and manner of payment; (4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; (5) matters other than those which are required by law and administrative regulations or by the Articles of Association to be adopted by special resolution.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
	(II) Special resolutions 1. Special resolutions shall be passed by attending shareholders (including their proxies) holding more than two-thirds of the voting rights. 2. The following matters shall be resolved by a special resolution at a **general meeting**: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of the Articles of Association; (5) any purchase or disposal of substantial assets by the Company or **the giving of guarantees not falling within the scope of its principal business**, within one year, the amount of which exceeds 30% of the total assets as presented in the latest audited financial statements of the Company; any other matters required by law, administrative regulations, the Listing Rules or the Articles of Association, and those considered by the shareholders in **general meeting** and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions.	(II) Special resolutions 1. Special resolutions shall be passed by attending shareholders (including their proxies) holding more than two-thirds of the voting rights. 2. The following matters shall be resolved by a special resolution at a **shareholders' meeting**: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) the division, merger, dissolution, liquidation or change of corporate form of the Company; (4) amendment of the Articles of Association; (5) any purchase or disposal of substantial assets by the Company or **the external guarantee provided**, within one year, the amount of which exceeds 30% of the total assets as presented in the latest audited financial statements of the Company; **(6) equity incentive scheme;** **(7)** any other matters required by law, administrative regulations, the Listing Rules or the Articles of Association, and those considered by the shareholders in **shareholders' meeting** and resolved by way of an ordinary resolution, to be of a nature which have a material impact on the Company and should be adopted by special resolutions. **Basis for Revision:** 1. The Company ceases to engage in the financing guarantee business, and the original wording referring to guarantees not falling within the scope of its principal business is adjusted to external guarantees; 2. Addition: (6) equity incentive scheme. The revision is made with reference to Article 78 of the Guidelines for the Articles of Association of Listed Companies. 3. To maintain consistency with Articles 62 and 63 of the revised Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 47	**Article 47 of Original Chapter 3:** Affected class shareholders, whether or not otherwise having the right to vote at **general meetings**, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article **15** hereof, **but interested shareholder(s) shall not be entitled to vote at such class meetings**. "**Interested shareholder(s)", as such term is used in the preceding paragraph, means:** **(1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 25, an interested shareholder is a "controlling shareholder" within the meaning of Article 50;** **(2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 25 hereof, a holder of the shares to which the proposed agreement relates;** **(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.**	**Article 47 of Current Chapter 3:** Affected class shareholders, whether or not otherwise having the right to vote at **shareholders' meetings**, have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article **16** hereof, **except where otherwise provided by laws, administrative regulations, departmental rules, and the regulatory rules of the place where the shares are listed.** **1. Deleted content:** **Deletion:** "Interested shareholder(s)", as such term is used in the preceding paragraph, means: (1) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of an on-market repurchase pursuant to Article 25, an interested shareholder is a "controlling shareholder" within the meaning of Article 50; (2) in the case of a repurchase of shares by an off-market agreement pursuant to Article 25 hereof, a holder of the shares to which the proposed agreement relates; (3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligations than the obligations imposed on shareholders of the same class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class. **Basis for Revision:** 1. Update serial number of referenced provisions. 2. As the Mandatory Provisions on which the original article relied has been repealed, Article 58 of the Mandatory Provisions no longer applies. 3. To maintain consistency with Article 72 of the revised Articles of Association.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 48	**Article 48 of Original Chapter 3:** Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to preceding provision, are entitled to vote. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its shareholders in a **general meeting**, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; (2) **where the Company's plan to issue domestic shares and overseas- listed foreign invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council.**	**Article 48 of Current Chapter 3:** Resolutions of a class of shareholders shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class represented at the relevant meeting who, according to preceding provision, are entitled to vote. The special procedures for approval by a class of shareholders shall not apply in the following circumstances: (1) where the Company issues, upon the approval by special resolution of its **shareholders' meeting**, either separately or concurrently once every 12 months, not more than 20% of each of its existing issued domestic shares and overseas-listed foreign-invested shares; **(2) other circumstances as stipulated by laws, administrative regulations, departmental rules or the regulatory rules of the place where shares are listed.** **Basis for Revision:** 1. The Mandatory Provisions on which the original article was based has been abolished, and Article 85 of the Mandatory Provisions is no longer applicable. The original provision in the Articles of Association, which stated: "where the Company's plan to issue domestic shares and overseas- listed foreign invested shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authorities of the State Council." has been revised to a provision applicable to the Company, which reads: "other circumstances as stipulated by laws, administrative regulations, departmental rules or the regulatory rules of the place where shares are listed." 2. To maintain consistency with Article 76 of the revised Articles of Association.
Chapter 3 Article 50	**Article 50 of Original Chapter 3:** The shareholders present at the **general meetings** shall express their opinions on the resolutions put to vote by one of the following: **for,** against or abstain. ……	**Article 50 of Current Chapter 3:** The shareholders present at the **shareholders' meetings** shall express their opinions on the resolutions put to vote by one of the following: **for,** against or abstain. …… **Basis for Revision:** To optimize content.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 51	**Article 51 of Original Chapter 3:** Before voting on a proposal, the shareholders present at a general meeting shall nominate **at least one supervisor and** two shareholders as representatives to participate in counting and supervising the voting. If a matter to be reviewed relates to a shareholder, such shareholder or its proxy shall not participate in vote counting and supervision of voting. When the general meeting votes on a proposal, the shareholder representatives and **the supervisor** shall jointly be responsible for vote counting and voting supervision. The voting results shall be announced on the spot and shall be recorded in the meeting minutes…….	**Article 51 of Current Chapter 3:** Before voting on a proposal, the shareholders present at a meeting shall nominate two shareholders as representatives to participate in counting and supervising the voting. If a matter to be reviewed relates to a shareholder, such shareholder or its proxy shall not participate in vote counting and supervision of voting. When the shareholders' meeting votes on a proposal, the shareholder representatives **and the lawyer appointed by the Company/the auditor/the representative appointed by the share registrar** shall jointly be responsible for vote counting and voting supervision. The voting results shall be announced on the spot and shall be recorded in the meeting minutes…… **Basis for Revision:** The board of supervisors is abolished.
Chapter 3 Article 52	**Article 52 of Original Chapter 3:** Minutes of meetings shall be kept for **general meetings**. Minutes of meetings shall be signed by the chairman of the meetings, attending directors and **supervisors,** the secretary to the board of directors and the convener of the meeting or his proxy. The secretary to the board of directors shall be responsible for the meeting minutes and shall record the following contents: ……(2) names of the chairman of the meeting and directors**, supervisors** and senior management personnel attending or present at the meeting……	**Article 52 of Current Chapter 3:** Minutes of meetings shall be kept for **general meetings**. Minutes of meetings shall be signed by the chairman of the meetings, attending directors and the secretary to the board of directors and the convener of the meeting or his proxy. The secretary to the board of directors shall be responsible for the meeting minutes and shall record the following contents: ……(2) names of the chairman of the meeting and directors and senior management personnel attending or present at the meeting…… **Basis for Revision:** The board of supervisors is abolished.
Chapter 3 Article 59	**Article 59 of Original Chapter 3:** If the proposal regarding the election of the directors **or supervisors** is approved at the **general meeting**, the newly elected director **or supervisor** shall take office as stipulated by the Articles of Association.	**Article 59 of Current Chapter 3:** If the proposal regarding the election of the directors is approved at the **shareholders' meeting**, the newly elected director shall take office as stipulated by the Articles of Association. **Basis for Revision:** The board of supervisors is abolished.

Corresponding article of the new Rules of Procedures for Shareholders' Meetings	Before revise	After revise
Chapter 3 Article 60	**Article 60 of Original Chapter 3:** These Rules shall come into force upon the adoption by the **general meeting** by a special resolution and on the date when **the Company's H shares are issued and listed**. ……	**Article 60 of Current Chapter 3:** These Rules shall come into force upon the adoption by the **shareholders' meeting** by a special resolution. …… **Basis for Revision:** Update the effective time of these rules of procedures.

Where certain articles involve only the amendment of "general meeting" to "shareholders' meeting", such changes are not separately listed in the table above. Apart from the amendments to the aforementioned articles, there are no substantive changes to the other provisions of these Rules of Procedures for Shareholders' Meetings. The amended Rules of Procedures for Shareholders' Meetings shall take effect and be implemented from the date on which the relevant resolution is approved at the EGM, subject to the review and approval of the Shareholders at the EGM.

(IV) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

Dear shareholders,

As the Mandatory Provisions and the Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong have been abolished, and certain rules of the Listing Rules have been abolished or amended, the Company proposes to adjust the relevant contents of the Articles of Association and corresponding content of the Rules of Procedures for Board Meetings in accordance with the current Company Law, and in light of the Company's actual needs. In addition, pursuant to the group restructuring arrangements, the Company ceases to carry out the financing guarantee business, and the words "Financing Guarantee" will no longer be used in its registered name and business scope. Accordingly, the Company proposes to change its company name and business scope, and further proposes to adjust the relevant contents of the Articles of Association as well as corresponding content of the Rules of Procedures for Board meetings based on the Company's actual needs. These amendments will be submitted to the Shareholders for consideration and approval at the EGM.

The specific proposed amendments to the Rules of Procedures for Board Meetings are as follows:

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 1 Article 1	**Article 1 of Original Chapter 1:** These rules are drawn up in accordance with the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "**Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas",** "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" ("Listing Rules"), and other regulations governing domestic and overseas listed companies, as well as the Articles of Association **of Guangdong Join-Share Financing Guarantee Investment Co., Ltd.** (the "Articles of Association") to ensure the board of directors of **Guangdong Join-Share Financing Guarantee Investment Co., Ltd.** (the "Company") perform the duties entrusted to it by all shareholders, ensure that the board of directors can conduct productive discussions and make sound, immediate and prudent decisions, and regulate the operating procedures of the board of directors.	**Article 1 of Current Chapter 1:** These rules are drawn up in accordance with the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" ("Listing Rules"), and other regulations governing domestic and overseas listed companies, as well as the Articles of Association of **Guangdong Join-Share Investment Group Co., Ltd.* (廣東中盈盛達投資集團股份有限公司)** (the "Articles of Association") to ensure the board of directors of **Guangdong Join-Share Investment Group Co., Ltd.* (廣東中盈盛達投資集團股份有限公司)** (the "Company") perform the duties entrusted to it by all shareholders, ensure that the board of directors can conduct productive discussions and make sound, immediate and prudent decisions, and regulate the operating procedures of the board of directors. **Deletion:** "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas", **Basis for Revision:** 1. The revision is made based on the revised company name; 2. As the "Mandatory Provisions for these Articles of Association of the Companies to be Listed Overseas" has been abolished, relevant content involved in the article is deleted accordingly.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 2 Article 2	**Article 2 of Original Chapter 2:** The board of directors shall be accountable to the **general meeting** and exercise the following functions and powers: (1) to be responsible for the convening of the **general meetings** and to report on its work to the shareholders in **general meetings**; (2) to implement the resolutions passed by the shareholders in **general meetings**; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final financial budgets; (5) to formulate the Company's profit distribution proposal and loss recovery proposal; (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issue of any kind of securities by the Company (including but not limited to the Company's debentures) and its plans for listing or repurchase of shares of the Company; (7) to **formulate** plans for significant acquisitions or disposals of the Company;	**Article 2 of Current Chapter 2:** The board of directors shall be accountable to the **shareholders' meeting** and exercise the following functions and powers: (1) to be responsible for the convening of the **shareholders' meetings** and to report on its work to the **shareholders' meetings**; (2) to implement the resolutions passed by the **shareholders' meetings**; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's annual preliminary and final financial budgets; (5) to formulate the Company's profit distribution proposal and loss recovery proposal; (6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issue of any kind of securities by the Company (including but not limited to the Company's debentures) and its plan for listing or repurchase of shares of the Company; (7) to formulate plans for the merger, division, change of corporate form or dissolution;

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
	(8) to formulate plans for the merger, division, change of corporate form or dissolution; (9) to decide, within the authority granted to them in **general meeting**, on matters such as external investment, **acquisition or disposal of assets,** asset pledges, financial management arrangements, connected transaction; (10) to evaluate external guarantees of the Company in accordance with laws and the provisions of the Articles of Association; (11) to decide on the Company's internal management structure; (12) to appoint or remove the Company's **general manager** and to appoint or remove the **deputy general manager** and the chief financial officer the Company, according to the recommendations of the **general manager**; to appoint or remove the secretary to the board of directors and to decide on matters relating to the remuneration; (13) to formulate proposals for any amendment of the Articles of Association; (14) to formulate the Company's basic management policies; (15) to manage matters on information disclosure of the Company; (16) **a work committee or panel comprising two or more directors can be set up temporarily to exercise partial duties of the board of directors within the authorization granted by the board of directors;**	(8) to **formulate** plans for significant acquisitions or disposals of the Company; (9) to decide, within the authority granted to them in **shareholders' meeting**, on matters such as external investment, asset pledges, financial management arrangements, connected transaction; (10) to evaluate external guarantees of the Company in accordance with laws and the provisions of the Articles of Association; (11) to decide on the Company's internal management structure; (12) to appoint or remove the Company's **president** and to appoint or remove the **senior management personnel including the vice president** and the chief financial officer the Company, according to the recommendations of the **president, as well as to decide on matters relating to the remuneration**; to appoint or remove the secretary to the board of directors **and to** decide on matters relating to the remuneration; (13) to formulate proposals for any amendment of the Articles of Association; (14) to formulate the Company's basic management policies; (15) to manage matters on information disclosure of the Company; (16) **to propose to the shareholders' meeting the appointment or replacement of an accounting firm that performs audits for the Company;**

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
	(17) provisions of laws, administrative regulations, competent departmental rules, the Listing Rules or the Articles of Association and other powers granted by the **general meeting**.	(17) provisions of laws, administrative regulations, competent departmental rules, the Listing Rules or the Articles of Association and other powers granted by the **shareholders' meeting**. **Basis for Revision:** 1. Addition: propose to the shareholders' meeting the appointment or replacement of an accounting firm that performs audits for the Company and add item (16) with reference to Article 107 of the Guidelines for Articles of Association of Listed Companies; 2. Deletion: a work committee or panel comprising two or more directors can be set up temporarily to exercise partial duties of the board of directors within the authorization granted by the board of directors; adjustment is made based on the Company's needs as (1) the Articles of Association do not contain such provision; (2) there has a special board committee established to perform relevant duties; and (3) if ad hoc authorization is required, a specific resolution remains necessary. The deletion here does not restrict the board of directors from authorizing specific persons to perform their duties. 3. To maintain consistency with Article86 of the revised Articles of Association.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
New article		**Article 3 of Current Chapter 2:** The board of directors has the following approval authority over matters such as the company's external investments, entrusted wealth management, purchase or sale of assets, external guarantees (including guarantees to holding subsidiaries), asset mortgages, and related party transactions: (1) outbound investments (including investments in consolidated subsidiaries, etc.) and entrusted wealth management matters that are not subject to the approval authority of the shareholders' meeting as stipulated in the Listing Rules and the Company Law, nor to the investment approval authority delegated to the chair of the committee under Article 108 of the Articles of Association, shall be decided by the board of directors. (2) Any purchase or sale of assets, **external guarantees (including guarantees to holding subsidiaries)**, and asset mortgages that are not subject to the approval authority of the shareholders' meeting under the Listing Rules, the Company Law, and Article 42 of the Articles of Association, nor to the approval authority of the chair of the committee under Article 108 of the Articles of Association, shall be decided by the board of directors. (3) Related party transactions that fall outside the approval authority of the shareholders' meeting as stipulated in the Listing Rules and the Company Law, and outside the related party transaction approval authority of the chair of the committee authorized under Article 108 of the Articles of Association, shall be decided by the board of directors. **Basis for Revision:** To maintain consistency with Article 87 of the revised Articles of Association.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 2 Article 4	**Article 3 of Original Chapter 2:** The **general manager** shall provide the directors with necessary information and data, enabling the board of directors to make scientific, immediate and prudent decisions. A director may require the **general manager** or, through the **general manager**, require the relevant departments of the Company to provide information and explanations which are necessary for him to make scientific, immediate and prudent decisions. Where the independent non-executive directors think necessary, they may engage (an) independent institution(s) to provide independent opinions to be relied upon by them in making decisions. The fees incurred in the engagement of such (an) independent institution(s) shall be borne by the Company.	**Article 4 of Current Chapter 2:** The **president** shall provide the directors with necessary information and data, enabling the board of directors to make scientific, immediate and prudent decisions. A director may require the **president** or, through the **president**, require the relevant departments of the Company to provide information and explanations which are necessary for him to make scientific, immediate and prudent decisions. Where the independent non-executive directors think necessary, they may engage (an) independent institution(s) to provide independent opinions to be relied upon by them in making decisions. The fees incurred in the engagement of such (an) independent institution(s) shall be borne by the Company. **Basis for Revision:** To maintain consistency with the content of the Articles of Association.
Chapter 3 Article 8	**Article 7 of Original Chapter 3:** The number of independent directors of the Company to fall below the condition required by the **Articles of Association**, the Company shall timely take up the number of independent directors in according with these requirements.	**Article 8 of Current Chapter 3:** The number of independent directors of the Company to fall below the condition required by the **Articles of Association**, the Company shall timely take up the number of independent directors in according with these requirements. **Basis for Revision:** To optimize content.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 3 Article 10	**Article 9 of Original Chapter 3:** The audit committee shall comprise at least three members. All members of the committee shall be non-executive directors, the majority of the members shall be independent non-executive directors, and at least one member of the committee must be an independent non-executive director with appropriate expertise in accounting or financial management. The **chair** of the audit committee shall be an independent non-executive director. The primary duties of the audit committee are to **review and supervise the financial reporting process and internal control system of the Company and its subsidiaries**.	**Article 10 of Current Chapter 3:** The audit committee shall comprise at least three members. All members of the committee shall be non-executive directors, the majority of the members shall be independent non-executive directors, and at least one member of the committee must be an independent non-executive director with **appropriate professional qualification or** expertise in accounting or financial management. The **chairman** of the audit committee shall **be elected by the board of directors and** an independent non-executive director. The primary duties of the audit committee are to **review the financial information of the Company and its disclosure, supervise and assess internal and external audits and internal control.** **Basis for Revision:** To maintain consistency with Article 100 of the revised Articles of Association.
Chapter 3 Article 11	**Article 10 of Original Chapter 3:** The remuneration and appraisal committee shall comprise at least three members and the majority of the members shall be independent non-executive directors. The **chair** of the remuneration and appraisal committee shall be an independent non-executive director. The primary duties of the remuneration and appraisal committee are to make **recommendations** to the board of directors on the remuneration policy and structure for directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy.	**Article 11 of Current Chapter 3:** The remuneration and appraisal committee shall comprise at least three members and the majority of the members shall be independent non-executive directors. The **chairman** of the remuneration and appraisal committee shall be an independent non-executive director. The primary duties of the remuneration and appraisal committee are to make **advice** to the board of directors on the remuneration policy and structure for directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy. **Basis for Revision:** To optimize content.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 3 Article 12	**Article 11 of Original Chapter 3:** A majority of members of the nomination committee shall be independent non-executive directors and the **chair** shall be the chairman of the board of directors or an independent non-executive director. The primary duty of the nomination committee is to **make recommendations to the board of directors regarding the appointment of directors**.	**Article 12 of Current Chapter 3:** A majority of members of the nomination committee shall be independent non-executive directors and the **chair** shall be the chairman of the board of directors or an independent non-executive director. The primary duty of the nomination committee is to **make recommendations to the board of directors regarding the nomination or removal of directors, and the appointment or dismissal of senior management personnel.** **Basis for Revision:** To maintain consistency with Article 102 of the revised Articles of Association.
Chapter 3 Article 13	**Article 12 of Original Chapter 3:** Each special committee of the board of directors shall formulate the **work** rules and submit the same to the board of directors for approval before becoming effective.	**Article 13 of Current Chapter 3:** Each special committee of the board of directors shall formulate **specific** rules of **procedures** and submit the same to the board of directors for approval before becoming effective. **Basis for Revision:** To maintain consistency with Article 104 of the revised Articles of Association.
Chapter 4 Article 14	**Article 13 of Original Chapter 4:** The Company shall have one secretary to the board of directors and shall be a senior management personnel of the Company. In principle, the role of the secretary to the board of directors shall be performed by designated staff. However, the directors or other senior management personnel of the Company **(excluding the general manager and the chief financial officer)** may also act in the capacity of the secretary to the board of directors. No accountant of the accounting firm engaged by the Company may concurrently act as the secretary to the Company's board of directors.	**Article 14 of Current Chapter 4:** The Company shall have one secretary to the board of directors and shall be a senior management personnel of the Company. In principle, the role of the secretary to the board of directors shall be performed by designated staff. However, the directors or other senior management personnel of the Company may also act in the capacity of the secretary to the board of directors. No accountant of the accounting firm engaged by the Company may concurrently act as the secretary to the Company's board of directors. **Deleted content:** (excluding the general manager and the chief financial officer). **Basis for Revision:** To maintain consistency with the Articles of Association.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 4 Article 15	**Article 14 of Original Chapter 4:** The secretary to the board of directors performs the following main duties: (1) to assist directors in dealing with daily matters of the board of directors, continuously provide, remind and ensure directors and the **general manager**, etc. be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning corporate governance, and assist directors and the **general manager** in practically complying with domestic and foreign laws, regulations, these Articles of Association and other regulations when performing their duties and powers; (2) to be responsible for the organization and preparation of the documents of the board of directors and **shareholders' general meeting**, prepare the meeting minutes, ensure the meeting resolutions complying with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors;……	**Article 15 of Current Chapter 4:** The secretary to the board of directors performs the following main duties: (1) to assist directors in dealing with daily matters of the board of directors, continuously provide, remind and ensure directors and the **president**, etc. be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organizations concerning corporate governance, and assist directors and the **president** in practically complying with domestic and foreign laws, regulations, **these Articles of Association** and other regulations when performing their duties and powers; (2) to be responsible for the organization and preparation of the documents of the board of directors and shareholders' meeting, prepare the meeting minutes, ensure the meeting resolutions complying with the legal procedures, and to keep abreast of the execution of the resolutions of the board of directors;…… **Basis for Revision:** To maintain consistency with the Articles of Association.
Chapter 5 Article 19	**Article 18 of Original Chapter 5:** The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within ten days since receiving the proposal in case of the occurrence of any one of the following events: ……(4) When the **supervisory committee** makes a proposal; (5) When the **general manager** makes a proposal;……	**Article 19 of Current Chapter 5:** The chairman of the board of directors shall convene and preside over a special meeting of the board of directors within ten days since receiving the proposal in case of the occurrence of any one of the following events: ……(4) When the **audit committee** makes a proposal; (5) When the **president** makes a proposal;…… **Basis for Revision:** To maintain consistency with Article 93 of the revised Articles of Association.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 6 Article 21	**Article 20 of Original Chapter 6:** The proposal of motions by the board of directors is primarily made under the following circumstances: (1) Matters proposed by the directors; (2) Matters proposed by the **supervisory committee**; (3) Matters proposed by special committees under the board of directors. (4) Matters proposed by the **general manager**; (5) Matters considered by shareholders' meetings **(general meetings)** of controlled subsidiaries and investee subsidiaries of the Company; (6) Other circumstances as stipulated under the Articles of Association and the Rules.	**Article 21 of Current Chapter 6:** The proposal of motions by the board of directors is primarily made under the following circumstances: (1) Matters proposed by the directors; (2) Matters proposed by the **audit committee**; (3) Matters proposed by special committees under the board of directors. (4) Matters proposed by the **president**; (5) Matters considered by shareholders' meetings of controlled subsidiaries and investee subsidiaries of the Company; (6) Other circumstances as stipulated under the Articles of Association and the Rules. **Basis for Revision:** To maintain consistency with Article 93 of the revised Articles of Association.
Chapter 6 Article 24	**Article 23 of Original Chapter 6:** Notice of the meeting Notice of the board meeting shall be delivered to all directors **and all supervisors** before the meeting is convened…….	**Article 24 of Current Chapter 6:** Notice of the meeting Notice of the board meeting shall be delivered to all directors before the meeting is convened…… **Basis for Revision:** The revision is made based on Article 116 of the Guidelines for Articles of Association of Listed Companies.
Chapter 6 Article 28	**Article 27 of Original Chapter 6:** ……(3) to decide, within the authority granted to them in **general meeting**, on matters such as external investment, acquisition and disposal of assets, assets pledges, financial management arrangements, connected transaction; (4) to evaluate external guarantees of the Company in accordance with laws and the provisions of the **Articles of Association**; (5) to formulate the Articles of Association, Rules of Procedures of **General Meetings** of the Company and plan for amending these Rules. ……	**Article 28 of Current Chapter 6:** ……(3) to decide, within the authority granted to them in **shareholders' meeting**, on matters such as external investment, acquisition and disposal of assets, assets pledges, financial management arrangements, connected transaction; (4) to evaluate external guarantees of the Company in accordance with laws and the provisions of these **Articles of Association**; (5) to formulate the Articles of Association, Rules of Procedures for **Shareholders' Meetings** of the Company and plan for amending these Rules…… **Basis for Revision:** To optimize content.

Corresponding articles of new Rules of Procedures for Board Meetings	Before revision	After revision
Chapter 8 Article 38	**Article 37 of Original Chapter 8:** After resolutions are passed at a board meeting, the **general manager** shall implement the resolutions which fall within the scope of the authority of the **general manager**, or which the board of directors authorizes the **general manager** to handle, and shall report the status of implementation to the board of directors.	**Article 38 of Current Chapter 8:** After resolutions are passed at a board meeting, the **president** shall implement the resolutions which fall within the scope of the authority of the **president**, or which the board of directors authorizes the **president** to handle, and shall report the status of implementation to the board of directors. **Basis for Revision:** To maintain consistency with the Articles of Association.
Chapter 8 Article 40	**Article 39 of Original Chapter 8:** At each board meeting, the **general manager** shall report to the meeting on the status of implementation of the matters that need to be implemented in accordance with the resolutions of the previous board meeting.	**Article 40 of Current Chapter 8:** At each board meeting, the **president** shall report to the meeting on the status of implementation of the matters that need to be implemented in accordance with the resolutions of the previous board meeting. **Basis for Revision:** To maintain consistency with the Articles of Association.
Chapter 9 Article 42	**Article 41 of Original Chapter 9:** These Rules shall come into force upon the adoption by the **general meeting** by a special resolution and on the date when **the Company's H shares are issued and listed**.	**Article 42 of Current Chapter 9:** These Rules shall come into force upon the adoption by the **shareholders' meeting** by a special resolution. **Basis for Revision:** To update the effective time of these rules of procedures.

Where certain articles involve only the amendment of "general meeting" to "shareholders' meeting", such changes are not separately listed in the table above. Apart from the amendments to the aforementioned articles, there are no substantive changes to the other provisions of these Rules of Procedures for Board Meetings. The amended Rules of Procedures for Board Meetings shall take effect and be implemented from the date on which the relevant resolution is approved at the EGM, subject to the review and approval of the Shareholders at the forthcoming EGM.

The Articles of Association, the Rules of Procedures for Shareholders' Meetings and the Rules of Procedures for Board Meetings as well as the aforesaid proposed amendments are written and prepared in Chinese, thus the English version is a mere translation for reference purpose only. If there is any inconsistency between the English translation and the Chinese version, the Chinese version shall prevail.

The Company will make further announcement(s) on the details of the EGM and the effective dates of the proposed change of company name. A circular and notice of the EGM and the corresponding proxy form, containing details of the date, time and venue of the EGM, the resolutions to be considered including, the proposed change of company name and scope of business, proposed amendments to articles of association, the Rules of Procedures for Shareholders' Meetings and the Rules of Procedures for Board Meetings, and other relevant information, will be issued and despatched to the Shareholders in due course according to the articles of association of the Company, the applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

By order of the Board
Guangdong Join-Share Financing Guarantee Investment Co., Ltd.*
Wu Liejin
Chairman

Foshan, the PRC, 12 June 2026

As of the date of this announcement, the executive director of the Company is Mr. Wu Liejin (Chairman); the non-executive directors of the Company are Mr. Huang Weibo, Mr. Zhao Wei, Mr. Pan Mingjian, Ms. Feng Qunying and Mr. Ou Weiming; and the independent non-executive directors of the Company are Mr. Wu Xiangneng, Mr. Leung Hon Man and Ms. Li Xia.

* *For identification purposes only*