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中關村科技租賃股份有限公司
ZHONGGUANCUN SCIENCE-TECH LEASING CO., LTD.

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

(Stock Code: 1601)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Zhongguancun Science-Tech Leasing Co., Ltd. (the “**Company**”) hereby announces that the Board considered and approved, among other things, the resolution in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

In order to implement the requirements for the modernisation of the corporate governance of the Company, pursuant to the Company Law of the People's Republic of China (2023 Revision), which came into effect on July 1, 2024, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, promulgated by the China Securities Regulatory Commission and effective from March 31, 2023, and the Transitional Arrangements for the Implementation of Supporting Rules under the New Company Law, published on December 27, 2024, as well as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other laws, regulations and regulatory documents, and in light of the actual circumstances of the Company, the Board proposes to amend the relevant provisions of the Articles of Association (the “**Proposed Amendments to the Articles of Association**”), details of which are set out in the Appendix.

The Articles of Association is written in Chinese and the English translated version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles of Association, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to approval by the shareholders of the Company by way of special resolution in an extraordinary general meeting. A circular containing details of the Proposed Amendments to the Articles of Association and the notice of extraordinary general meeting will be provided to the shareholders of the Company in due course.

By order of the Board
Zhongguancun Science-Tech Leasing Co., Ltd.
XU Jingquan
Chairman

Beijing, the PRC, August 21, 2026

As at the date of this announcement, the Board comprises Mr. XU Jingquan, Mr. HE Rongfeng and Ms. YANG Pengyan as executive Directors, Mr. XU Zhengwen as non-executive Director; and Mr. WU Tak Lung, Ms. LIN Zhen and Mr. XIAO Wang as independent non-executive Directors.

Appendix: Proposed Amendments to the Articles of Association

No.	Original article	Amended article
1	Article 1 These Articles of Association have been prepared in accordance with the requirements under the Company Law of the People’s Republic of China (2018 Revision) (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (2014 Revision) (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Reply of the State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meeting and Other Matters Applicable to the Overseas Listed Companies, and other relevant laws, administrative rules, regulations and directives (hereinafter referred to as the “laws and regulations”) as well as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) in order to safeguard the legitimate rights and interests of the Company, its shareholders and creditors and govern the organization and actions of the Company. In case of any inconsistency between the Articles of Association and laws, regulations and rules, the provisions of laws, regulations and rules shall prevail.	Article 1 These Articles of Association have been prepared in accordance with the requirements under the Company Law of the People’s Republic of China (2018 Revision <u>2023 Revision</u>) (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (2014 Revision <u>2019 Revision</u>) (hereinafter referred to as the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”); <u>Reply of the State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meeting and Other Matters Applicable to the Overseas Listed Companies; Trial Administrative Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</u> and other relevant laws, administrative rules, regulations and directives (hereinafter referred to as the “laws and regulations”), as well as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) in order to safeguard the legitimate rights and interests of the Company, its shareholders, <u>employees</u> and creditors and govern the organization and actions of the Company. In case of any inconsistency between the Articles of Association and laws, regulations and rules, the provisions of laws, regulations and rules shall prevail.

No.	Original article	Amended article
2	Article 2 The Company is a joint stock Company with limited liability established in accordance with the Company Law, the Securities Law, the Special Regulations and other laws and regulations.	Article 2 This Company is a joint stock Company with limited liability established in accordance with the Company Law, the Securities Law,the Special Regulations, and other laws and regulations.
3	Article 5 The director who executes the Company's affairs on behalf of the Company or the manager is the legal representative of the Company. If a director or manager who serves as the legal representative resigns, he is deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall appoint a new legal representative within thirty (30) days from the date of such resignation. If a legal representative resigns, the Company shall assign a new legal representative within thirty (30) days from the date of the legal representative's resignation.	Article 5 The director who executes the Company's affairs on behalf of the Company or the manager is the legal representative of the Company.<u>The chairman is the director who represents the Company in carrying out its affairs.</u> If a director or manager <u>the chairman</u> who serves as the legal representative resigns, he is deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall appoint a new legal representative <u>in accordance with the procedures prescribed by the Articles of Association</u> within thirty (30) days from the date of such resignation. If a legal representative resigns, the Company shall assign a new legal representative within thirty (30) days from the date of the legal representative's resignation.

No.	Original article	Amended article
4	Article 8 The Articles of Association are binding on the Company and its shareholders, directors, general manager and other senior management, all of whom may assert rights in respect of the Company's affairs in accordance with the Articles of Association. The shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against the shareholders pursuant to the Articles of Association; the shareholders may institute legal proceedings against other shareholders pursuant to the Articles of Association; and the shareholders may institute legal proceedings against the directors, the general manager and other senior management members of the Company pursuant to the Articles of Association. “Legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court or any arbitration application submitted to an arbitration institution.	Article 8 The Articles of Association are binding on the Company and its shareholders, directors, general manager, and other senior management, all of whom may assert rights in respect of the Company's affairs in accordance with the Articles of Association. The Shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against the shareholders pursuant to the Articles of Association; the shareholders may institute legal proceedings against other shareholders pursuant to the Articles of Association; <u>Company may institute legal proceedings on directors and senior management pursuant to the Articles of Association;</u> and the shareholders may institute legal proceedings against the directors, the general manager and other and senior management members of the Company pursuant to the Articles of Association. “Legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court or any arbitration application submitted to an arbitration institution.

No.	Original article	Amended article
5	Article 9 The Company may invest in other limited liability companies or the joint stock companies with limited liability, and its liability in respect of the invested companies is limited to the extent of the capital contributions made.	Article 9 The Company may invest in other limited liability companies or the joint stock companies with limited liability, and its liability in respect of the invested companies is limited to the extent of the capital contributions made <u>enterprises. Where laws provide that the Company may not become a contributor liable jointly and severally for the debts of an investee enterprise, such provisions shall prevail.</u>
6	Article 10 The senior management members of the Company referred to in the Articles of Association include the general manager, deputy general manager, head of finance team, head of risk management team and Board secretary of the Company.	Article 10 The senior management members of the Company referred to in the Articles of Association include the general manager, deputy general manager, head of finance team, head of risk management team and <u>Board secretary, and chief legal counsel</u> of the Company.

No.	Original article	Amended article
7	Article 11 In accordance with the provisions of the Constitution of the Communist Party of China, organizations of the Communist Party of China shall be established by the Company. The Party organization shall play a key role and work for the operation. Working organs of the Party shall be established by the Company to deal with Party affairs. The Company shall provide necessary conditions for the Party organization to implement its normal activities, including the establishment of the Party organization and staffing of Party members into the enterprise's management organization and staffing, and inclusion of the Party organization's working funds into the Company's budget as management expenses.	Article 11 In accordance with the provisions of the Constitution of the Communist Party of China, organizations of the Communist Party of China shall be established by the Company. The Party organization shall play a key role and work for the operation. Working organs of the Party shall be established by the Company <u>to deal with Party affairs, provides sufficient Party staff, and ensures funding for the Party organization's operations.</u> The Company shall provide necessary conditions for the Party organization to implement its normal activities, including t The establishment of the Party organization and staffing of Party members into the enterprise's management organization and staffing, and inclusion of the Party organization's working funds into the Company's budget as management expenses.

No.	Original article	Amended article
8	New Article 13	<u>Article 13</u> <u>Companies shall strictly abide by the “Regulations on Clean Conduct for Leaders of State-Owned Enterprises” and national laws and regulations, strengthen efforts to ensure clean conduct among leadership personnel, uphold and reinforce the Party’s overall leadership, deepen comprehensive and strict governance of the Party, enhance supervision over state-owned enterprise leaders in fulfilling their duties, exercising power, and maintaining integrity, and advance in unison a system where corruption is deterred, cannot occur, and is not desired. This will provide strong support for strengthening, optimizing, and expanding state-owned enterprises and state capital.</u>
9	CHAPTER II BUSINESS OBJECTIVES AND SCOPE	CHAPTER II BUSINESS OBJECTIVES AND SCOPE <u>OF OPERATIONS</u>
10	Article 13 The business objective of the Company is: with a commitment to the mission of “Facilitating the integration of technology and finance, fulfilling the dreams of technology-based entrepreneurship”, to support the development of the real economy by providing professional, efficient, innovative and diversified financial services, primarily in form of finance leases, for technology and new economy companies in the PRC.	Article 13<u>14</u> The business objective of the Company is: with a commitment to the mission of “Facilitating the integration of technology and finance, fulfilling the dreams of technology-based entrepreneurship, Let innovation grow”, <u>in upholding core values of “Core Values: Innovation, Professionalism, Cohesion, Conscientiousness”</u> to support the development of the real economy by providing professional, efficient, innovative and diversified financial services <u>an integrated industrial-finance model of “lease + investment + service”, primarily in form of finance lease, for technology and new economy companies in the PRC. providing technology industry-related financial services.</u>

No.	Original article	Amended article
11	Article 14 The business scope of the Company is: finance leases; lease of computer and communication equipment; lease of machineries and equipment; lease of automobiles; leases of vessels and equipment; purchase of leased properties in the PRC and overseas; salvage value disposal of leased properties; consultation for leasing transactions; import and export of goods, import and export of technologies; sale of Class II medical devices; sale of Class III medical devices. (The Company may select operating projects and carry out business activities at its discretion in accordance with laws. For the sale of Class III medical devices and items that are subject to approval according to laws, approvals shall be obtained from the relevant departments prior to the commencement of business activities. The Company shall not engage in operation activities of projects prohibited and restricted by the industrial policy of Beijing.)	Article 14<u>15</u> The business scope of the Company is: finance leases; lease of computer and communication equipment; lease of machineries and equipment; lease of automobiles; leases of vessels and equipment; purchase of leased properties from in the PRC <u>domestic and</u> overseas; salvage value disposal of leased properties; consultation for leasing transactions; import and export of goods, import and export of technologies; sale of Class II medical devices; sale of Class III medical devices. (The Company <u>Market entities</u> may select operating projects and carry out business activities at its discretion in accordance with laws. For the sale of Class III medical devices and items that are subject to approval according to laws, approvals shall be obtained from the relevant departments prior to the commencement of business activities. The Company shall not engage in operation activities of projects prohibited and restricted by <u>national or</u> the industrial policy of Beijing.)
12	Article 15 The Company shall have ordinary shares at all times. The Company may set other types of shares subject to needs, upon approval by approval department authorized by the State Council.	Article 15<u>16</u> The Company shall have ordinary shares at all times. The Company may set other types <u>class</u> of shares subject to needs, upon approval by approval department authorized by the State Council.

No.	Original article	Amended article
13	Article 25 The Company may, subject to its business operation and development requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. The Company may increase its capital by the following means: (I) the offer of new shares to non-specified investors for subscription; (II) placement of new shares to existing shareholders; (III) bonus issue of new shares to existing shareholders; (IV) capitalization of capital reserve fund; (V) other methods as approved under the laws and regulations and by the securities regulatory authority of the State Council. Any increase in capital of the Company by way of issuing new shares shall be subject to approval under the Articles of Association and completion of the relevant procedures as prescribed by the relevant laws and administrative regulations of the PRC.	Article 25<u>26</u> The Company may, subject to its business operation and development requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. The Company may increase its capital by the following means: (I) the offer of new shares <u>issue of shares</u> to non-specified investors <u>persons for subscription</u>; (II) placement of new shares to existing shareholders <u>issuing new shares to specified persons</u>; (III) <u>issuing</u> bonus issue of new shares to existing shareholders; (IV) capitalization of capital reserve fund; (V) other methods as approved under the laws and <u>administrative</u> regulations, and by the securities regulatory authority of the State Council as stipulated by the China Securities Regulatory Commission. Any increase in capital of the Company by way of issuing new shares shall be subject to approval under the Articles of Association and completion of the relevant procedures as prescribed by the relevant laws and administrative regulations of the PRC.

No.	Original article	Amended article
14	Article 28 The Company shall prepare a balance sheet and a list of assets for reduction of registered capital. The Company shall notify its creditors within ten days from the date on which the resolution on reduction of registered capital was made and shall publish an announcement in a newspaper within thirty days therefrom. The creditors shall, within thirty days from the date of receiving the written notice, or within forty-five days from the date of the public announcement for those who have not received the written notice, be entitled to require the Company to pay off its debts or to provide corresponding security.	Article 28<u>29</u> The Company shall prepare a balance sheet and a list of assets for reduction of registered capital. The Company shall notify its creditors within ten days from the date on which the resolution on reduction of registered capital was made <u>by general meeting</u> and shall publish an announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within thirty days therefrom. The creditors shall, within thirty days from the date of receiving the written notice, or within forty-five days from the date of the public announcement for those who have not received the written notice, be entitled to require the Company to pay off its debts or to provide corresponding security.
15	Article 30 If the Company repurchases its shares in the situations set out under items (III), (V) and (VI) of Clause 1 of Article 29 of these Articles of Association, the repurchase shall be conducted through public and centralized trading.	Article 30<u>31</u> If the Company repurchases its shares in the situations set out under items (III), (V), and (VI) of Clause 1 of Article 29 <u>30</u> of these Articles of Association, the repurchase shall be conducted through public and centralized trading.
16	Article 31 When repurchasing shares based on an off-market agreement, the Company shall obtain prior approval at the general meeting according to the Articles of Association. Where prior approval has been obtained from the shareholders at a general meeting in the same manner, the Company may release or modify the contract entered into in the aforesaid manner or waive any rights granted under such contract.	Article 31<u>32</u> When repurchasing shares based on an off-market agreement, the Company shall obtain prior approval at the general meeting according to the Articles of Association. Where prior approval has been obtained from the shareholders at a general meeting in the same manner, <u>If the general meeting has separately resolved under the equivalent procedures,</u> the Company may release or modify the contract entered into in the aforesaid manner or waive any rights granted under such contract.

No.	Original article	Amended article
17	Article 32 Where the Company purchases its own shares for the purposes of items (I) and (II) of Article 29 of the Articles of Association, it shall obtain approval at the general meeting by way of resolution. Where the Company purchases its own shares for the purposes of items (III), (V) and (VI) of Article 29 of the Articles of Association, it shall obtain approval of more than two-thirds of the directors present at the meeting of the Board by way of resolution as stipulated in the Articles of Association or authorized by the general meeting. Following the acquisition of its shares in accordance with the provisions of Article 29, such shares shall be cancelled within ten days from the date of acquisition in the case of item (I) and transferred or cancelled within six months in the case of items (II) and (IV). Shares held by the Company in aggregate for the purpose of items (III), (V) and (VI) shall not exceed 10% of the total issued shares of the Company (excluding treasury shares) and shall be transferred or cancelled within three years, and shall be treated as treasury shares in accordance with the Hong Kong Listing Rules. 	Article 32<u>33</u> Where the Company purchases its own shares for the purposes of items (I) and (II) of Article 29<u>30</u> of the Articles of Association, it shall obtain approval at the general meeting by way of resolution. Where the Company purchases its own shares for the purposes of items (III), (V) and (VI) of Article 29<u>30</u> of the Articles of Association, it shall obtain approval of more than two-thirds of the directors present at the meeting of the Board by way of resolution as stipulated in the Articles of Association or authorized by the general meeting. Following the acquisition of its shares in accordance with the provisions of Article 29<u>30</u>, such shares shall be cancelled within ten days from the date of acquisition in the case of item (I) and transferred or cancelled within six months in the case of items (II) and (IV). Shares held by the Company in aggregate for the purpose of items (III), (V) and (VI) shall not exceed 10% of the total issued shares of the Company (excluding treasury shares) and shall be transferred or cancelled within three years, and shall be treated as treasury shares in accordance with “Hong Kong Listing Rules”.

No.	Original article	Amended article
18	Article 33 Unless the Company is in the course of liquidation, it must comply with the following requirements in relation to the repurchase of its outstanding shares in issue: (I) where the Company repurchases shares at par, payment shall be made out of book surplus of distributable profits of the Company or out of the proceeds from issue of new shares made for the repurchase of old shares; (II) where the Company repurchases shares at a premium to par value, payment up to the par value shall be made out of the book surplus of distributable profits of the Company or out of the proceeds from issue of new shares made for the repurchase of old shares. Payment of the portion in excess of the par value shall be effected as follows: (1) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus of distributable profits of the Company; (2) if the shares being repurchased were issued at a premium to par value, payment shall be made out of the book surplus of distributable profits of the Company and out of the proceeds from issue of new shares made for the repurchase of old shares, provided that the amount paid out of the proceeds from issue of new shares shall not exceed the aggregate premiums received on the issue of the old shares repurchased, or the amount of the Company's share premium account (or capital reserve fund account, including the premiums from the issue of new shares);	Delete

No.	Original article	Amended article
	(III) payment by the Company for the following purposes shall be made out of the Company's distributable profits: (1) acquire the rights to repurchase its shares; (2) vary the contract to repurchase its shares; (3) release its obligation under the contract to repurchase shares; (IV) after the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits for payment of the par value portion of the shares repurchased shall be transferred to the Company's share premium account (or capital reserve fund account).	
19	Article 34 The Company or its subsidiaries shall not, by any means and at any time, provide any kind of financial assistance to a person who is acquiring or intends to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company. The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by him. This provision does not apply to the circumstances mentioned in Article 36.	Article 34 The Company or its subsidiaries shall not, by any means and at any time, provide any kind of financial assistance to a person who is acquiring or intends to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company. The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said obligor for the purpose of reducing or discharging the obligations assumed by him. This provision does not apply to the circumstances mentioned in Article 36. <u>The Company or its subsidiary (including subsidiary enterprises of the Company) shall not provide financial assistance in the form of gifts, advances, guarantees, loans, or similar means to enable others to acquire shares of the Company or its parent Company.</u>

No.	Original article	Amended article
20	Article 35 “Financial assistance” referred to in this chapter includes (without limitation to) the following: (I) gift; (II) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company’s own default) or release or waiver of any rights; (III) provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, and a change in the parties to, or the assignment of rights arising under, such loan or contract; (IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. The assumption of obligations referred to in this chapter includes the assumption of obligations due to the entering into of contract or arrangement (whether enforceable or not, and whether to be assumed on its own account or jointly with any other persons), or the change of its financial positions in any other ways.	Article 35 “Financial assistance” referred to in this chapter includes (without limitation to) the following: (I) gift; (II) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company’s own default) or release or waiver of any rights; (III) provision of loan or any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, and a change in the parties to, or the assignment of rights arising under, such loan or contract; (IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. The assumption of obligations referred to in this chapter includes the assumption of obligations due to the entering into of contract or arrangement (whether enforceable or not, and whether to be assumed on its own account or jointly with any other persons), or the change of its financial positions in any other ways. <u>For the benefit of the Company, upon resolution by the general meeting, or by the board of directors acting in accordance with the Articles of Association or authorization from the general meeting, the Company may provide financial assistance to enable others to acquire shares of the Company or its parent Company. However, the total amount of such financial assistance shall not exceed ten percent of the issued share capital. Resolutions made by the board of directors must be approved by no less than two-thirds of all directors.</u>

No.	Original article	Amended article
21	Article 36 Actions listed below shall not be deemed as actions restricted by Article 34 of this chapter: (I) the provision of financial assistance by the Company is made in good faith in the interest of the Company, and the principal purpose of providing the financial assistance is not for the acquisition of shares of the Company, or the provision of the financial assistance is ancillary to a master plan of the Company; (II) the lawful distribution of the Company's assets by way of dividend; (III) distribution of dividends in the form of shares; (IV) reduction of registered capital, repurchase of shares or adjustment of the shareholding structure in accordance with the Articles of Association;	Article 36 Actions listed below shall not be deemed as actions restricted by Article 34 of this chapter: (I) the provision of financial assistance by the Company is made in good faith in the interest of the Company, and the principal purpose of providing the financial assistance is not for the acquisition of shares of the Company, or the provision of the financial assistance is ancillary to a master plan of the Company; (II) the lawful distribution of the Company's assets by way of dividend; (III) distribution of dividends in the form of shares; (IV) reduction of registered capital, repurchase of shares or adjustment of the shareholding structure in accordance with the Articles of Association;

No.	Original article	Amended article
	(V) the lending of money by the Company within its scope of business and in the ordinary course of its business, provided that the net assets of the Company shall not be thereby reduced or that, although the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company; (VI) the provision of money by the Company for contributions to employee stock ownership plan, provided that the net assets of the Company shall not be thereby reduced or that, although the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company.	(V) the lending of money by the Company within its scope of business and in the ordinary course of its business, provided that the net assets of the Company shall not be thereby reduced or that, although the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company; (VI) the provision of money by the Company for contributions to employee stock ownership plan, provided that the net assets of the Company shall not be thereby reduced or that, although the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company. <u>If the Company or its subsidiaries (including subsidiary enterprises of the Company) engages in the conduct described in Article 35, it shall comply with relevant laws and regulations, the provisions of the securities regulatory authority and stock exchange where the Company's shares are listed, as well as the relevant provisions of the Articles of Association.</u>

No.	Original article	Amended article
22	Article 37 The share certificates of the Company shall be in registered form. In addition to those provided in the Company Law and the Special Regulations, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed. (I) the share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, other relevant laws and administrative regulations and the Articles of Association. (II) the share purchasers and each of the shareholders, directors and senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director and senior management member shall agree with each shareholder that, all disputes and claims arising from the Articles of Association, or the disputes or assertion of rights arising from the rights and obligations provided by the Company Law or other relevant laws or administrative regulations in the PRC or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive. (III) the share purchasers and the Company and each of the shareholders agree the shares of the Company may be freely transferred by the holder thereof. 	Article 37 The share certificates of the Company shall be in registered form. In addition to those provided in the Company Law and the Special Regulations, <u>paper-based</u> the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed. (I) the share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, other relevant laws and administrative regulations and the Articles of Association. (II) the share purchasers and each of the shareholders, directors and senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director and senior management member shall agree with each shareholder that, all disputes and claims arising from the Articles of Association, or the disputes or assertion of rights arising from the rights and obligations provided by the Company Law or other relevant laws or administrative regulations in the PRC or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive. <u>(3HII)</u> the share purchasers and the Company and each of the shareholders agree the shares of the Company may be freely transferred by the holder thereof.;

No.	Original article	Amended article
23	Article 38 The share certificates shall be signed by the legal representative. Where the signatures of senior management members of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management member. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing of the Company seal to the share certificates shall be authorized by the Board. The signature of the legal representative or such other senior management member of the Company on the share certificates may also be in printed form.	Article 38 <u>Paper-based</u> The share certificates shall be signed by the legal representative. Where the signatures of senior management members of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such other senior management member. The A <u>paper-based</u> share certificate shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing of the Company seal to the share certificates shall be authorized by the Board. The signature of the legal representative or such other senior management member <u>personnel</u> of the Company on the share certificates may also be in printed form.

No.	Original article	Amended article
24	Article 39 The Company shall keep a register of members containing the following particulars: (I) the name, address (place of domicile), occupation or nature of business of each shareholder; (III) the amount paid-up or payable in respect of the shares held by each shareholder; (IV) the share certificate numbers of the shares held by each shareholder; (V) the date on which each shareholder was registered as a shareholder; (VI) the date on which any shareholder ceased to be a shareholder. Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company. The name of transferee, on the premise of compliance with the Articles of Association and other applicable requirements, shall be registered, upon the completion of transfer of the Company's share, in the register of members as the holders of the shares transferred. All issue or transfer of overseas listed shares shall be registered in the register of holders of overseas listed shares which, in accordance with Article 40 of the Articles of Association, shall be kept in the place where the shares are listed.	Article 39 The Company shall keep a register of members containing the following particulars: (I) the name, address (place of domicile), <u>electronic address</u>, occupation or nature of business of each shareholder; (III) the amount paid-up or payable in respect of the shares held by each shareholder; (IVIII) paper-based share certificates, the share certificate numbers of the shares held by each shareholder; (VIV) the date on which any shareholder ceased to be a shareholder acquired the shares;. (VI) The date on which each shareholder ceases to be a shareholder. Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company. The name of transferee, on the premise of compliance with the Articles of Association and other applicable requirements, shall be registered, upon the completion of transfer of the Company's share, in the register of members as the holders of the shares transferred. All issue or transfer of overseas listed shares shall be registered in the register of holders of overseas listed shares which, in accordance with Article 40 of the Articles of Association, shall be kept in the place where the shares are listed.

No.	Original article	Amended article
	The Company may, in accordance with the mutual understanding and agreements made between these securities regulatory authorities and overseas securities regulatory authorities, keep its register of holders of overseas listed shares outside the PRC and appoint overseas agent(s) to manage such register. The Company shall maintain a duplicate of the register of holders of overseas listed shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed shares at all times. If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions: (III) if one of the joint shareholders deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the Board shall, for the purpose of revising the information on the register of members, have the right to demand evidence of death of such shareholder where it deems appropriate; and 	The Company may, in accordance with the mutual understanding and agreements made between these securities regulatory authorities and overseas securities regulatory authorities, keep its register of holders of overseas listed shares outside the PRC and appoint overseas agent(s) to manage such register. The Company shall maintain a duplicate of the register of holders of overseas listed shares at its place of domicile. The appointed overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas listed shares at all times. If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions: (III) if one of the joint shareholders deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the Board shall, for the purpose of revising the information on the register of members, have the right to demand evidence of death of such shareholder where it deems appropriate; and
25	Article 43 If the Company refuses to register any transfer of shares, the Company shall within two months of formal application for the transfer provide the transferor and transferee with a notice of refusal to register such transfer of shares.	Article 43 If the Company refuses to register any transfer of shares, the Company shall within two months of formal application for the transfer provide the transferor and transferee with a notice of refusal to register such transfer of shares.

No.	Original article	Amended article
26	Article 44 Any holder of overseas listed shares may use a written transfer document, generally in use in any place of listing, or any other form accepted by the Board, or the standard transfer form designated by the stock exchange on which the Company's shares are listed, to transfer all or part of his/her shares. The transfer document must be signed, by hand or in printed form, by the transferor and transferee, or where the transferor or transferee is recognized clearing house as defined by the laws of Hong Kong or its nominee (hereinafter referred to as "Recognized Clearing House"), it may sign by hand or in printed form. All transfers of H shares shall be effected by transfer document in writing in a general or common form or in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. The transfer document in writing may be signed by hand or (where the transferor or transferee is a corporation) stamped with the company's seal. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong (hereinafter referred to as the "Recognized Clearing House") or its nominee, the transfer document in writing may be signed by hand or in printed form. All transfer documents shall be deposited with the legal address of the Company or such places as the Board may designate from time to time.	Article 44 Any holder of overseas listed shares may use a written transfer document, generally in use in any place of listing, or any other form accepted by the Board, or the standard transfer form designated by the stock exchange on which the Company's shares are listed, to transfer all or part of his/her shares. The transfer document must be signed, by hand or in printed form, by the transferor and transferee, or where the transferor or transferee is recognized clearing house as defined by the laws of Hong Kong or its nominee (<u>hereinafter referred to as the "approved clearing house"</u>) or its agent (hereinafter also referred to as the "approved clearing house") as defined under Hong Kong law, the signature may be handwritten or machine-printed. All transfers of H shares shall be effected by transfer document in writing in a general or common form or <u>"Hong Kong Listing Rules" permit and allow for any method that complies with the "Hong Kong Listing Rules"</u> in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. The transfer document in writing may be signed by hand or (where the transferor or transferee is a corporation) stamped with the company's seal. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong (hereinafter referred to as the "Recognized Clearing House") or its nominee, the transfer document in writing may be signed by hand or in printed form. All transfer documents shall be deposited with the legal address of the Company or such places as the Board may designate from time to time.

No.	Original article	Amended article
27	Article 50 The shares of the Company held by the promoter shall not be transferred within one year from the date of establishment of the Company. Shares in issue prior to the public offering of the shares of the Company shall not be transferred within one year from the date of listing and trading of the shares of the Company on the stock exchange.	Article 50 The shares of the Company held by the promoter shall not be transferred within one year from the date of establishment of the Company. Shares in issue prior to the public offering of the shares of the Company shall not be transferred within one year from the date of listing and trading of the shares of the Company on the stock exchange.
28	Article 51 A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held by him/her. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.	Article 51 A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held by him/her. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.
29	Article 52 (7) a copy of the latest annual statements submitted to the Administration for Industry and Commerce of the PRC or other competent authorities (as applicable); (11) financial reports; 	Article 52 (7) a copy of the latest annual statements submitted to the Administration for Industry and Commerce <u>market supervision department</u> of the PRC, or other competent authorities (as applicable); (11) financial reports; <u>shareholders who meet the prescribed requirements may inspect the Company's accounting books and accounting vouchers;</u>

No.	Original article	Amended article
30	Article 54 A resolution of the Company’s general meeting or Board meeting shall be void if the content contravenes the laws or administrative regulations. If the procedures for convening the general meetings and meetings of the Board or the method of voting violate the laws, administrative regulations or the Articles of Association, or the content of any resolution is in breach of the Articles of Association, the shareholders may, within sixty days from the date on which such resolution is made, submit a petition to the people’s court to revoke the same.	Article 54 A resolution of the Company’s general meeting or Board meeting shall be void if the content contravenes the laws or administrative regulations. If the procedures for convening the general meetings and meetings of the Board or the method of voting violate the laws, administrative regulations or the Articles of Association, or the content of any resolution is in breach of the Articles of Association, the shareholders may; <u>shall, within sixty days from the date on which such resolution is made, submit a petition to the people’s court to revoke the same, unless there are only minor defects in the convening procedures or voting methods of the general meeting or the board of directors, which have no material impact on the resolution.</u> <u>Shareholders who have not been notified to attend a general meeting or should have known about the general meeting may, within sixty days from the date on which such resolution is made, submit a petition to the people’s court to revoke the same; if the revocation right is not exercised within one year from the date of making the resolution, the revocation right shall be extinguished.</u>

No.	Original article	Amended article
31	Article 55 If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by any Director or senior management members in executing the Company’s duties, shareholders who have held, separately or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to the audit committee of the Board to initiate litigation at the people’s court. If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by the audit committee of the Board in executing Company’s duties, shareholders may make a request in writing to the Board to institute litigation at the people’s court. If, upon receipt of the written request from the shareholders as stipulated in the preceding paragraph, the audit committee of the Board or the Board refuses to initiate litigation, or fails to initiate litigation within 30 days or if, in case of emergency, failing to institute litigation immediately may cause irreparable damage to the interest of the Company, the shareholders as mentioned in the abovementioned shall have the right to initiate litigation directly at the people’s court in their own names for the interest of the Company.	Article 55 If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by any Director or senior management members in executing the Company’s duties, shareholders who have held, separately or in aggregate, more than 1%one percent of the shares of the Company for more than 180one hundred and eighty consecutive days shall be entitled to make a request in writing to the audit committee of the Board to initiate litigation at the people’s court. If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by the audit committee of the Board in executing Company’s duties, shareholders may shall make a request in writing to the Board to institute litigation at the people’s court. If, upon receipt of the written request from the shareholders as stipulated in the preceding paragraph, the audit committee of the Board or the Board refuses to initiate litigation, or fails to initiate litigation within 30thirty days or if, in case of emergency, failing to institute litigation immediately may cause irreparable damage to the interest of the Company, the shareholders as mentioned in the abovementioned shall have the right to initiate litigation directly at the people’s court in their own names for the interest of the Company.

No.	Original article	Amended article
	In the event of infringement of the Company’s legal interest by a third party resulting in losses to the Company, the shareholders mentioned in the first paragraph of this Article may initiate litigation at the people’s court in accordance with the provisions of the two preceding paragraphs.	In the event of infringement of the Company’s legal interest by a third party resulting in losses to the Company, the shareholders mentioned in the first paragraph of this Article may initiate litigation at the people’s court in accordance with the provisions of the two preceding paragraphs. <u>Where a director, supervisor (if any) or senior management of a wholly-owned subsidiary of the Company falls under the circumstances specified in paragraph 1 of this Article, or the legitimate rights and interests of a wholly-owned subsidiary of the Company is infringed by others and causes losses, a shareholder who individually or collectively holds more than one percent of the shares of the Company for more than 180 consecutive days, They may, in accordance with the provisions of the preceding three paragraphs, request in writing the supervisory committee (audit committee) and the board of directors of the wholly-owned subsidiary to initiate proceedings at the people’s court or directly initiate proceedings at the people’s court in their own names.</u>
32	Article 59 “Controlling shareholder” referred to in the preceding Article refers to a person that satisfies any of the following conditions: (I) he/she, acting alone or in concert with others, has the power to elect half or more of the total number of directors; (II) he/she, acting alone or in concert with others, has the power to exercise 30% and above of the Company’s voting rights or control the exercise of 30% and above of the Company’s voting rights; (III) he/she, acting alone or in concert with others, holds 30% and above of the outstanding shares of the Company in issue; 	Article 59 “Controlling shareholder” referred to in the preceding Article refers to a person that satisfies any of the following conditions: (I) he/she, acting alone or in concert with others, has the power to elect <u>half or more a majority</u> of the total number of directors; (II) he/she, acting alone or in concert with others, has the power to exercise <u>30%thirty percent</u> and above of the Company’s voting rights or control the exercise of <u>30%thirty percent</u> and above of the Company’s voting rights <u>(excluding treasury shares);</u> (III) he/she, acting alone or in concert with others, holds 30% and above of the outstanding shares of the Company in issue <u>(excluding treasury shares);</u>

No.	Original article	Amended article
33	Article 61 The general meeting exercises the following powers: (I) to decide on the Company's operational policies and investment plans; (II) to elect and replace the directors and decide on matters relating to the remuneration of directors; (III) to consider and approve reports of the Board; (IV) to consider and approve the Company's profit distribution plans and loss recovery plans; (V) to decide on any increase or reduction in the Company's registered capital; (VI) to decide on issues such as merger, division, dissolution, liquidation or change of the form of the Company and other matters; (VII) to decide on the issuance of bonds by the Company; (VIII) to decide on the engagement, dismissal or non-reappointment of the accountants by the Company; (IX) to amend the Articles of Association; (X) to consider motions raised by shareholders who represent not less than 3% (inclusive) of the shares with voting rights of the Company;	Article 61 The general meeting exercises the following powers: (I) to decide on the Company's operational policies and investment plans; (II) to elect and replace the directors and decide on matters relating to the remuneration of directors; (III) to consider and approve reports of the Board; (IV) to consider and approve the Company's profit distribution plans and loss recovery plans; (V) to decide on any increase or reduction in the Company's registered capital; (VI) to decide on issues such as merger, division, split off, dissolution, liquidation or change of the form of the Company and other matters; (VII) to decide on the issuance of corporate bonds by the Company; (VIII) to decide on the engagement, dismissal or non-reappointment of the accountants by the Company; (IX) to amend the Articles of Association; (X) to consider motions raised by shareholders who represent not less than 3% one percent (inclusive, excluding treasury shares) of the shares with voting rights of the Company;

No.	Original article	Amended article
	(XI) to consider and approve guarantees required to be resolved at the general meeting pursuant to laws, regulations and the Articles of Association; (XII) to consider the acquisition or disposal of significant assets which account for more than 30% of the latest audited total assets of the Company within one year; (XIII) to consider and approve the change of the use of proceeds; (XIV) to consider the share incentive scheme; (XV) to consider and approve other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed and the Articles of Association.	(XIX) to consider and approve guarantees required to be resolved at the general meeting pursuant to laws, regulations, <u>“Hong Kong Listing Rules”</u> and the Articles of Association; (XXI) to consider the acquisition or disposal of significant assets which account for more than 30% <u>thirty percent</u> of the latest audited total assets of the Company within one year; (XXII) to consider and approve the change of the use of proceeds <u>raised through equity financing</u>; (XIV) to consider the share incentive scheme; (XXIII) to consider and approve other matters required to be resolved at the general meeting pursuant to laws, administrative regulations, listing rules of the stock exchange <u>“Hong Kong Listing Rules”</u> on which the shares of the Company are listed and the Articles of Association. <u>Under applicable laws and regulations, the regulatory authorities of the jurisdiction where the Company’s shares are listed, and the relevant provisions of the securities exchange, the general meeting may authorize or entrust the board of directors to handle matters within its authorization or delegation. To optimize decision-making procedures and enhance operational efficiency, the shareholders’ meeting may authorize the board of directors and may consent to the board further authorizing the general manager’s office to decide on all matters related to the registration and issuance of corporate bonds within the scope permitted by laws and regulations.</u>

No.	Original article	Amended article
34	Article 63 General meetings include annual general meetings and extraordinary general meetings. General meetings are convened by the Board. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year. The Board shall call an extraordinary general meeting within two months upon occurrence of any of the following circumstances: (I) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of the number as required by the Articles of Association; (II) where the uncovered losses of the Company represents one-third of its total paid-up capital; (III) where Shareholders who hold, separately or in aggregate, 10% or more of the outstanding shares of the Company in issue with voting rights request in writing to convene an extraordinary general meeting; (IV) whenever the Board deems necessary or when proposed by the audit committee of the Board; (V) other circumstances as required by the laws and regulations or these Articles of Association.	Article 63 General meetings include annual general meetings and extraordinary general meetings. General meetings are convened by the Board <u>and chaired by the chairman. If the chairman is unable or refuses to perform his duties, a director shall be jointly nominated by more than half of the directors to preside over the meeting.</u> The annual general meeting is held once a year and shall take place within six months after the end of the previous accounting year. The Board shall call an extraordinary general meeting within two months upon occurrence of any of the following circumstances: (I) when the number of directors falls below the number as specified in the Company Law or less than two-thirds of the number <u>as required by as specified in</u> the Articles of Association; (II) where the uncovered losses of the Company represents one-third of its total paid-up capital; (III) where Shareholders who hold, separately or <u>in aggregate collectively</u>, 10% or more of the outstanding shares <u>(excluding treasury shares)</u> of the Company in issue with voting rights request in writing to convene an extraordinary general meeting; (IV) whenever the Board deems necessary or when proposed by the audit committee of the Board; (V) other circumstances as required by the laws and regulations or these <u>the</u> Articles of Association.

No.	Original article	Amended article
35	Article 64 If the Board is unable or fails to fulfill the obligation of convening a general meeting, the audit committee of the Board shall convene and preside over such meeting in a timely manner. If the audit committee of the Board does not convene or preside over such meeting, the shareholders individually or jointly holding no less than 10% of shares of the Company for no less than 90 consecutive days may convene and preside over such meeting on their own.	Article 64 If the Board is unable or fails to fulfill the obligation of convening a general meeting, the audit committee of the Board shall convene and preside over such meeting in a timely manner. If the audit committee of the Board does not convene or preside over such meeting, the shareholders individually or jointly holding no less than 10%ten percent of shares of the Company for no less than 90ninety consecutive days may convene and preside over such meeting on their own. <u>Where shareholders who individually or collectively hold more than ten percent of the Company's shares request the convening of an extraordinary general meeting, the Board of Directors and the audit committee of the Board of directors shall, within ten days from the date of receiving the request, make a decision on whether to convene an extraordinary general meeting and reply to the shareholders in writing.</u>

No.	Original article	Amended article
36	Article 65 Shareholders who request an extraordinary general meeting or a general meeting of a class of shareholders shall comply with the following procedures: (I) two or more shareholders who individually or together hold 10% or more of the shares carrying the right to vote in the meeting to be convened can request the Board to convene an extraordinary general meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions and resolutions proposed. The Board shall convene the extraordinary general meeting or the class meeting as soon as possible upon receiving such written request(s). The shareholdings referred to above shall be calculated as at the date of request made. (II) If no notice of convening a general meeting is issued within thirty days after the Board receiving the abovementioned written request(s), the shareholders making the request(s) can convene a meeting by themselves within four months after the Board receiving the abovementioned written request(s), and the procedures for convening such meeting shall follow the procedures of the general meeting convened by the Board as much as possible. All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board to convene a meeting as required above shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.	Article 65 Shareholders who request an extraordinary general meeting or a general meeting of a class of shareholders shall comply with the following procedures: (I) two or more shareholders who individually or together hold 10% <u>(inclusive, excluding treasury shares)</u> or more of the shares carrying the right to vote in the meeting to be convened can request the Board <u>or the audit committee of the board</u> to convene an extraordinary general meeting or a class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions and resolutions proposed. The Board shall convene the extraordinary general meeting or the class meeting as soon as possible upon receiving such written request(s). The shareholdings referred to above shall be calculated as at the date of request made. (II) If no notice of convening a general meeting is issued within thirty <u>ten</u> days after the Board <u>or the audit committee of the Board</u> receiving the abovementioned written request(s), the shareholders making the request(s) can convene a meeting by themselves within four months after the Board <u>or the audit committee of the Board</u> receiving the abovementioned written request(s). the procedures of the general meeting convened by the Board as much as possible. All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board <u>or the audit committee of the Board</u> to convene a meeting as required above shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.

No.	Original article	Amended article
37	Article 66 The place of the general meeting shall be as clearly stated in the notice of meeting. The general meeting shall be held physically, or by means of electronic communication (or other virtual means), or by a combination of both. After the notice of general meeting has been given, the place of the physical meeting shall not be changed without proper cause. If a change is indeed necessary, the convener shall make an announcement and state the reasons therefor at least two working days prior to the date of the physical meeting. 	Article 66 The place of the general meeting shall be as clearly stated in the notice of meeting. The general meeting <u>must</u> shall be held physically, or by means of electronic communication (or other virtual means), or by a combination of both. After the notice of general meeting has been given, the place of the physical meeting shall not be changed without proper cause. If a change is indeed necessary, the convener shall make an announcement and state the reasons therefor at least two working days prior to the date of the physical meeting.

No.	Original article	Amended article
38	Article 68 As a general meeting is convened, the Board, the audit committee of the Board and any shareholders individually or jointly holding more than 3% of the Company's shares may propose any resolution to the Company. Such shareholders who individually or together hold more than 3% of the Company's shares may submit an interim proposal in writing to the convener ten days prior to the date of the general meeting. The convener shall then dispatch a supplemental notice of general meeting to announce the interim proposal and submit the interim proposal to the general meeting for consideration, within two days upon receipt of such proposal. Other than the circumstances mentioned in the preceding paragraph, the convener shall not make any change in the notice of the general meeting to the existing proposals or add any new proposal after the publication of such notice. The general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice of the general meeting or which do not comply with Article 67 of the Articles of Association.	Article 68 As a general meeting is convened, the Board, the audit committee of the Board and any shareholders individually or jointly holding more than 31% of the Company's shares (excluding treasury shares) may propose any resolution to the Company. Such shareholders who individually or together hold more than 31% of the Company's shares (excluding treasury shares) may submit an interim proposal in writing to the convener the Board ten days prior to the date of the general meeting. The convener The Board shall then dispatch a supplemental notice of general meeting to announce the interim proposal and submit the interim proposal to the general meeting for consideration, within two days upon receipt of such proposal. <u>Unless otherwise provided by laws and regulations, the Articles of Association, or the "Rules for General Meeting Procedures of Zhongguancun Technology Leasing Co., Ltd.," the board of directors shall include matters within the authority of the general meeting as set forth in the proposal on the agenda of that meeting and submit them for deliberation.</u> Other than the circumstances mentioned in the preceding paragraph, the convener the Board shall not make any change in the notice of the general meeting to the existing proposals or add any new proposal after the publication of such notice. The general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice of the general meeting or which do not comply with Article 67 of the Articles of Association.

No.	Original article	Amended article
39	Article 69 No extraordinary general meeting shall resolve matters not stipulated in the notice.	Article 69 No extraordinary general meeting shall resolve matters not stipulated in the notice.
40	Article 70 A notice of the general meeting shall meet the following requirements: (I) it shall be in written form; (II) it shall specify the place, term, date and time of the meeting; (X) it shall provide name and telephone number of the standing contact person for committee administration.	Article 70 A notice of the general meeting shall meet the following requirements: (I) it shall be in written form; (II) it shall specify the place, <u>and/or mode of participation,</u> term, date and time of the meeting; (X) it shall provide name and telephone number of the standing contact person for committee administration; (XI) Voting time and procedures by electronic or other means.
41	Article 71 For the purposes of the manner in which the Company provides and/or distributes corporate communications to shareholders in accordance with the requirements under the Hong Kong Listing Rules, where the Company has obtained the prior written or implied consent of the shareholders in accordance with applicable laws, regulations and the relevant provisions of the Hong Kong Listing Rules as amended from time to time, the Company may send or make available corporate communications to its shareholders by electronic means or by publishing them on the Company's website. Corporate communications include, but are not limited to circulars, annual reports, interim reports, quarterly reports, notices of general meetings, and other corporate communications as defined under the Hong Kong Listing Rules.	Article 71 For the purposes of the manner in which the Company provides and/or distributes corporate communications to shareholders in accordance with the requirements under the "Hong Kong Listing Rules", <u>unless the shareholders otherwise request a printed copy,</u> where the Company <u>is has obtained the prior written or implied consent of the shareholders</u> in accordance with applicable laws, regulations and the relevant provisions of the "Hong Kong Listing Rules" as amended from time to time, the Company may send or make available corporate communications to its shareholders by electronic means or by publishing them on the Company's website. Corporate communications include, but are not limited to circulars, annual reports, interim reports, quarterly reports, notices of general meetings, and other corporate communications as defined under the "Hong Kong Listing Rules".

No.	Original article	Amended article
42	Article 72 When the Company is required to send, mail, pass, deliver, issue or provide communications of the Company in both English and Chinese according to the relevant requirements of the securities regulatory authorities at the place where the Company's shares are listed, if the Company has made appropriate arrangement to ensure whether its shareholders wish to receive an English copy only or a Chinese copy only, the Company may (based on the intention clearly expressed by its shareholders) send an English copy or Chinese copy only to the relevant shareholders within the scope permitted by applicable laws and regulations and in accordance with such applicable laws and regulations.	Article 72 When the Company is required to send, mail, pass, deliver, issue or provide communications of the Company in both English and Chinese <u>version</u> according to the relevant requirements of the securities regulatory authorities at the place where the Company's shares are listed, if the Company has made appropriate arrangement to ensure whether its shareholders wish to receive an English <u>version</u> copy only or a Chinese <u>version</u> copy only, the Company may (based on the intention clearly expressed by its shareholders) send an English <u>version</u> copy or Chinese <u>version</u> copy only to the relevant shareholders within the scope permitted by applicable laws and regulations and in accordance with such applicable laws and regulations.
43	Article 73 Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his/her proxy to attend and vote on his/her behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder: 	Article 73 Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his/her proxy to attend and vote on his/her behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:
44	Article 74 The instrument appointing a proxy by a shareholder shall be in writing and signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal person either under seal or signed by its directors or personnel or attorney duly authorized. 	Article 74 The instrument appointing a proxy by a shareholder shall be in writing and signed by the appointor or his attorney duly authorized in writing, or if the appointor is a legal person either under seal or signed by its directors or personnel or attorney duly authorized.

No.	Original article	Amended article
45	Article 75 The proxy form shall be deposited at least twenty-four hours prior to the relevant meeting at which the proxy is appointed to vote or twenty-four hours before the time appointed for voting at the domicile of the Company or such other place as the notice of meeting may specify, or, where permitted under all applicable laws, rules and the Hong Kong Listing Rules, be sent by electronic means to the electronic mailbox designated by the Company. If the proxy form is signed by a person authorized by the appointor, the powers of attorney or other instruments of authorization shall be notarized. The powers of attorney or other instruments of authorization so notarized shall be deposited at the domicile of the Company or such other place as the notice of meeting may specify at the same time as the proxy form is so deposited. If the shareholder is a Recognized Clearing House as defined in the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or its nominees, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in any general meeting or any class meeting. However, if two or more persons are authorized, the power of attorney shall clearly state the number and the class of shares represented by each of the person so authorized. The powers of attorney shall be signed by the personnel authorized by the Recognized Clearing House. The person so authorized may represent the Recognized Clearing House (or its nominees) in exercising its rights at any meeting (without being required to present share certificate, notarized powers of attorney and/or further evidence of due authorization) as if that person is a natural person shareholder of the Company.	Article 75 The proxy form shall be deposited at least twenty-four hours prior to the relevant meeting at which the proxy is appointed to vote or twenty-four hours before the time appointed for voting at the domicile of the Company or such other place as the notice of meeting may specify, or, where permitted under all applicable laws, rules regulations and “the Hong Kong Listing Rules”, be sent by electronic means to the electronic mailbox designated by the Company. If the proxy form is signed by a person authorized by the appointor, the powers of attorney or other instruments of authorization shall be notarized. The powers of attorney or other instruments of authorization so notarized shall be deposited at the domicile of the Company or such other place as the notice of meeting may specify at the same time as the proxy form is so deposited. If the shareholder is a Recognized Clearing House as defined in the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or its nominees, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its his/her proxy in any general meeting or any class meeting. However, if two or more persons are authorized, the power of attorney shall clearly state the number and the class of shares represented by each of the person so authorized. The powers of attorney shall be signed by the personnel authorized by the Recognized Clearing House. The person so authorized may represent the Recognized Clearing House (or its nominees) in exercising its rights at any meeting (without being required to present share certificate, notarized powers of attorney and/or further evidence of due authorization) as if that person is a natural person shareholder of the Company.

No.	Original article	Amended article
46	Article 76 The proxy form issued by the Board of the Company to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative or negative), and to give separate instructions for each resolution that will be voted on at the meeting. The proxy form shall indicate that the proxy may vote at his/her discretion if no instructions have been given by the shareholder.	Article 76 The proxy form issued by the Board of the Company to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, or negative <u>or abstain</u>), and to give separate instructions for each resolution that will be voted on at the meeting. The proxy form should indicate that <u>whether</u> the proxy may vote at his/her discretion if no <u>specific</u> instructions have been given by the shareholder. <u>If it is not specified in the proxy, the matter for which the shareholder does not give specific instructions shall be voted upon by his/her proxy's own will, and the shareholder shall bear the corresponding responsibilities for such voting.</u>
47	Article 78 Ordinary resolutions of a general meeting shall be passed by shareholders in attendance (including proxies) holding at least half of the voting rights. 	Article 78 Ordinary resolution of a general meeting shall be passed by shareholders in attendance (including proxies) holding <u>more than half of</u> the voting rights.
48	Article 79 A shareholder (including his/her proxy) may exercise voting rights on poll at the general meeting according to the number of shares which carry the right to vote held by him/her and each share shall have one vote. 	Article 79 A shareholder (including his/her proxy) may exercise voting rights on poll at the general meeting according to the number of shares which carry the right to vote held by him/her and each share shall have one vote.

No.	Original article	Amended article
49	Article 81 Voting at general meetings shall be conducted by show of hands unless the listing rules of the stock exchange on which the Company's shares are listed specifically require voting by poll or unless the following persons require voting by poll before or after voting by show of hands: (II) at least two shareholders with voting rights or proxies thereof; (III) shareholder(s) (including proxy(ies)) severally or jointly holding 10% or more of shares with voting rights at the meeting. 	Article 81 Voting at general meetings shall be conducted by show of hands unless the listing rules of the stock exchange on which the Company's shares are listed <u>the "Hong Kong Listing Rules"</u> specifically require voting by poll or unless the following persons require voting by poll before or after voting by show of hands: (II) at least two shareholders with voting rights, or their proxies; (III) shareholder(s) (including proxy(ies)) severally or jointly holding 10% <u>(excluding treasury shares)</u> or more of shares with voting rights at the meeting.
50	Article 84 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.	Delete

No.	Original article	Amended article
51	Article 85 The following matters shall be passed as ordinary resolutions in a general meeting: (I) work reports of the Board of Directors; (II) profit distribution plans and plans for making up losses proposed by the Board; (III) dismissal and remuneration of the members of the Board of Directors and methods of payment of their remuneration; (IV) matters other than those required to be passed as special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.	Article <u>8584</u> The following matters shall be passed as ordinary resolutions in a general meeting: (I) work reports of the Board of Directors; (II) profit distribution plans and plans for making up losses proposed by the Board; (III) <u>election</u>, dismissal and remuneration of the members of the Board of Directors and methods of payment of their remuneration; <u>(IV) the appointment, dismissal or discontinue of appointment of accounting firm by the Company;</u> <u>(V) guarantee matters required to be approved in the general meeting by laws and regulations, “Hong Kong Listing Rules” and the Articles of Association, unless otherwise provided for in the Articles of Association;</u> <u>(VI) changing the use of proceeds raised through equity financing;</u> <u>(IV-VII)</u> matters other than those required to be passed as special resolutions pursuant to <u>the</u> laws, <u>administrative</u> regulations, <u>the listing rules of the stock exchange on which the shares of the Company are listed</u> <u>“Hong Kong Listing Rules”</u> or the Articles of Association.

No.	Original article	Amended article
52	Article 86 The following matters shall be passed as special resolutions in a general meeting: (I) increase or reduction in share capital of the Company and issuance of shares of any class, warrants and other similar securities; (II) issuance of bonds by the Company; (III) division, merger, dissolution and liquidation of the Company; (IV) amendments to the Articles of Association; (V) any purchase, sale of material assets or guarantee by the Company within one year with an amount exceeding 30% of the Company's latest audited total assets; (VI) other matters specified by laws, administrative regulations or the Articles of Association and matters specified by ordinary resolutions of general meeting that are considered to be significant to the Company and shall be passed as special resolutions.	Article <u>8685</u> The following matters shall be passed as special resolutions in a general meeting: (I) increase or reduction in share capital of the Company and issuance of shares of any class, warrants and other similar securities; (II) issuance of bonds by the Company; (III) division, <u>split off</u>, merger, dissolution and liquidation of the Company; (IV) amendments to the Articles of Association; (V) any purchase, sale of material assets or guarantee <u>provided to others</u> by the Company within one year with an amount exceeding <u>30%thirty percent</u> of the Company's latest audited total assets; (VI) other matters specified by laws, <u>administrative</u> regulations, <u>“Hong Kong Listing Rules”</u> or the Articles of Association and matters specified by ordinary resolutions of general meeting that are considered to be significant to the Company and shall be passed as special resolutions <u>in general meetings</u>.

No.	Original article	Amended article
53	Article 87 A general meeting shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reasons, such meeting shall be chaired by a director jointly recommended by the majority of the directors. If chairman of the meeting has not been recommended, shareholders present at the meeting may elect one person to act as chairman of the meeting; and if the shareholders are unable to elect the chairman due to any reasons, the shareholder who holds the largest number of shares with voting rights (including his/her proxy) among the present shareholders shall act as chairman of the meeting (other than HKSCC Nominees). A general meeting convened by the audit committee of the Board shall be presided over and chaired by the chairman of the audit committee of the Board. If the chairman of the audit committee of the Board is unable or fails to perform his/her duties, a member jointly recommended by no less than half of the members of the audit committee of the Board shall preside over the meeting. 	Article 8786 A general meeting shall be chaired by the Chairman. If the Chairman is unable to attend the meeting for any reasons, such meeting shall be chaired by a director jointly recommended by more than half-majority of the directors. If chairman of the meeting has not been recommended, shareholders present at the meeting may elect one person to act as chairman of the meeting; and if the shareholders are unable to elect the chairman due to any reasons, the shareholder who holds the largest number of shares with voting rights (including his/her proxy) among the present shareholders shall act as chairman of the meeting (other than HKSCC Nominees). A general meeting convened by the audit committee of the Board shall be presided over and chaired by the chairman of the audit committee of the Board. If the chairman of the audit committee of the Board is unable or fails to perform his/her duties, a member jointly recommended by no less-more than half of the members of the audit committee of the Board shall preside over the meeting.
54	Article 88 If the chairman has any doubt as to the results of a resolution which has been put to vote, he may have the ballots counted. If the chairman has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the results announced by the chairman may, immediately after the declaration, demand that the ballots be counted and the chairman shall have the ballots counted immediately.	Article 88 If the chairman has any doubt as to the results of a resolution which has been put to vote, he may have the ballots recounted. If the chairman has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the resolution's results announced by the chairman may, immediately after the declaration, demand that the ballots be counted and the chairman shall have the ballots recounted immediately.

No.	Original article	Amended article
55	Article 93 If the Company proposes to change or nullify the rights of a certain class of shareholders, such proposal shall be passed by a special resolution at a general meeting and be passed at the meeting convened according to Article 95 to Article 99 for the affected class of shareholders.	Article <u>9392</u> If the Company proposes to change or nullify the rights of a certain class of shareholders, such proposal shall be passed by a special resolution at a general meeting and be passed at the meeting convened according to Article <u>954</u> to Article <u>998</u> for the affected class of shareholders.
56	Article 95 Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of Article 94, but interested shareholders shall not be entitled to vote at such shareholders' class meetings. (I) in the case of a repurchase of the Company's own shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article 58 of the Articles of Association; (II) in the case of a repurchase of the Company's own shares by an off-market agreement under Article 30 of the Articles of Association, a shareholder to whom the agreement is related; 	Article <u>9594</u> Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of Article <u>9493</u>, but interested shareholders shall not be entitled to vote at such shareholders' class meetings. (I) in the case of a repurchase of the Company's own shares by offers to all shareholders in the same proportion or public dealing on a stock exchange in accordance with the provisions of Article <u>3031</u> of the Articles of Association, a controlling shareholder within the meaning of Article <u>5859</u> of the Articles of Association; (II) in the case of a repurchase of the Company's own shares by an off-market agreement under Article <u>3032</u> of the Articles of Association, a shareholder to whom the agreement is related;

No.	Original article	Amended article
57	Article 96 A resolution of the meeting for a certain class of shareholders shall be passed by at least two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 95.	Article <u>9695</u> A resolution of the meeting for a certain class of shareholders shall be passed by at least two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article <u>9594</u>.
58	Article 99 In addition to holders of other class of shares, holders of domestic shares and overseas listed shares are deemed to be shareholders of different classes. The special voting procedures for class shareholders shall not apply to the following circumstances: (I) the Company, upon the approval by way of special resolution at general meeting, issues solely domestic shares or overseas listed shares or both every twelve months, provided that each of the amount of the domestic shares and overseas listed shares intended to be issued accounts not more than twenty per cent. of the outstanding shares in issue of the respective class; (III) As approved by the securities regulatory authority of the State Council, the conversion of the domestic shares to overseas listed shares, or domestic shareholders transfer their shares to foreign investors and these shares may be listed and traded on overseas stock exchange(s).	Article <u>9998</u> In addition to holders of other class of shares, holders of domestic shares and overseas listed shares are deemed to be shareholders of different classes. The special voting procedures for class shareholders shall not apply to the following circumstances: (I) the Company, upon the approval by way of special resolution at general meeting, issues solely domestic shares or overseas listed shares or both every twelve months, provided that each of the amount of the domestic shares and overseas listed shares intended to be issued accounts not more than twenty per-cent percent. (excluding treasury shares) of the outstanding shares in issue of the respective class; (III) As approved by the securities regulatory authority of the State Council, the conversion of the domestic shares to overseas listed shares, or domestic shareholders transfer their shares to foreign investors and these shares may be listed and traded on overseas stock exchange(s).

No.	Original article	Amended article
59	Article 100 The Company shall establish the Board of Directors. The Board shall consist of 9 directors and have one chairman. Directors shall comprise executive directors, non-executive directors and independent non-executive directors (hereinafter referred to as the “Independent Directors”). The “Independent Directors” mentioned in the preceding paragraph refer to the directors who hold no position in the Company other than the position of director and have no relationship with the Company and its substantial shareholder(s) that may prevent them from making independent and objective judgment. Three of the Board members shall be Independent Directors, among which at least one Independent Director must have appropriate professional qualification or appropriate accounting or relevant financial management expertise. Rules relating to Independent Directors which are not stipulated in these Articles of Association shall be subject to the relevant laws, regulations and the relevant provisions of the listing rules of the stock exchange on which the Company’s shares are listed.	Article 100<u>99</u> The Company shall establish the Board of Directors. The Board shall consist of 9<u>12</u> directors and have one chairman. Directors shall comprise executive directors, non-executive directors and independent non-executive directors (hereinafter referred to as the “Independent Directors”). The “Independent Directors” mentioned in the preceding paragraph refer to the directors who hold no position in the Company other than the position of director and have no relationship with the Company and its substantial shareholder(s) that may prevent them from making independent and objective judgment. Three<u>Four</u> of the Board members shall be Independent Directors, among which at least one Independent Director must have appropriate professional qualification or appropriate accounting or relevant financial management expertise. Rules relating to Independent Directors which are not stipulated in these the Articles of Association shall be subject to the relevant laws, regulations and the relevant provisions of the <u>“Hong Kong Listing Rules”</u>-of the stock exchange on which the Company’s shares are listed.

No.	Original article	Amended article
60	Article 101 Directors shall be elected by general meeting, for a term of three years. A director may be re-elected upon expiry of his/her term of office. Before a director's term of office expires, the general meeting shall not dismiss him/her from his/her position without due cause. The term of office of a director shall commence from the date on which he/she takes his/her position to the expiration of the session of the Board he/she serves. Where re-election is not carried out promptly after a director's term of office expires, the existing director shall continue to perform the duties owed by a director subject to the laws, administrative regulations, departmental rules and the Article of Association before a new director is elected to take up the office. 	Article 101<u>100</u> Directors shall be elected by general meeting, for a term of three years. A director may be re-elected upon expiry of his/her term of office. Before a director's term of office expires, the general meeting shall not dismiss him/her from his/her position without due cause. The term of office of a director shall commence from the date on which he/she takes his/her position to the expiration of the session of the Board he/she serves. Where re-election is not carried out promptly after a director's term of office expires, <u>resulting in the number of board members being lower than the statutory requirement</u>, the existing director shall continue to perform the duties owed by a director subject to the laws, administrative regulations, departmental rules and the Article of Association before a new director is elected to take up the office.
61	Article 103 In case that the number of directors of the Board of the Company falls below the minimum quorum as a result of the resignation of a director, the existing director shall continue to perform the duties owed by a director subject to the laws, administrative regulations, departmental rules and the Article of Association before a new director is elected to take up the office. 	Article 103<u>102</u> In case that the number of directors of the Board of the Company falls below the minimum quorum as a result of the resignation of a director, the existing director shall continue to perform the duties owed by a director subject to the laws, administrative regulations, departmental rules and the Article of Association before a new director is elected to take up the office.

No.	Original article	Amended article
62	Article 104 Subject to the relevant laws and administrative regulations, directors can be removed before the expiration of his/her term of office (but without prejudice to any claim for damages under any contracts) by an ordinary resolution passed at a general meeting. 	Article 104<u>103</u> Subject to the relevant laws and administrative regulations, directors can be removed before the expiration of his/her term of office (but without prejudice to any claim for damages under any contracts) by an ordinary resolution passed at a general meeting. <u>The general meeting may, by resolution, remove a director from office. Such removal shall take effect as of the date of the resolution. If a director is removed before the expiration of his/her term without cause, such director shall be entitled to claim compensation from the Company.</u>
63	Article 105 Independent Directors shall form the majority of the remuneration committee, and the chairman of the committee shall be an Independent Director. The chairman of the nomination committee shall be the chairman of the Board or an independent non-executive director; and independent non-executive directors shall form the majority of the committee. 	Article 105<u>104</u> Independent Directors shall form the majority of the remuneration committee, and the chairman of the committee shall be an Independent Director. The chairman of the nomination committee shall be the chairman of the Board or an independent Independent non-executive director<u>Director</u>; and independent Independent non-executive directors<u>Directors</u> shall form the majority of the committee.

No.	Original article	Amended article
64	Article 106 The Board shall be accountable to the general meeting and perform the following duties and powers: (VII) to formulate the plans for merger, division, dissolution and other changes in corporate form of the Company. (IX) to appoint or dismiss the general manager and the Board Secretary of the Company, and to appoint or dismiss other senior management members of the Company as nominated by the general manager and to determine their remunerations; (XII) to propose the engagement or replacement of accounting firm which undertakes the audit business of the Company to the general meeting; (XIII) to determine the external guarantee matter of the Company other than those to be considered by the general meeting;	Article 106<u>105</u> The Board shall be accountable to the general meeting and perform the following duties and powers: (VII) to formulate the plans for <u>significant acquisitions by the Company, the purchase by the Company of its own shares, and the</u> merger, division, dissolution and other changes in corporate form of the Company. (IX) to appoint or dismiss the general manager and the Board Secretary <u>and other senior management of the Company, and to determine their remuneration and terms of incentive and disciplinary measures;</u> to appoint or dismiss, <u>upon the nomination of the General Manager, the Deputy General Managers, the Chief Financial Officer and</u> other senior <u>management members officers</u> of the Company as nominated by the general manager and to determine their remuneration <u>and terms of incentive and disciplinary measures;</u> <u>(XII) to oversee and manage information disclosure matters;</u> (XII) <u>(XIII)</u> to propose the engagement or replacement of accounting firm which undertakes the audit business of the Company to the general meeting; (XIII) to determine the external guarantee matter of the Company other than those to be considered by the general meeting;

No.	Original article	Amended article
	(XIV) to determine the purchase or sale of major assets of the Company within one year, or the amount of guarantee, which does not exceed 30% of the most recently audited total assets of the Company; (XV) to approve the connected transaction which shall be approved by the Board in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange on which the Shares of the Company are listed and the Articles of Association; (XVI) other duties and powers granted by the requirements of the laws, regulations, the listing rules of the stock exchange on which the Shares of the Company are listed and the general meeting; Saved as otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions by the Board on the matters referred to in the preceding paragraph shall be passed by the affirmative vote of more than one half of all of the Directors with the exception of resolutions to formulate the proposals on the increase or reduction of the Company's registered capital and the proposals on the issuance of corporate bonds, to formulate the plans for merger, division and dissolution of the Company and to formulate the proposals for any amendment to the Articles of Association, which shall require the affirmative vote of at least two-thirds of all of the directors for adoption.	<u>(XIV) to receive work reports from the General Manager and examine the performance of the General Manager's duties;</u> (XIV) <u>(XV)</u> to determine the purchase or sale of major assets of the Company within one year, or the amount of guarantee, which does not exceed 30% of the most recently audited total assets of the Company; <u>(XVI) except as otherwise provided by the laws, regulations, "Hong Kong Listing Rules" and the Articles of Association, to determine matters relating to the Company's borrowings;</u> (XV) <u>(XVII)</u> to approve the connected transaction which shall be approved by the Board in accordance with the requirements of the laws; <u>administrative and</u> regulations, the listing rules of the stock exchange on which the Shares of the Company are listed <u>"Hong Kong Listing Rules"</u> and the Articles of Association; (XVI) <u>(XVIII)</u> other duties and powers granted by the requirements of the laws; <u>and</u> regulations, the listing rules of the stock exchange on which the Shares of the Company are listed <u>Hong Kong Listing Rules</u> and the general meeting; <u>For the acquisition or disposal of fixed assets in the ordinary course of operating lease businesses, as referred to in Item (XV) of the preceding paragraph, the board of directors shall review and approve such transactions if the aggregate value of acquisitions or disposals within any twelve-month period exceeds twenty percent but does not exceed thirty percent of the Company's total assets as shown in the most recent audited financial statements. The board of directors shall further review and approve any acquisition or disposal of fixed assets in connection with operating lease businesses with a single lessee and its affiliates, where the aggregate value within any twelve-month period exceeds ten percent of the Company's net assets as shown in the most recent audited financial statements.</u>

No.	Original article	Amended article
		<u>To the extent permitted by applicable laws, regulations and the rules of the securities regulatory body and the stock exchange in the Company's listing jurisdiction, the board may empower the General Manager's Office to approve various indirect debt financings and intercompany loans, except that no delegation of authority regarding external guarantees shall be permitted.</u> Saved as otherwise provided by the laws; and administrative regulations, <u>“Hong Kong Listing Rules”</u> and the Articles of Association, resolutions by the Board on the matters referred to in the preceding paragraph Paragraph 1 of this Article shall be passed by the affirmative vote of more than one half of all <u>a majority</u> of the Directors with the exception of resolutions to formulate the proposals on the increase or reduction of the Company's registered capital and the proposals on the issuance of corporate bonds, to formulate the plans for merger, division and dissolution of the Company and to formulate the proposals for any amendment to the Articles of Association, which shall require the affirmative vote of at least two-thirds of all of the directors for adoption.

No.	Original article	Amended article
65	Article 107 In case of disposal of fixed assets by the Board, the Board shall not, without the approval by general meeting, dispose or agree to dispose of any fixed assets if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of consideration from fixed assets disposed of in the four months immediately preceding the proposed disposal exceeds 33% of the value of fixed assets as shown in the most recently audited balance sheet placed before the general meeting. For the purposes of this Article, disposal of fixed assets includes an act involving a transfer of an interest in assets; however excludes the provision of security by way of fixed assets. The validity of a transaction for the disposal of fixed assets by the Company shall not be affected by a breach of the first paragraph of this Article.	Delete
66	Article 108 The Chairman shall perform the following duties and powers: (I) to preside over the general meetings, and to convene and preside over Board meetings; (II) to inspect the implementation of the resolutions of the Board; (III) other duties and powers granted by the Board. If the Chairman is unable to perform his/her duties and powers, a director jointly elected by at least half of the directors shall perform his/her duties and powers.	Article 108<u>106</u> The Chairman shall perform the following duties and powers: (I) to preside over the general meetings, and to convene and preside over Board meetings; (II) to <u>urge and</u> inspect the implementation of the resolutions of the Board; (III) other duties and powers granted by the Board. If the Chairman is unable to perform his/her duties and powers, a director jointly elected by at least <u>half a majority</u> of the directors shall perform his/her duties and powers.

No.	Original article	Amended article
67	Article 109 Board meetings shall be convened at least four times a year, and it shall be convened by the Chairman. Notices of Board meetings shall be sent to all directors fourteen days prior to the date of the meeting. An extraordinary Board meeting may be convened in one of the following circumstances: (I) when proposed by shareholders representing more than one-tenth of the total number of shares carrying voting rights; (II) jointly proposed by at least one-third of the directors; (III) proposed by the audit committee of the Board; (IV) proposed by the general manager.	Article 109<u>107</u> Board meetings shall be convened at least four times a year, and it shall be convened by the Chairman. Notices of Board meetings shall be sent to all directors fourteen days prior to the date of the meeting. An extraordinary Board meeting may be convened in one of the following circumstances: (I) when proposed by shareholders representing more than one-tenth of the total number of shares carrying voting rights; (II) jointly proposed by at least one-third of the directors; (III) proposed by the audit committee of the Board;; (IV) proposed by the general manager.
68	Article 112 Board meetings and extraordinary Board meetings may be held by way of telephone conference or similar communication equipment so long as all directors present can clearly hear and communicate with each other. All such directors shall be deemed present in person at the meeting.	Article 112<u>110</u> Board meetings and extraordinary Board meetings may be held by way of telephone conference or similar communication equipment <u>or by such other virtual means</u> so long as all directors present can clearly hear and communicate with each other. All such directors shall be deemed present in person at the meeting.

No.	Original article	Amended article
69	Article 113 A Board meeting shall not be convened unless more than half of the directors (including directors appointed to attend on his/her behalf) are present. Each director shall have one vote. Unless otherwise required by the Articles of Association, resolutions of the Board shall be passed by a majority vote of all directors. When the number of dissenting votes is equal to affirmative votes, the Chairman may cast another vote. If less than three non-connected directors attend the Board meeting, the matters shall be submitted for consideration by the general meeting.	Article 113<u>111</u> A Board meeting shall not be convened unless more than half a majority of the directors (including directors appointed to attend on his/her behalf) are present. Each director shall have one vote. Each director present at a board meeting shall have one vote on each resolution of the board of directors. Unless otherwise required by the Articles of Association, resolutions of the Board shall be passed by a majority vote of all directors. When the number of dissenting votes is equal to affirmative votes, the Chairman may cast another vote. If less than three non-connected directors attend the Board meeting, the matters shall be submitted for consideration by the general meeting.
70	Article 114 Directors shall attend the Board meeting in person and shall express clear opinion on matters considered. If for any reason the directors are unable to attend, they may authorize other directors in writing to vote as their wish, but the scope of authorization shall be stated in the power of attorney. The representatives of the directors attending the meeting shall exercise the rights of directors within the scope as authorised. Any director absent from the Board meeting who fails to appoint a representative is deemed to have waived their voting rights at such meeting.	Article 114<u>112</u> Directors shall attend the Board meeting in person and shall express clear opinion on matters considered. If for any reason the directors are unable to attend, they may authorize other directors in writing to vote as their wish attend, but the scope of authorization shall be stated in the power of attorney. The representatives of the directors attending the meeting shall exercise the rights of directors within the scope as authorised. Any director absent from the Board meeting who fails to appoint a representative is deemed to have waived their voting rights at such meeting.

No.	Original article	Amended article
71	Article 115 For resolutions required to be passed at extraordinary Board meetings by poll, if the Board has sent the proposals to be voted on in writing (including by the way of fax) to all of the directors and the number of the directors who agreed to sign reached the requirement as provided in Article 113 of this chapter, the resolution shall be an effective resolution and there is no need to convene a Board meeting.	Article 115<u>113</u> For resolutions required to be passed at extraordinary Board meetings by poll, if the Board has sent the proposals to be voted on in writing (including by the way of fax) to all of the directors and the number of the directors who agreed to sign reached the requirement as provided in Article 113 <u>111</u> of this chapter, the resolution shall be an effective resolution and there is no need to convene a Board meeting.
72	Article 116 The Board shall maintain minutes to record its decisions on the matters it has considered. Directors present at the meeting and the recorder shall sign on the minutes. The directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations, the Articles of Association or resolutions of general meeting, resulting in serious losses to the Company, the directors involved in approving the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution during voting and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. (V) the voting method and the results of each resolution (the numbers of affirmative votes, negative votes and abstentions shall all be clearly indicated). The minutes of the Board meetings shall be kept as archives of the Company for at least 10 years.	Article 116<u>114</u> The Board shall maintain minutes to record its decisions on the matters it has considered. Directors present at the meeting and the recorder shall sign on the minutes. The directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations, <u>“Hong Kong Listing Rules”</u>, the Articles of Association or resolutions of general meeting, resulting in serious losses to the Company, the directors involved in approving the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution during voting and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. (V) the voting method and the results of each resolution (the numbers of affirmative votes, negative votes and abstentions shall all be clearly indicated). The minutes of the Board meetings shall be kept as archives of the Company for at least 10<u>ten</u> years.

No.	Original article	Amended article
73	Article 117 The Company shall establish branch committee of the Communist Party of China of Zhongguancun Science-Tech Leasing Co., Ltd. (hereinafter referred to as “General Party Branch of the Company”) and establish the Party Branch under it. The positions of chairman and the General Party Branch secretary shall be assumed by the same individual in principle. Eligible members of the General Party Branch of the Company are entitled to be admitted to the Board and the management according to legal procedures; while the eligible Party members from the Board and the management are entitled to be admitted to the General Party Branch according to the relevant provisions and procedures. The number of positions of secretary, deputy secretary and committee members of the General Party Branch of the Company shall be established in accordance with the reply given by the Party committee of Zhongguancun Finance Group Co., Ltd., and members for all positions shall be selected by election. During the adjournment of the Party representative congress, the superior Party committee may appoint the secretary and deputy secretary of the General Party Branch as necessary.	Article 117<u>115</u> <u>In accordance with the provisions of the Constitution of the Communist Party of China,The the</u> Company shall establish branch committee of the Communist Party of China of Zhongguancun Science-Tech Leasing Co., Ltd. (hereinafter referred to as “<u>General Party Branch of the Company Party General Branch</u>”) and establish the Party Branch under it. <u>The Party General Branch shall carry out its work in line with the Company’s production and operations, give full play to its role as a fighting bastion, and participate in the decision-making on major issues of the Company in accordance with the Constitution of the Communist Party of China and other relevant Party regulations.</u> The positions of chairman and the General Party Branch secretary shall be assumed by the same individual in principle. Eligible members of the General Party Branch of the Company are entitled to be admitted to the Board and the management according to legal procedures; while the eligible Party members from the Board and the management are entitled to be admitted to the General Party Branch according to the relevant provisions and procedures. <u>The Company shall uphold and refine the leadership system featuring “dual appointment and overlapping tenure”. Eligible members of the Party General Branch Committee may join the board of directors and the management in accordance with legal procedures; and eligible Party members from the board of directors and the management may join the Party General Branch Committee in accordance with relevant Party provisions and procedures.</u>

No.	Original article	Amended article
		The number of positions of secretary, deputy secretary and committee members of the General Party Branch of the Company shall be established in accordance with the reply given by the Party committee of Zhongguancun Finance Group Co., Ltd. <u>higher-level Party organization</u>, and members for all positions shall be selected by election. During the adjournment of the Party representative congress, the superior Party committee may appoint the secretary and deputy secretary of the General Party Branch as necessary and shall be elected or appointed in accordance with the Constitution of the Communist Party of China and other relevant Party regulations.

No.	Original article	Amended article
74	Article 118 The General Party Branch of the Company shall perform its duties in accordance with the relevant requirements of the Party including the Constitution of the Communist Party of China: (I) to promote and strengthen the implementation of the party building work responsibility system, taking improving the quality and efficiency of enterprise development as the starting point and ultimate goal of party building work, and lead and ensure the reform and development of enterprises; (II) to ensure and supervise the Company's consistent implementation of guidelines and policies of the Party and the State, as well as the decisions and deployment of the Municipal Committees and Municipal governments; (III) the General Party Branch of the Company shall, uphold a principle combining (a) the principle of management of cadres by the Party, (b) the Board's legitimate right to appoint the operational management, and (c) the operational management's legitimate right to staffing, recommend nominees to the Board or the general manager; consider and opine on the candidates nominated by the Board or the general manager; evaluate the proposed candidates in conjunction with the Board, and collectively consider and provide relevant suggestions. It shall also discharge the duties of talents management of the Party and implement the strategy of prospering the enterprise by relying on talents;	Article 118<u>116</u> The General Party Branch of the Company shall perform its duties in accordance with the relevant requirements of the Party including the Constitution of the Communist Party of China, <u>the Regulations on the Work of Primary-Level Organizations of the Communist Party of China in State-Owned Enterprises (for Trial Implementation), and other relevant Party regulations:</u> (I) to promote and strengthen the implementation of the party building work responsibility system, taking improving the quality and efficiency of enterprise development as the starting point and ultimate goal of party building work, and lead and ensure the reform and development of enterprises; (II) to ensure and supervise the Company's consistent implementation of guidelines and policies of the Party and the State, as well as the decisions and deployment of the Municipal Committees and Municipal governments; (III) the General Party Branch of the Company shall, uphold a principle combining (a) the principle of management of cadres by the Party, (b) the Board's legitimate right to appoint the operational management, and (c) the operational management's legitimate right to staffing, recommend nominees to the Board or the general manager; consider and opine on the candidates nominated by the Board or the general manager; evaluate the proposed candidates in conjunction with the Board, and collectively consider and provide relevant suggestions. It shall also discharge the duties of talents management of the Party and implement the strategy of prospering the enterprise by relying on talents;

No.	Original article	Amended article
	(IV) to research and review major issues related to steady reform and development, important operation and management matters and vital interests of employees of the Company collectively and put forward comments and suggestions; (V) to take responsibility for comprehensive and strict management of the Party; to lead the ideological and political work, united front work, construction of spiritual civilization, cultivation of corporate culture, and the work of the trade union, the Communist Youth League and other mass groups of the Company; to lead the improvement of conduct and uphold the integrity of the Party, and to perform its supervisory duties in a pragmatic manner.	(IV) to research and review major issues related to steady reform and development, important operation and management matters and vital interests of employees of the Company collectively and put forward comments and suggestions; (V) to take responsibility for comprehensive and strict management of the Party; to lead the ideological and political work, united front work, construction of spiritual civilization, cultivation of corporate culture, and the work of the trade union, the Communist Youth League and other mass groups of the Company; to lead the improvement of conduct and uphold the integrity of the Party, and to perform its supervisory duties in a pragmatic manner. <u>(I) To strengthen the Party's political development within the Company; uphold and implement the fundamental, basic and important systems of socialism with Chinese characteristics; and educate and guide all Party members to maintain a high degree of alignment with the Central Committee of the Communist Party of China with Comrade Xi Jinping at its core in terms of political stance, political orientation, political principles and political path.</u> <u>(II) To study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era in depth; disseminate Party theories; implement the Party's guiding principles, lines and policies; and supervise and ensure the implementation of the major decisions and deployments of the Municipal Party Committee and the Municipal Government, as well as the resolutions of the Party Committee of the Municipal State-owned Assets Supervision and Administration Commission (SASAC) and higher-level Party organizations within the Company.</u>

No.	Original article	Amended article
		<u>(III) To deliberate on major issues concerning the Company's reform, development and stability, major business management matters, and significant issues affecting the immediate interests of employees; and to support the shareholders, the board of directors and the management in exercising their powers in accordance with the law.</u> <u>(IV) To strengthen leadership and oversight over the Company's personnel selection and appointment processes; and to advance the development of the Company's leadership team, as well as its cadre and talent teams.</u> <u>(V) To assume primary responsibility for exercising full and rigorous self-governance over the Party; to lead the Company's ideological and political work, efforts to foster a culture of civic virtue, and the united front work; and to guide the development of the Company's corporate culture and the work of the trade union, the Communist Youth League, women's organizations and other mass organizations.</u> <u>(VI) To assume primary responsibility for exercising rectitude and self-discipline within the Company; to enforce strict political discipline and rules; and to promote the extension of full and rigorous self-governance over the Party to the grassroots level.</u> <u>(VII) To strengthen the development of primary-level Party organizations and the contingent of Party members; and to unite and lead the workforce in actively participating in the Company's reform and development.</u> <u>(VIII) To deliberate on or review such other matters as shall be decided or considered by the Party General Branch.</u>

No.	Original article	Amended article
75	Article 119 The Board shall seek opinions from the General Party Branch of the Company before making decisions on the material issues of the Company.	Article 119<u>117</u> The Board shall seek opinions from the General Party Branch of the Company before making decisions on the material issues of the Company. <u>The Party General Branch shall adopt rules of procedure governing the scope and process of its deliberations, aimed at ensuring operational efficiency and promoting evidence-based decision-making.</u>
76	New Article 118	<u>Article 118</u> <u>The Party General Branch shall collectively review and vet major business management matters to be determined by the shareholders, the board of directors or the management, and major matters affecting employees' rights and interests to be approved by the employees' general meeting/the employees' congress.</u>

No.	Original article	Amended article
77	Article 121 The Board Secretary shall be a natural person with necessary professional knowledge and experience, and shall be appointed by the Board. The primary duties of the Board Secretary are: (I) to keep the Company's organizational documents and records intact; (II) to ensure that the Company prepares and submits the reports and documents required by the competent institutions in accordance with laws; (III) to ensure the proper maintenance of the Company's register of members, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis.	Article 121120 The Board Secretary shall be a natural person with necessary professional knowledge and experience, and shall be appointed by the Board. The primary duties of the Board Secretary are: (I) to keep the Company's organizational documents and records intact <u>be responsible for convening and preparing for meetings of the general meeting and the board of directors, preparing the minutes of such meetings, and maintaining custody of the relevant documents;</u> (II) <u>handle information disclosure matters,</u> to ensure that the Company prepares and submits the reports and documents required by the competent institutions in accordance with laws; (III) <u>be responsible for the custody and administration of shareholders' information,</u> to ensure the proper maintenance of the Company's register of members, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis; <u>(IV) any other duties imposed by the laws, regulations, "Hong Kong Listing Rules" and the Articles of Association.</u>
78	Article 122 A director or a senior management member of the Company may concurrently serve as the Board Secretary of the Company. No accountant of the accounting firm engaged by the Company shall concurrently serve as the Board Secretary of the Company. 	Article 122121 <u>The qualifications required for the Board Secretary shall be determined in accordance with the laws, regulations and "Hong Kong Listing Rules".</u> A director or a senior management member of the Company may concurrently serve as the Board Secretary of the Company. No accountant of the accounting firm engaged by the Company shall concurrently serve as the Board Secretary of the Company.

No.	Original article	Amended article
79	Article 124 The general manager of the Company shall be accountable to the Board and may exercise the following powers: (I) to be in charge of the management of production and operation of the Company and to organize the implementation of the resolutions of the Board; (V) to formulate the basic rules and regulations of the Company; (VI) to propose the appointment or dismissal of the deputy general manager, head of finance team and head of risk management team of the Company; (VII) to appoint or dismiss the management personnel other than those required to be appointed or dismissed by the Board; (VIII) other duties and powers granted by the Articles of Association and the Board.	Article 124123 The general manager of the Company shall be accountable to the Board and may exercise the following powers: (I) to be in charge of the management of production and operation of the Company and to organize the implementation of the resolutions of the Board, <u>and shall report on their work to the board of directors;</u> (V) to formulate the <u>basic detailed</u> rules and regulations of the Company; (VI) to propose the appointment or dismissal of the deputy general manager, head of finance team <u>and, head of risk management team, and other senior management</u> of the Company; (VII) to <u>decide on the appoint appointment or dismiss dismissal of the management-personnel managerial staff</u> other than those required to be appointed or dismissed by the Board; (VIII) other duties and powers granted by the Articles of Association and the Board. <u>The General Manager's Office is empowered to approve any purchase or sale of fixed assets relating to operating lease activities, provided that (i) the aggregate consideration for all such transactions within any 12-month period is less than twenty percent of the Company's total assets as stated in the latest audited accounts, and (ii) in the case of transactions with any single lessee and its connected parties, such aggregate consideration is less than ten percent of the Company's net assets as stated in the latest audited accounts.</u>

No.	Original article	Amended article
80	Article 126 The general manager, in performing his/her functions, shall act honestly and diligently in accordance with the laws, administrative regulations and the Articles of Association.	Article 126<u>125</u>: The general manager, in performing his/her functions, shall act honestly loyally and diligently in accordance with the laws, administrative regulations and the Articles of Association.
81	Article 131 The Audit Committee shall be responsible for reviewing the Company’s financial information and disclosures, supervising and assessing both internal and external audits and internal control systems. The following matters shall be submitted to the Board of Directors for consideration only upon approval by a majority of all Audit Committee members: (III) Disclosure of financial and accounting reports; (IV) Other matters as stipulated by laws, administrative regulations, rules of the China Securities Regulatory Commission (CSRC), the listing rules of the stock exchange where the Company’s shares are listed, and these Articles of Association.	Article 131 <u>130</u> The Audit Committee shall be responsible for reviewing the Company’s financial information and disclosures, supervising and assessing both internal and external audits and internal control systems. The following matters shall be submitted to the Board of Directors for consideration only upon approval by a majority of all Audit Committee members: (III) Disclosure of financial and accounting reports <u>and the financial information contained in periodic reports and the internal control evaluation report;</u> <u>(IV) any change in accounting policies or accounting estimates, or any correction of a material accounting error, except where such change or correction is attributable to a change in accounting standards;</u> (IV V) <u>(V)</u> Other matters as stipulated by the laws; administrative and regulations, rules of the China Securities Regulatory Commission (CSRC), the listing rules of the stock exchange where the Company’s shares are listed, <u>“Hong Kong Listing Rules”</u> and these Articles of Association.

No.	Original article	Amended article
82	Article 137 A person may not serve as a director or senior management member of the Company if any of the following circumstances applies: (I) a person without civil capacity or with restricted civil capacity; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his/her political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation; (III) a person who is a former director, factory manager or president (manager) of The Company or enterprise which has entered into insolvent liquidation due to mismanagement and he/she is personally liable for the insolvency of such Company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the Company or enterprise; (IV) a person who is a former legal representative of The Company or enterprise which had its business license revoked due to a violation of law and he/she is personally liable for that, where less than three years has elapsed since the date of the revocation of the business license of the Company or enterprise; (V) a person who has a relatively large amount of debts outstanding and past due; 	Article 137<u>136</u> A person may not serve as a director or senior management member of the Company if any of the following circumstances applies: (I) a person without civil capacity or with restricted civil capacity; (II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social-economic order <u>disrupting the socialist market economic order</u> and has been punished because of committing such offence; or who has been deprived of his/her political rights on committing an offence, in each case where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation, <u>or who has been granted a suspended sentence and less than two years have elapsed since the expiration of the probation period</u>; (III) a person who is a former director, factory manager or president (manager) of The Company or enterprise which has entered into insolvent liquidation due to mismanagement and he/she is personally liable for the insolvency of such Company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the Company or enterprise; (IV) a person who is a former legal representative of The Company or enterprise which had its business license revoked, <u>shut down</u> due to a violation of law and he/she is personally liable for that, where less than three years has elapsed since the date of the revocation of the business license, <u>shut down</u> of the Company or enterprise; (V) a person who has a relatively large amount of debts outstanding and past due <u>been listed as a dishonest debtor by the People's Court for failure to repay a substantial due debt</u>;

No.	Original article	Amended article
83	Article 139 Besides the obligations as stipulated in laws, administrative regulations or the listing rules of the stock exchange where the stocks of the Company are listed, the directors and senior management members of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company: 	Article 139<u>138</u> Besides the obligations as stipulated in the laws; administrative and regulations or the listing rules of the stock exchange where the stocks of the Company are listed <u>“Hong Kong Listing Rules”</u>, the directors and senior management members of the Company shall perform the following obligations on each shareholder when exercising the powers conferred on them by the Company:
84	Article 150 No enforcement shall be imposed upon the Company for any loan guarantee provided by the Company in breach of clause (I) of Article 148, except for the following circumstances: 	Article 150<u>149</u> No enforcement shall be imposed upon the Company for any loan guarantee provided by the Company in breach of clause (I) of Article 148<u>147</u>, except for the following circumstances:
85	Article 153 The Company shall enter into contracts in writing with regards to remuneration of its directors and obtain prior approval at the general meeting. The foregoing remuneration shall include: (I) emoluments in respect of his/her service as a director or senior management member of the Company; (II) emoluments in respect of his/her service as a director or senior management member of a subsidiary of the Company; (III) emoluments in connection with the provision of other services for the management of the Company and its subsidiaries; and (IV) funds received by such directors as compensation for their loss of office or for their retirement. A director may not sue the Company for such benefits due to him/her on the grounds of the foregoing matters, except for under such contract as mentioned above.	Delete

No.	Original article	Amended article
86	Article 154 The contract regarding remuneration entered into by and between the Company and its directors shall provide that in the event of a takeover of the Company, the Company's directors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for loss of their office or for their retirement. For the purpose of the preceding paragraph, the term "a takeover of the Company" shall refer to any of the following occasions: (I) anyone makes a tender offer to all the shareholders; (II) anyone makes a tender offer to make the offeror become a controlling shareholder as defined in Article 59 of the Articles of Association. If the relevant director fails to comply with this Article, any fund received by him/her shall be vested in those persons who have sold their shares as a result of their acceptance of the foregoing offer, and the expenses incurred from the distribution of such fund on a pro rata basis shall be borne by the relevant director and may not be paid out of such fund.	Delete
87	Article 161 The Company shall publish two financial reports each fiscal year, i.e. an interim financial report to be published within 60 days after the end of the first six months of the fiscal year and the annual financial report to be published within 120 days after the end of the fiscal year.	Article 161158 The Company shall publish two financial reports each fiscal year, i.e. an interim financial report to be published within 60sixty days after the end of the first six months of the fiscal year and the annual financial report to be published within 120one hundred and twenty days after the end of the fiscal year.

No.	Original article	Amended article
88	Article 163 The Company's after-tax profit shall be allocated in the following order: (I) making up of any loss; 	Article 163<u>160</u> The Company's after-tax profit shall be allocated in the following order: (I) making up of any loss <u>(where the Company's statutory reserve is insufficient to offset losses incurred in previous fiscal years);</u>
89	Article 164 Capital reserve fund includes the following: (I) premium proceeds from the shares issued over their par value; (II) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.	Article 164<u>161</u> Capital reserve fund includes the following: (I) premium proceeds from the shares issued over their par value; (II) <u>the portion of the proceeds from the issuance of no-par value shares not credited to the registered capital;</u> (III) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.
90	Article 165 The reserve fund of the Company shall only apply for the following purposes: (III) converting the reserve fund into capital. The Company may convert its reserve fund into its share capital upon approval by the shareholders at a general meeting. When such conversion occurs, the Company shall either distribute new shares to the shareholders in proportion to their original shareholdings, or increase the par value of each share, provided that, upon capitalization of the reserve fund, the amount remaining in the reserve fund may not fall below 25% of the registered capital of the Company prior to capitalization. The capital reserve fund shall not be used to compensate any losses made by the Company.	Article 165<u>162</u> The reserve fund of the Company shall only apply for the following purposes: (III) converting the reserve fund into capital. The Company may convert its reserve fund into its share capital upon approval by the shareholders at a general meeting. When such conversion occurs, the Company shall either distribute new shares to the shareholders in proportion to their original shareholdings, or increase the par value of each share, provided that, upon capitalization of the reserve fund, the amount remaining in the reserve fund may not fall below 25% of the registered capital of the Company prior to capitalization. <u>The capital reserve fund shall not be used to compensate any losses made by the Company.</u>

No.	Original article	Amended article
91	New Article 164	<u>Article 164</u> <u>The Company establishes a Chief Legal Counsel system by appointing a Chief Legal Counsel to strengthen the role of the Chief Legal Counsel in legal review and oversight of management operations, promote law-abiding business practices and regulatory compliance. The Chief Legal Counsel shall report directly to the General Manager or the Chairman of the Board, attend Party Committee meetings and the board meetings, participate in executive committee meetings, and provide independent legal opinions on matters under discussion.</u>
92	Article 167 The Company shall appoint receiving agents for the shareholders of overseas listed shares to receive, on behalf of the relevant shareholders, the dividends declared by and other receivables of the Company in respect of the overseas listed shares, and to keep such payment on behalf of the shareholders. The receiving agents appointed by the Company shall meet the requirements under laws or relevant stock exchange regulations in the place of listing. The receiving agents appointed for holders of overseas listed shares listed in the Hong Kong shall be The Company registered as a trust Company under the Trustee Ordinance of Hong Kong.	Delete

No.	Original article	Amended article
93	Article 174 Appointment, dismissal or non-reappointment of accounting firm by the Company shall be subject to decision at the general meeting and shall be filed with the securities regulatory authority under the State Council. 	Article 174<u>171</u> Appointment, dismissal or non-reappointment of accounting firm by the Company shall be subject to decision at the general meeting and shall be filed with the securities regulatory authority under the State Council.
94	Article 177 In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a list of assets. The Company shall notify its creditors within ten days of, and shall make newspaper announcement within thirty days of, the date of the Company's resolution on merger. The creditors may, within thirty days after receiving such notice, or within forty-five days of the date of the announcement if fail to receive such notice, demand the Company to repay their debts or provide corresponding guarantees for such debts. 	Article 177<u>174</u> In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and a list of assets. The Company shall notify its creditors within ten days of, and shall make newspaper announcement and <u>publish a announcement in newspapers or on the National Enterprise Credit Information Publicity System</u> within thirty days of, the date of the Company's resolution on merger. The creditors may, within thirty days after receiving such notice, or within forty-five days of the date of the announcement if fail to receive such notice, demand the Company to repay their debts or provide corresponding guarantees for such debts.
95	Article 178 In the event of division of the Company, the parties concerned shall enter into a division agreement and prepare balance sheets and a list of assets. The Company shall notify its creditors within ten days after the date of the resolution on division and shall make a newspaper announcement within thirty days. 	Article 178<u>175</u> In the event of division of the Company, the parties concerned shall enter into a division agreement and prepare balance sheets and a list of assets. The Company shall notify its creditors within ten days after the date of the resolution on division and shall make a newspaper announcement and <u>publish a announcement in newspapers or on the National Enterprise Credit Information Publicity System</u> within thirty days.

No.	Original article	Amended article
96	Article 180 The Company shall be lawfully dissolved and liquidated under any of the following circumstances: (I) the general meeting adopts a resolution to dissolve the Company; (II) the Company needs to be dissolved for the purpose of merger or division; (III) the business license is revoked or it is ordered to close down or be dissolved in accordance with the law; (IV) where the Company encounters significant difficulties in business and management, its subsistence may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome by other means, shareholder(s) who hold(s) more than 10% of the shares of the Company carrying voting rights may request the people's court to dissolve the Company; (V) other circumstances in which the Company is required to be dissolved according to laws and regulations.	Article 180177 The Company shall be lawfully dissolved and liquidated under any of the following circumstances: (I) the general meeting adopts a resolution to dissolve the Company; (II) the Company needs to be dissolved for the purpose of merger or division; (III) the business license is revoked or it is ordered to close down or be dissolved in accordance with the law; (IV) where the Company encounters significant difficulties in business and management, its subsistence may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome by other means, shareholder(s) who hold(s) more than 10% of the shares of the Company carrying voting rights may request the people's court to dissolve the Company; (V) other circumstances in which the Company is required to be dissolved according to laws and regulations. <u>Where the Company encounters any of the grounds for dissolution prescribed in the preceding paragraph, it shall, within ten days, publish such grounds for dissolution on the National Enterprise Credit Information Publicity System.</u>

No.	Original article	Amended article
97	Article 181 If the Company is dissolved under provisions in clause (I), (III) or (IV) of Article 180, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises to start liquidation works. The liquidation committee shall comprise members determined by the directors or the general meeting. If the liquidation committee is not duly set up, the creditors may request the people's court to designate related persons to form a liquidation committee to carry out liquidation.	Article 181<u>178</u> If the Company is dissolved under provisions in clause (I), (III) or (IV) of Article 180<u>177</u>, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises to start liquidation works. The liquidation committee shall comprise members determined by the directors or the general meeting. If the liquidation committee is not duly set up, the creditors <u>or where the liquidation committee fails to conduct liquidation after its establishment, any interested party</u> may request the people's court <u>the People's Court</u> to designate related persons to form a liquidation committee to carry out liquidation.
98	Article 183 The liquidation committee shall notify creditors within ten days from the date of its establishment and make newspaper announcement within sixty days of that date. 	Article 183<u>180</u> The liquidation committee shall notify creditors within ten days from the date of its establishment and make <u>publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System</u> announcement within sixty days of that date.
99	Article 184 During the liquidation period, the liquidation committee shall exercise the following functions and duties: (I) to liquidate the Company's assets and separately prepare a balance sheet and a list of assets; (II) to notify creditors or issue public announcements; (III) to deal with the Company's outstanding business in relation to the liquidation; (IV) to settle outstanding taxes; 	Article 184 <u>181</u> During the liquidation period, the liquidation committee shall exercise the following functions and duties: (I) to liquidate the Company's assets and separately prepare a balance sheet and a list of assets; (II) to notify creditors or, <u>and</u> issue public announcements; (III) to deal with the Company's outstanding business in relation to the liquidation; (IV) to settle outstanding taxes <u>and taxes arising in the course of liquidation;</u>

No.	Original article	Amended article
100	Article 185 Upon liquidation of the Company's properties and the preparation of the balance sheet and list of assets, the liquidation committee shall draw up a liquidation plan to be submitted to the general meeting or relevant competent authorities for confirmation. During the liquidation, the Company shall not carry out any new operating activities.	Article 185182 Upon liquidation of the Company's properties and the preparation of the balance sheet and list of assets, the liquidation committee shall draw up a liquidation plan to be submitted to the general meeting or relevant competent authorities <u>the People's Court</u> for confirmation. During the liquidation, the Company shall not carry out any new operating activities <u>business operations unrelated to liquidation.</u>
101	Article 186 In the event of the Company's liquidation due to dissolution, if the liquidation committee, after liquidating the Company's assets and preparing the balance sheet and list of assets, finds that the Company's assets are insufficient to settle its debts, it shall immediately apply to the people's court to declare the Company's bankruptcy. After the Company is declared bankrupt by a ruling from the people's court, the liquidation committee shall transfer the liquidation matters to the people's court.	Article 186183 In the event of the Company's liquidation due to dissolution, if the liquidation committee, after liquidating the Company's assets and preparing the balance sheet and list of assets, finds that the Company's assets are insufficient to settle its debts, it shall immediately apply to the people's court to declare the Company's bankruptcy <u>liquidation.</u> After the Company is declared bankrupt by a ruling from the people's court <u>Upon the People's Court's acceptance of a bankruptcy application,</u> the liquidation committee shall transfer the liquidation matters to the people's court. <u>bankruptcy administrator appointed by the People's Court.</u>

No.	Original article	Amended article
102	Article 187 Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report and a statement of the receipts and payments and the financial accounts for the liquidation period which shall be submitted to the general meeting or the relevant competent authorities for confirmation after being verified by a certified public accountant in the PRC. The liquidation committee shall, within 30 days after the confirmation by the general meeting or the relevant competent authorities, submit the foregoing documents to business registration authority and apply for cancellation of the Company, and publish an announcement relating to the termination of the Company.	Article 187<u>184</u> Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report and a statement of the receipts and payments and the financial accounts for the liquidation period which shall be submitted to the general meeting or the relevant competent authorities <u>the People's Court</u> for confirmation. after being verified by a certified public accountant in the PRC. The liquidation committee shall, within 30 days after the confirmation by the general meeting or the relevant competent authorities <u>the People's Court</u>, submit the foregoing documents to business registration authority and apply for cancellation of the Company, and publish an announcement relating to the termination of the Company.
103	Article 188 The members of the liquidation committee shall devote themselves to their duties and perform their obligations of liquidation in accordance with laws. The members of the liquidation committee shall not accept any bribes or other illegal income by making use of their powers, nor may they embezzle any assets of the Company. Where members of the liquidation committee cause any loss to the Company or any creditor due to deliberate acts or gross negligence of such members, they shall be liable to pay compensations.	Article 188<u>185</u> The members of the liquidation committee shall devote themselves to their duties and perform their obligations of liquidation in accordance with laws. The members of the liquidation committee shall not accept any bribes or other illegal income by making use of their powers, nor may they embezzle any assets of the Company. Where members of the liquidation committee fail to <u>perform liquidation duties and cause losses to the Company, such members shall be liable for compensation. Where</u> cause any loss <u>is caused to the Company or</u> any creditor due to deliberate acts or gross negligence of such members, they shall be liable to pay compensations.

No.	Original article	Amended article
104	Article 190 The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations, the listing rules of the stock exchange in which the Company's shares are listed, and its Articles of Association.	Article 190<u>187</u> The Company may amend its Articles of Association in accordance with the requirements of laws, administrative and regulations, the listing rules applicable to the place where its shares are listed <u>"Hong Kong Listing Rules"</u>, and the provisions of its Articles of Association.
105	Article 192 No amendment to the Articles of Association involving the Mandatory Provisions shall come into effect until it is approved by the department in charge of Company approval authorized by the State Council and by the securities regulatory authorities under the State Council. If such amendment involves registration of the Company, the involved change shall be registered pursuant to laws.	Article 192<u>189</u> No amendment <u>If any amendment</u> to the Articles of Association involving the Mandatory Provisions shall come into effect until it is approved by the department in charge of Company approval authorized by the State Council and by the securities regulatory authorities under the State Council. If such amendment involves registration of the Company, the involved change shall be registered pursuant to laws.

No.	Original article	Amended article
106	CHAPTER XXI SETTLEMENT OF DISPUTES Article 193 The Company shall comply with the following rules in settlement of disputes: (I) Whenever any disputes or claims arise between shareholders of the overseas listed shares and the Company, shareholders of the overseas listed shares and the Company's directors, general manager and other senior management members, or shareholders of the overseas listed shares and shareholders of domestic shares, based on any rights or obligations conferred or imposed by the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim aforementioned is referred to arbitration, the dispute or claim must be referred in its entirety to arbitration; and any person (being the Company or a shareholder, director, general manager and other senior management member of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration. Disputes in relation to the identification of shareholders or the register of members may not be referred to arbitration.	Delete

No.	Original article	Amended article
	(II) A claimant may select arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the claimant. If a claimant selects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for hearing to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre. (III) If any disputes or claims prescribed in clause (I) above are referred to arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided in the laws and administrative regulations. (IV) The award of an arbitration body shall be final and conclusive and binding on all parties.	

No.	Original article	Amended article
107	Article 195 Notices of the Company shall be delivered: (III) by way of an announcement published in the newspaper or other designated media; (IV) subject to the compliance with the laws, regulations and the listing rules of the stock exchange in the place where the Company's shares are listed, by way of posting on the website of the Company and the website designated by the stock exchange; Even if these Articles of Association have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to relevant provisions of the securities regulatory authority in the place where the Company's shares are listed, the Company may choose to publish its communications by the means specified in item (IV) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas listed shares by hand or by prepaid mail....	Article 195<u>191</u> Notices of the Company shall be delivered: (III) by way of an announcement published in the newspaper, <u>National Enterprise Credit Information Publicity System</u> or other designated media; (IV) subject to the compliance with the laws, regulations and the listing rules of the stock exchange in the place where the Company's shares are listed <u>"Hong Kong Listing Rules"</u>, by way of posting on the website of the Company and the website designated by the stock exchange; Even if these <u>the</u> Articles of Association have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to relevant provisions of the securities regulatory authority in the place where the Company's shares are listed, the Company may choose to publish its communications by the means specified in item (IV) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas listed shares by hand or by prepaid mail....

No.	Original article	Amended article
108	Article 196 “No less than”, “within”, “no more than” as referred to in the Articles of Association are inclusive of the stated figure, while “more than”, “other than” are not inclusive of the stated figure.	Article 196<u>192</u> “No less than”, “within”, “no more than” as referred to in the Articles of Association are inclusive of the stated figure, while “more than”; “other than” are <u>is</u> not inclusive of the stated figure.
109	New Article 195	<u>Article 195</u> <u>For matters not addressed by the Articles of Association, or in the event that any provision of the Articles of Association conflicts with or is inconsistent with any relevant laws and regulations on state-owned asset supervision and other applicable laws and regulations, or the relevant provisions of the securities regulatory authority or securities exchange of the place where the Company’s shares are listed, that are promulgated, amended, or implemented after the Articles of Association take effect, the then-effective aforementioned laws and regulations, or the relevant provisions of the securities regulatory authority or securities exchange of the place where the Company’s shares are listed shall prevail.</u>