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江蘇寧滬高速公路股份有限公司
JIANGSU EXPRESSWAY COMPANY LIMITED

(Established in the People's Republic of China as a joint-stock limited company)

(Stock Code: 00177)

ANNOUNCEMENT ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors and all directors of the Company warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and accept legal responsibilities for the truthfulness, accuracy and completeness of its contents.

To further standardize our business operation and improve the level of corporate governance, the twenty-fourth meeting of the tenth session of the board of directors of Jiangsu Expressway Company Limited (the “**Company**”) was held on 26 January 2024 to consider and approve the Resolution Regarding the Amendments to the Articles of Association (the “**Amendments**”). The Company will amend the Articles of Association in accordance with the Company Law, the Guidelines on the Articles of Association of Listed Companies (2022 Revision), the Administrative Measures for Independent Directors of Listed Companies, Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws and regulations as well as regulatory documents, and taking into account the actual situation of the Company. For details of the Amendments, please refer to the Table of Comparison of Amendments to the Articles of Association of Jiangsu Expressway Company Limited in the Appendix.

The Amendments will come into effect after the consideration and approval at the shareholders' meeting of the Company by way of a special resolution.

Appendix: Table of Comparison of Amendments to the Articles of Association of
Jiangsu Expressway Company Limited

By order of the Board
Yao Yongjia
Company Secretary

Nanjing, the PRC, 29 January 2024

As at the date of this announcement, the Directors of the Company are:

Chen Yunjiang, Xu Haibei, Wang Yingjian, Wang Feng, Yao Yongjia, Wu Xinhua, Li Xiaoyan, Ma Chung Lai, Lawrence, Zhou Shudong, Liu Xiaoxing*, Yu Mingyuan*, Xu Guanghua*, Ge Yang**

* *Independent Non-executive Directors*

Appendix:

Table of Comparison of Amendments to the Articles of Association of Jiangsu Expressway Company Limited

Number	Original Articles	Amended Articles
1.		All references to the Mandatory Provisions and Listing Rules are deleted
2.		<p>The term “其它” in the original articles is a typo and now amended to “其他” in the Chinese version</p> <p>The term “帳” in the original articles is a typo and now amended to “賬” in the Chinese version</p> <p>(These amendments are only applicable to the Chinese version)</p>
3.		The punctuation marks at the end of each subparagraphs are uniformly amended as “;” or “.”
4.	<p>Clause 1 of Article 1.2</p> <p>The Company is a joint stock limited company incorporated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), and other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”).</p>	<p>Clause 1 of Article 1.2</p> <p>The Company is a joint stock limited company incorporated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), and other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”).</p>
5.	<p>Article 1.8 Other senior managements referred to in the Articles of Association include general managers, deputy general managers, Secretary to the Board, and financial controller of the Company.</p>	<p>Article 1.8 Other senior managements referred to in the Articles of Association include general managers, deputy general managers, Secretary to the Board, and financial controller of the Company.</p>

Number	Original Articles	Amended Articles
6.	<p>Article 1.10 The Articles of Association were formulated mainly in accordance with the Company Law, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (Zheng Wei Fa [1994] No. 21) (證委發[1994]21號文) (the “Mandatory Provisions”) promulgated on 27 August 1994 by the Securities Commission of the State Council and the State Commission for Restructuring the Economic System, the Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (Zheng Jian Hai Han [1995] No. 1) (證監海函[1995]1號) promulgated on 3 April 1995 by the Overseas Listing Department of the CSRC and the Department of Production System under the State Commission for Structural Reform, and the Circular of the CSRC Concerning Issuance of the Guidelines on Articles of Association of Listed Companies (關於發佈<上市公司章程指引的通知>) on 16 December 1997. Any amendment to the Articles of Association involving the Mandatory Provisions shall be handled pursuant to Article 23.2 hereof.</p>	<p>Article 1.10 The Articles of Association were formulated mainly in accordance with the Company Law, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (Zheng Wei Fa [1994] No. 21) (證委發[1994]21號文) (the “Mandatory Provisions”) promulgated on 27 August 1994 by the Securities Commission of the State Council and the State Commission for Restructuring the Economic System, the Letter of Opinions on Supplementary Amendment to Articles of Association of Companies to be Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (Zheng Jian Hai Han [1995] No. 1) (證監海函[1995]1號) promulgated on 3 April 1995 by the Overseas Listing Department of the CSRC and the Department of Production System under the State Commission for Structural Reform, and the Circular of the CSRC Concerning Issuance of the Guidelines on Articles of Association of Listed Companies (關於發佈<上市公司章程指引的通知>) on 16 December 1997 <u>the Securities Law and other relevant laws, regulations, administrative rules and industry standards, and as amended from time to time in accordance with the revisions of the aforementioned relevant legal documents.</u> Any amendment to the Articles of Association involving the Mandatory Provisions shall be handled pursuant to <u>Articles 23.2, 24.1 and 24.2</u> hereof.</p>

Number	Original Articles	Amended Articles
7.	<p>Clause 2 of Article 1.12</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association, and vice versa. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, managers and other senior management of the Company pursuant to the Company’s Articles of Association.</p>	<p>Clause 2 of Article 1.12</p> <p>A shareholder may take action against the Company pursuant to the Company’s Articles of Association, and vice versa <u>the Company may take action against the shareholders, directors, supervisors, managers and other senior management pursuant to the Company’s Articles of Association.</u> A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, managers and other senior management of the Company pursuant to the Company’s Articles of Association.</p>
8.	<p>Clause 2 of Article 2.2</p> <p>The Company’s scope of business includes: retail of petroleum products; repairs of automobiles; accommodations, catering, sale of food stuffs; and retail and rental of books and magazines (only by approved branch entities for the above-mentioned businesses). General business items: construction and maintenance of expressways; collection of toll charges from vehicles using the expressways under prescribed regulations; storage; technical consultancy; sales of daily necessities, textiles, groceries, hardware, AC electrical products, chemical products (hazardous chemical products excluded), automobile parts and components, motor parts and components; equipment leasing, property leasing and site leasing.</p>	<p>Clause 2 of Article 2.2</p> <p><u>As registered according to the laws, The</u> Company’s scope of business includes: retail of petroleum products; repairs of automobiles; accommodations, catering, sale of food stuffs; and retail and rental of books and magazines (only by approved branch entities for the above-mentioned businesses). General business items: construction and maintenance of expressways; collection of toll charges from vehicles using the expressways under prescribed regulations; storage; technical consultancy; sales of daily necessities, textiles, groceries, hardware, AC electrical products, chemical products (hazardous chemical products excluded), automobile parts and components, motor parts and components; equipment leasing, property leasing and site leasing; <u>sales of electromechanical vehicle charging, operation of electric vehicle charging infrastructure, centralized fast charging stations, and sales of new energy vehicle battery swapping facilities.</u></p>

Number	Original Articles	Amended Articles
9.	Article 3.1 There must, at all times, be ordinary shares in the Company. The Company may, according to its needs and subject to the approval by the companies' approval authority authorised by the State Council, create other classes of shares.	Article 3.1 <u>The shares of the Company shall take the form of share certificates.</u> There must, at all times, be ordinary shares in the Company. The Company may, according to its needs and subject to the approval by the companies' approval authority authorised by the State Council, create other classes of shares.
10.	Clause 1 of Article 3.5 Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors.	Clause 1 of Article 3.5 Subject to the approval of the <u>Upon completion of the registration or filing procedures with CSRC securities regulatory authority of the State Council in accordance with the law,</u> the Company may issue shares to domestic and foreign investors.
11.	Article 3.11 The Company's proposal for the issuance of overseas-listed foreign-invested shares and domestic-invested shares, upon approval by the competent securities regulatory authorities of the State Council, may be implemented by the Board through separate offerings.	The entire article is deleted
12.	Article 3.12 Where the Company issues overseas-listed foreign-invested shares and domestic-invested shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several offerings subject to the approval of the securities regulatory authority of the State Council.	Article 3.12 1 Where the Company issues overseas-listed foreign-invested shares and domestic-invested shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several offerings subject to the approval of the securities regulatory authority of the State Council CSRC.

Number	Original Articles	Amended Articles
13.	Article 3.13 Upon completion of the issue of overseas-listed foreign-invested shares and PRC-listed domestic-invested shares as stated in Article 3.8, the Company's registered capital was RMB5,037,747,500.	Article 3.13 ² Upon completion of the issue of overseas-listed foreign-invested shares and PRC-listed domestic-invested shares as stated in Article 3.8 ^{3.10} , the Company's registered capital was RMB5,037,747,500.
14.	Article 3.14 The Company or its subsidiaries (including subordinate entities under the Company) shall not, by way of gift, advance payment, guarantee, compensation, loans or other means, provide any financial assistance to a person who acquires or proposes to acquire the shares in the Company.	The entire article is deleted

Number	Original Articles	Amended Articles
15.	<p>Article 3.15 The Company may, based on its operation and business requirements, approve an increase of its capital in accordance with the relevant provisions of the Articles of Association.</p> <p>The Company may increase its capital in the following manners:</p> <ol style="list-style-type: none"> (1) offering new shares for subscription to non-specific investors; (2) placing new shares to existing shareholders; (3) distributing new shares to existing shareholders; (4) other methods as permitted by laws and administrative regulations; (5) capitalizing its capital reserve; (6) other means as approved by the CSRC. <p>The Company's increase of capital by issuing new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by the relevant laws and administrative regulations.</p>	<p>Article 3.153 The Company may, based on its operation and business requirements, approve an increase of its capital in accordance with the relevant provisions of the Articles of Association. <u>in accordance with the relevant laws and regulations, and subject to the respective resolution of the General Meeting of Shareholders, increase its capital by any of the following methods:</u></p> <p>The Company may increase its capital in the following manners:</p> <ol style="list-style-type: none"> (1) offering new shares for subscription to non-specific investors <u>public offering of shares;</u> (2) placing new shares to existing shareholders <u>non-public offering of shares;</u> (3) distributing new <u>bonus</u> shares to existing shareholders; (4) other methods as permitted by laws and administrative regulations; (5) capitalizing its capital reserve; (6) other means as approved by <u>laws, administrative regulations and the CSRC.</u> <p>The Company's increase of capital by issuing new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by the relevant laws, administrative regulations, <u>relevant rules and regulations</u> and the Articles of Association.</p>

Number	Original Articles	Amended Articles
16.	Article 3.16 After increase of its capital, the Company shall file the change with relevant authorities for registration and make relevant announcement.	The entire article is deleted
17.	Article 3.17 Unless otherwise provided by laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien.	The entire article is deleted

Number	Original Articles	Amended Articles
18.	<p>Article 4.1 Pursuant to the requirements under the Party Constitution, the Company shall set up the Communist Party of China Party Committee of Jiangsu Expressway Company Limited (the “Party Committee”), consisting of one secretary and certain deputy secretaries and members. The terms of reference and procedures for appointment and dismissal shall be determined by Party organizations at higher levels. The Party Committee shall play the core leadership role and core political role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization so as to support the Party organization in carrying out its work.</p>	<p>Article 4.1 Pursuant to the requirements under the Party Constitution, the Company shall set up the Communist Party of China Party Committee of Jiangsu Expressway Company Limited (the “Party Committee”), consisting of one secretary and certain deputy secretaries and members. The terms of reference and procedures for appointment and dismissal shall be determined by Party organizations at higher levels. The Party Committee <u>of the state-owned enterprise</u> shall play the <u>core leadership role and core political role</u>, providing direction, managing the overall situation and ensuring implementation. <u>Members of the Party Committee who meet the relevant conditions can serve in the Board and the senior management level after following legal procedures; members of the Board and the senior management who are Party Members can serve in the Party Committee after following relevant regulations and procedures.</u> The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization so as to support the Party organization in carrying out its work.</p>
19.	<p>Chapter V Reduction of Capital and Repurchase of Shares</p>	<p>Chapter V Reduction of Capital and Repurchase of Shares</p>

Number	Original Articles	Amended Articles
20.	<p>Article 5.1 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital.</p>	<p>The entire article is deleted</p>
21.	<p>Article 5.2 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten days of the date of the Company’s resolution for reduction of registered capital and shall publish an announcement for at least 3 times in newspapers within thirty days from the date of such resolution. A creditor of the Company shall be entitled, within thirty days from the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within ninety days from the date of the first announcement, to require the Company to repay its debts or provide a corresponding guarantee for such debt.</p> <p>The registered capital of the Company following the reduction of capital shall not be less than the statutory minimum amount.</p>	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
22.	<p>Article 5.3 In the following circumstances, the Company may repurchase shares of the Company in accordance with laws, administrative regulations, departmental rules and the Articles of Association:</p> <p>(1) to cancel shares for the purpose of reducing the capital of the Company;</p> <p>(5) to use the shares for the purpose of conversion by corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary to safeguard the value of the Company and the interests of its shareholders;</p> <p>(7) other circumstances where the laws and administrative regulations so permit.</p> <p>The Company shall not acquire the Company's shares save and except for the aforesaid conditions.</p>	<p>Article 5.31 In the following circumstances, the Company may not repurchase shares of the Company except in one of the following circumstances in accordance with laws, administrative regulations, departmental rules and the Articles of Association:</p> <p>(1) to cancel shares for the purpose of reducing the registered capital of the Company;</p> <p>(5) to use the shares for the purpose of conversion by corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary to safeguard the value of the Company and the interests of its shareholders;</p> <p>(7)</p> <p><u>Article 5.2 The Company may repurchase its shares by an open and centralized transaction method or other method allowed by other circumstances the laws and administrative regulations and the CSRC so permit.</u></p> <p>The Company shall not acquire its shares save and except for the aforesaid conditions.</p>

Number	Original Articles	Amended Articles
	<p>Where the Company acquires its shares pursuant to the circumstances as stated in items (3), (5) and (6) of this Article, the repurchase shall be conducted through public and centralized trading.</p> <p>Where the Company acquires its shares pursuant to the circumstances as stated in items (1) and (2) of this Article, it shall be approved by way of a resolution at the Company's general meeting. Where the Company acquires its shares pursuant to circumstances as stated in items (3), (5) and (6) of this Article, it shall obtain approval of more than two-thirds of the directors present at the meeting of the Board by way of a resolution as stipulated in the Articles of Association or authorized by the general meeting.</p> <p>Where the Company acquires its shares pursuant to the provisions in this Article, such shares shall be cancelled within ten days from the date of acquisition in case of the circumstances as stated in item (1), (2) and (4); and such shares shall be held by the entrusts other than the Company in case of the circumstance as stated in item (3); where the shares of the Company are held by the Company, such shares shall not exceed 10% of the Company's total issued shares and shall be transferred or cancelled within three years; and all the repurchased shares shall be cancelled in case of the circumstances as stated in item (5) and item (6).</p>	<p>Where the Company acquires its shares pursuant to the circumstances as stated in items (3), (5) and (6) of Clause 1 of this Article <u>5.1</u>, the repurchase shall be conducted through public and centralized trading.</p> <p><u>Article 5.3</u> Where the Company acquires its shares pursuant to the circumstances as stated in items (1) and (2) of Clause 1 of this Article <u>5.1</u>, it shall be approved by way of a resolution at the Company's general meeting. Where the Company acquires its shares pursuant to circumstances as stated in items (3), (5) and (6) of Clause 1 of this Article <u>5.1</u>, it shall obtain approval of more than two-thirds of the directors present at the meeting of the Board by way of a resolution as stipulated in the Articles of Association or authorized by the general meeting.</p> <p>Where the Company acquires its shares pursuant to this Clause 1 of Article 5.1, <u>such shares shall be cancelled within 10 days from the date of acquisition in case of the circumstances as stated in item (1); such shares shall be transferred or cancelled within six months ten days from the date of acquisition in case of the circumstances as stated in items (1), (2) and (4); and such shares shall be held by the entrusts other than the Company in case of the circumstance as stated in items (3), (5) and (6); and where the shares of the Company are held by the Company, such shares shall not exceed 10% of the Company's total issued shares and shall be transferred or cancelled within three years; and all the repurchased shares shall be cancelled in case of the circumstances as stated in item (5) and item (6).</u></p>

Number	Original Articles	Amended Articles
	<p>The Company may, with the approval of the relevant competent authority of the State, repurchase Shares in one of the following manners:</p> <ol style="list-style-type: none"> <li data-bbox="304 450 850 573">(1) making a general offer of repurchase of shares from all its shareholders on a pro rata basis; <li data-bbox="304 618 850 696">(2) repurchasing shares through public dealing on a stock exchange; <li data-bbox="304 741 850 819">(3) repurchasing through an off-market agreement. 	<p>The Company may, with the approval of the relevant competent authority of the State, repurchase Shares in one of the following manners:</p> <ol style="list-style-type: none"> <li data-bbox="882 450 1428 573">(1) making a general offer of repurchase of shares from all its shareholders on a pro rata basis; <li data-bbox="882 618 1428 696">(2) repurchasing shares through public dealing on a stock exchange; <li data-bbox="882 741 1428 819">(3) repurchasing through an off-market agreement.
23.	<p>Article 5.4 The Company may, with the approval of the relevant competent authority of the State for repurchasing its shares, repurchase Shares in one of the following manners:</p> <ol style="list-style-type: none"> <li data-bbox="304 1111 850 1234">(1) making a general offer of repurchase of shares to all its shareholders on a pro rata basis; <li data-bbox="304 1279 850 1357">(2) repurchasing shares through public dealing on a stock exchange; <li data-bbox="304 1402 850 1480">(3) repurchasing through an off-market agreement. 	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
24.	<p>Article 5.5 Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the shareholders at a general meeting in accordance with the Articles of Association. The Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval by shareholders at a general meeting obtained in the same manner.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Company shall not assign a contract to repurchase its shares or any of its right thereunder.</p>	The entire article is deleted
25.	<p>Article 5.6 Shares repurchased in accordance with the law by the Company shall be cancelled within the period prescribed by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration change of its registered capital.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.</p> <p>Upon completion of reduction of its registered capital and change of registration with the company registration authority, the Company shall make the relevant announcement.</p>	The entire article is deleted

Number	Original Articles	Amended Articles
26.	<p>Article 5.7 Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its issued shares:</p> <p>(1) where the Company repurchases its shares at par value, payment shall be made out of book balance of the distributable profits of the Company or out of proceeds of a fresh issue of shares made for that purpose;</p> <p>(2) where the Company repurchases its shares at a premium to the par value, payment up to the par value shall be made out of the book balance of the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose; Payment of the portion in excess of the par value shall be effected as follows:</p> <p>(i) if the shares being repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;</p>	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
	<p>(ii) if the shares being repurchased were issued at a premium to the par value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose; provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased nor the current amount of the Company's share premium account or capital reserve account (as the case may be) (including the premiums from the fresh issue);</p>	

Number	Original Articles	Amended Articles
	<p>(3) payment by the Company in consideration of the followings shall be made out of the Company's distributable profits:</p> <ul style="list-style-type: none"> (i) acquisition of rights to repurchase shares of the Company; (ii) variation of any contract for repurchasing shares of the Company; (iii) release of any of the Company's obligation under any contract for repurchasing its shares. <p>(4) after the Company's registered share 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 of the Company for payment of the par value of the shares which have been repurchased shall be transferred to the Company's share premium account or capital reserve account (as the case may be).</p>	

Number	Original Articles	Amended Articles
27.	<p>Article 6.1 The Company and its subsidiaries shall not, by any other means at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations resulting from the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by that person.</p> <p>This provision does not apply to the circumstances as stated in Article 6.3 of this Chapter.</p>	<p>Article 6.1 The Company and its subsidiaries <u>(including affiliates of the Company)</u> shall not, by any other means at any time <u>way of gift, advance payment, guarantee, compensation or loans</u>, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly incurs any obligations resulting from the acquisition of shares of the Company.</p> <p>The Company and its subsidiaries shall not, by any means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by that person.</p> <p>This provision does not apply to the circumstances as stated in Article 6.3 of this Chapter.</p>
28.	<p>Article 6.2 The financial assistance as referred to in this Chapter includes, but not limited to, the followings:</p> <p>(1) gift;</p> <p>(4) 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.</p>	<p>Article 6.2 The financial assistance as referred to in this Chapter includes, but not limited to, the followings:</p> <p>(1) <u>grant</u>/gift;</p> <p>(4) <u>advance payment, compensation and any other</u> 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.</p>

Number	Original Articles	Amended Articles
29.	<p>Article 7.2 The share certificates shall be signed by the Chairman of the Board. Where the stock exchange on which the shares of the Company are listed requires other senior managements to sign on the share certificates, the share certificates shall also be signed by such senior managements. The share certificates shall take effect after being affixed, or affixed by imprinting, with the seal of the Company. The share certificates shall only be affixed with the Company’s seal under the authorisation of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.</p>	<p>Article 7.2 The share certificates shall be signed by the Chairman of the Board. Where the stock exchange on which the shares of the Company are listed requires <u>managers and</u> other senior managements to sign on the share certificates, the share certificates shall also be signed by such senior managements. The share certificates shall take effect after being affixed, or affixed by imprinting, with the seal of the Company. The share certificates shall only be affixed with the Company’s seal under the authorisation of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.</p>
30.	<p>Article 7.6 Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.</p> <p>Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained.</p>	<p>Article 7.6 Different parts of the register of shareholders shall not <u>overlap</u> one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any <u>other</u> part of the register of shareholders.</p> <p>Alteration or rectification of each <u>part</u> of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained.</p>

Number	Original Articles	Amended Articles
31.	<p data-bbox="304 232 443 264">Article 7.7</p> <p data-bbox="304 450 852 607">(3) All PRC-listed domestic-invested shares may be legally transferred, but shall be subject to the following requirements:</p> <p data-bbox="379 663 852 779">(i) The Company does not accept any shares of the Company as the subject of a pledge;</p> <p data-bbox="379 913 852 1756">(iii) During their tenure in office, the directors, supervisors and senior management members of the Company shall regularly report to the Company their shareholdings and shall not transfer more than 25% of the total number of shares held by them per year. The shares held by them shall not be transferred within one year from the date the shares of the Company being listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the shares of the Company held by them within six months commencing from the termination of their service;</p>	<p data-bbox="882 232 1433 389">Article 7.7 The original item (2) (i), (ii), (iii), (iv), (v) and (vi) of Clause 1 are renumbered as item (2) (a), (b), (c), (d), (e) and (f) of Clause 1</p> <p data-bbox="882 450 1433 607">(3) All PRC-listed domestic-invested shares may be legally transferred, but shall be subject to the following requirements:</p> <p data-bbox="957 663 1433 779">(i) The Company does not accept any shares of the Company as the subject of a pledge;</p> <p data-bbox="957 913 1433 1841">(iii) During their tenure in office, <u>†The directors, supervisors, managers and other senior management members of the Company shall regularly report to the Company their shareholdings and changes thereof, and shall not transfer more than 25% of the total number of shares of the same class held by them per year. The shares held by them shall not be transferred within one year from the date the shares of the Company being listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the shares of the Company held by them within six months commencing from the termination of their service;</u></p>

Number	Original Articles	Amended Articles
	<p>(iv) Any gains from sale of shares in the Company by any directors, supervisors, senior management members or shareholders holding 5% or more of the shares with voting rights in the Company within six months after their purchase of the same, and any gains from purchase of shares in the Company by any of the aforesaid parties within six months after sale of the same shall be disgorged and paid to the Company. The Board of the Company shall forfeit such gains from the abovementioned parties. However, if a securities company holds 5% or more shares by buying the remaining shares subject to sale pursuant to an underwriting arrangement, the six-month limitation for selling the said shares shall not apply thereunder;</p>	<p>(iv) Any gains from sale of shares in the Company by any directors, supervisors, <u>managers</u>, senior management members or shareholders holding 5% or more of the shares with voting rights in the Company within six months after their purchase of the same, and any <u>gains income</u> from purchase of shares in the Company <u>other securities with the nature of equity</u> by any of the aforesaid parties within six months after sale of the same shall be disgorged and paid to the Company. The Board of the Company shall forfeit such gains from the abovementioned parties. However, if a securities company holds 5% or more shares by buying the remaining shares subject to sale pursuant to an underwriting arrangement, the six-month limitation for selling the said shares shall not apply thereunder; <u>and other circumstances stipulated by the CSRC are excluded.</u></p> <p><u>Shares or other securities with an equity nature held by directors, supervisors, senior management members and natural person shareholders referred to in the preceding clause shall include the shares or other securities with the nature of equity held by their spouses, parents or children, and those held through the accounts of others.</u></p>

Number	Original Articles	Amended Articles
32.	<p>Article 7.8 Transfers may not be entered in the register of shareholders within thirty days prior to the date of a shareholders' general meeting or within five days before the record date set by the Company for the purpose of distribution of dividends.</p> <p>If laws, administrative regulations, departmental rules, standard documents and stock exchanges or regulatory authority in the listing place of the Company's shares stipulate the period of closure of the register of members prior to the holding of a shareholders' general meeting or the record date for the purpose of distribution of dividends, those provisions shall prevail.</p>	<p>Article 7.8 Transfers may not be entered in the register of shareholders within thirty <u>twenty</u> days prior to the date of a shareholders' general meeting or within five days before the record date set by the Company for the purpose of distribution of dividends.</p> <p>If laws, administrative regulations, departmental rules, standard documents and stock exchanges or regulatory authority in the listing place of the Company's shares stipulate the period of closure of the register of members prior to the holding of a shareholders' general meeting or the record date for the purpose of distribution of dividends, those provisions shall prevail.</p>
33.	<p>Article 7.9 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the Board shall designate a day to be the record date. Shareholders whose names appear in the register of shareholders at the end of the record date are shareholders of the Company.</p>	<p>Article 7.9 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve determination of <u>identification of shareholders shareholdings</u>, the Board <u>or the convener of the shareholders' general meeting shall determine a</u> designate a day to be the record date. Shareholders whose names appear in the register of shareholders <u>after the close of trading of the shares on at the end of</u> the record date <u>are shareholders of the Company shall be entitled to the rights and benefits in connection therewith.</u></p>
34.	<p>Article 7.10 Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.</p>	<p>Article 7.10 <u>The register of shareholders must be made available for inspection by shareholders.</u> Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register <u>if the Company disagrees.</u></p>

Number	Original Articles	Amended Articles
35.	<p data-bbox="300 232 855 568">Article 7.11 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his relevant share certificates (the “Original Certificates”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p data-bbox="300 613 855 824">If a holder of the domestic-invested shares loses his/her share certificates and applies for their replacement, it shall be dealt with in accordance with relevant provisions of the Company Law.</p> <p data-bbox="300 869 855 1281">If a holder of the overseas-listed foreign-invested shares loses his/her share certificates and applies for their replacement, it shall be dealt with in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original copy of the Company’s register of holders of overseas-listed foreign-invested shares is maintained.</p>	<p data-bbox="877 232 1433 568">Article 7.11 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his relevant share certificates (the “Original Certificates”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p data-bbox="877 613 1433 824">If a holder of the domestic-invested shares loses his/her share certificates and applies for their replacement, it shall be dealt with in accordance with relevant provisions of the Company Law.</p> <p data-bbox="877 869 1433 1281">If a holder of the <u>overseas-listed</u> foreign-invested shares loses his/her share certificates and applies for their replacement, it shall be dealt with in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original copy of the Company’s register of holders of overseas-listed foreign-invested shares is maintained.</p>

Number	Original Articles	Amended Articles
	<p>In the case that the Company listed in Hong Kong, the issue of replacement certificates to holders of overseas-listed foreign-invested shares shall comply with the following requirements:</p> <p>(1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or statutory declaration, containing:</p> <p>(i) the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates; and</p> <p>(ii) the declaration that no any other person is entitled to have his name entered in the registered as the shareholder in respect of the Relevant Shares.</p> <p>(2) no statement has been received by the Company from a person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of the Relevant Shares before the Company came to a decision to issue the replacement certificates.</p>	<p>In the case that the Company listed in Hong Kong, the issue of replacement certificates to holders of overseas-listed foreign-invested shares shall comply with the following requirements:</p> <p>(1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or statutory declaration, containing:</p> <p>(i) the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates; and</p> <p>(ii) the declaration that no any other person is entitled to have his name entered in the registered as the shareholder in respect of the Relevant Shares.</p> <p>(2) no statement has been received by the Company from a person other than the applicant declaring that his name shall be entered into the register of shareholders in respect of the Relevant Shares before the Company came to a decision to issue the replacement certificates.</p>

Number	Original Articles	Amended Articles
	<p>(3) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board; The announcement shall be made at least once every thirty days in a period of ninety days.</p> <p>(4) the Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receipt of confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.</p> <p>In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.</p>	<p>(3) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board; The announcement shall be made at least once every thirty days in a period of ninety days.</p> <p>(4) the Company shall, prior to the publication of its announcement of intention to issue a replacement certificate, deliver to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receipt of confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.</p> <p>In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.</p>

Number	Original Articles	Amended Articles
	<p>(5) if, upon expiration of the 90-day period referred to in items (3) and (4) of this Article, the Company has not received from any person any objection to issuance of the replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application.</p> <p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and issuance in the register of shareholders accordingly.</p> <p>(7) all expenses relating to the cancellation of an Original Certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p> <p>(8) the newspapers referred to in item (3) of this Article regarding announcement of issuance of replacement certificates shall include at least one Chinese and one English newspaper published in Hong Kong.</p>	<p>(5) if, upon expiration of the 90-day period referred to in items (3) and (4) of this Article, the Company has not received from any person any objection to issuance of the replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application.</p> <p>(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and issuance in the register of shareholders accordingly.</p> <p>(7) all expenses relating to the cancellation of an Original Certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p> <p>(8) the newspapers referred to in item (3) of this Article regarding announcement of issuance of replacement certificates shall include at least one Chinese and one English newspaper published in Hong Kong.</p>

Number	Original Articles	Amended Articles
36.	Article 7.12 Where the Company issues a replacement certificate pursuant to the Articles of Association, the name of a bona fide purchaser who acquires the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.	The entire article is deleted
37.	Article 7.13 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company had acted fraudulently.	The entire article is deleted
38.	<p>Article 8.3 Holders of ordinary shares of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(2) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the corresponding voting right thereat;</p> <p>(3) the right to supervise and manage the Company's business operations, and to present proposals or raise inquiries;</p> <p>(4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p>	<p>Article 8.3 Holders of ordinary shares of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive <u>obtain</u> dividends and <u>other</u> distributions in proportion to the number of shares held;</p> <p>(2) the right to <u>request, convene, preside over,</u> attend or appoint a proxy to attend shareholders' general <u>meetings</u> and to exercise the <u>corresponding</u> voting right thereat <u>according to laws</u>;</p> <p>(3) the right to supervise and manage the Company's business operations, and to present proposals or raise inquiries;</p> <p>(4) the right to transfer, <u>grant or pledge</u> shares <u>held by him/her</u> in accordance with laws, administrative regulations and provisions of the Articles of Association;</p>

Number	Original Articles	Amended Articles
	<p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>(i) the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;</p> <p>(ii) the right to inspect and copy, subject to payment of a reasonable charge;</p> <p>(A) all parts of the register of shareholders;</p> <p>(B) personal particulars of the directors, supervisors, managers and other senior management members of the Company, including:</p> <p>(a) present and former names and any aliases;</p> <p>(b) principal address (residential);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification documents and its number;</p>	<p>The original items (5), (7) and (8) are deleted and replaced with the following contents:</p> <p>(5) <u>the right to inspect the Articles of Association, register of shareholders, corporate bond counterfoils, minutes of shareholders' general meetings, resolutions of the meetings of the Board of directors, resolutions of the meetings of the Supervisory Committee, and financial reports;</u></p> <p>(7) <u>the shareholders disagreeing with the merger or separation resolution passed at the shareholders' general meeting are entitled to demand the Company to acquire their shares;</u></p> <p>(8) <u>other rights conferred by laws, administrative regulations, departmental rules and the Articles of Association.</u></p>

Number	Original Articles	Amended Articles
	<p>(C) state of the share capital of the Company;</p> <p>(D) reports stating the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;</p> <p>(E) minutes of the shareholders' general meetings.</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company according to the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and the Articles of Association;</p> <p>(8) the right to propose to convene, preside over and attend shareholders' general meetings and to exercise the corresponding voting right thereat;</p>	

Number	Original Articles	Amended Articles
	<p>(9) the right to grant or pledge the shares held, in accordance with laws, administrative regulations and the Articles of Association;</p> <p>(10) subject to payment of reasonable charges, the right to inspect and copy corporate bond counterfoils, financial reports, resolutions of Board meetings and Supervisory Committee meetings;</p> <p>(11) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p>	<p>The original items (9), (10) and (11) are deleted</p>
39.	<p>Article 8.5 Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to comply with the Articles of Association;</p>	<p>Article 8.5 Holders of ordinary shares of the Company shall assume the following obligations:</p> <p>(1) to comply with <u>laws, administrative regulations and</u> the Articles of Association;</p> <p>The original item (3) is renumbered as item (5)</p> <p>The original item (4) is renumbered as item (3)</p> <p>The original item (5) is renumbered as item (4)</p>

Number	Original Articles	Amended Articles
40.	<p>Article 9.2 The term “controlling shareholder” as referred to in the preceding article means a person satisfying any one of the following conditions:</p> <p>(1) any person acting on his own or in concert with other parties has the power to elect half or more of the Board members;</p> <p>(2) any person acting on his own or in concert with other parties has the power to exercise or control the exercise of 30 per cent or more of the voting rights of the Company;</p> <p>(3) any person acting on his own or in concert with other parties holds 30 per cent or more of the outstanding shares of the Company;</p> <p>(4) any person acting on his own or in concert with other parties has de facto control of the Company in any other manner.</p>	The entire article is deleted
41.		The original Articles 9.3 to 9.6 are renumbered as Articles 9.2 to 9.5

Number	Original Articles	Amended Articles
42.	<p>Article 10.2 The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(2) to elect and replace directors and decide on matters relating to their remuneration;</p> <p>(3) to elect and replace supervisors who are representatives of shareholders and decide on matters relating to the remuneration of supervisors;</p> <p>(13) to consider the motions raised by shareholders holding not less than 3% (inclusive) of the Company's shares attached with voting rights;</p> <p>(16) to decide on changes to the Company's form;</p> <p>(17) to consider and approve newly-added guarantee items under Article 10.3;</p> <p>(20) to consider share incentive schemes.</p>	<p>Article 10.2</p> <p>The original items (2) and (3) are deleted</p> <p>The original item (15) is renumbered as item (2)</p> <p>The original items (4) to (8) are renumbered as items (3) to (7)</p> <p>The original item (16) is renumbered as item (8)</p> <p>(13) to consider the motions raised by shareholders holding not less than 3% (inclusive) of the Company's shares attached with voting rights;</p> <p>(174) to consider and approve newly-added guarantee items under Article 10.3;</p> <p>The original items (18) and (19) are renumbered as items (15) and (16)</p> <p>(2017) to consider share incentive schemes and <u>employee stock ownership plans</u>;</p> <p>The original item (14) is renumbered as item (18)</p>

Number	Original Articles	Amended Articles
43.		<p>Article 10.3 The following guarantees provided to third parties by the Company shall be subject to consideration and approval at general meetings:</p> <p>Item (3) is newly added:</p> <p>(3) <u>the amount of guarantee provided by the Company within one year exceeds 30% of the Company's last audited total assets;</u></p> <p>The original items (3) to (5) are renumbered as items (4) to (6)</p>
44.	<p>Article 10.5 Shareholders' general meetings shall be classified into annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board. Annual general meetings are held once every year and within six months from the close of the preceding financial year.</p>	<p>Article 10.5 Shareholders' general meetings shall be classified into <u>annual</u> general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board. <u>Annual</u> general meetings are held once every year and within six months from the close of the preceding financial year.</p>

Number	Original Articles	Amended Articles
45.	<p>Article 10.6 (1) A twenty days' prior written notice for convening the annual general meeting and a fifteen days' prior written notice for convening the extraordinary general meeting shall be given to notify shareholders whose names appear in the register of shareholders of the matters proposed to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve their written replies on the Company seven days prior to the date of the meeting.</p> <p>.....</p> <p>(4) For the purpose of the notice mentioned herein, the dispatch date shall be the date on which the Company or the share registrar appointed by the Company delivers relevant notice at post offices for dispatch, instead of the date on which shareholders are deemed to have received the relevant notice as stated in Article 25.1.</p>	<p>Article 10.6 (1) A twenty-one days' prior written notice for convening the annual general meeting and a fifteen-days' prior written notice for convening the extraordinary general meeting shall be given to notify shareholders whose names appear in the register of shareholders of the matters proposed to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall serve their written replies on the Company seven days prior to the date of the meeting.</p> <p>.....</p> <p>(4) For the purpose of the notice mentioned herein, <u>if any shareholder has requested or is deemed to have requested to receive communications from the Company by post,</u> the dispatch date shall be the date on which the Company or the share registrar appointed by the Company delivers relevant notice at post offices for dispatch, instead of the date on which shareholders are deemed to have received the relevant notice as stated in Article 25.13.</p>

Number	Original Articles	Amended Articles
46.	<p>Article 10.9 The notice of a general meeting shall satisfy the following requirements:</p> <ol style="list-style-type: none"> (1) it shall be in written form; (2) it shall specify the place, date and time of the meeting; (3) it shall set out the matters to be discussed at the meeting; (4) it shall provide shareholders with such information and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but shall not be limited to), where the Company proposes to merge with another company, repurchase its shares, restructure share capital or undergo other reorganization, the requirement for the specific terms and contracts (if any) of the proposed transaction shall be provided and the reasons for and effects of the same shall be properly explained; (5) it shall contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, managers, and other senior management members in the matters to be discussed and the difference of the effect which the matters to be discussed on such director, supervisor, managers and other senior management members in their capacity as shareholders and on that of the other shareholders of the same class; 	<p>Article 10.9 The entire article is deleted and replaced with the following contents</p> <p><u>The notice of a general meeting shall include the following contents:</u></p> <ol style="list-style-type: none"> (1) <u>time, place, and duration of the meeting;</u> (2) <u>matters and motions to be considered at the meeting;</u> (3) <u>clear statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend the general meeting, and may appoint a proxy in writing to attend the meeting and vote on his/her behalf and that such proxy needs not be a shareholder of the Company;</u> (4) <u>registration date for shareholders who are entitled to attend the general meeting;</u> (5) <u>names and telephone numbers of the contact persons in connection with the meeting;</u>

Number	Original Articles	Amended Articles
	<p>(6) it shall contain the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) it shall contain a clear statement that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies need not be shareholders;</p> <p>(8) it shall specify the time and place for delivery of the written confirmation slip and proxy form for the relevant meeting;</p> <p>(9) it shall state the registration date for shareholders who are entitled to attend the general meeting;</p> <p>(10) it shall state the names and telephone numbers of the contact persons in connection with the meeting.</p>	<p><u>(6) time and procedure of voting via internet or by other means.</u></p> <p><u>Details of all proposals shall be fully and completely disclosed in the notice of the general meeting and its supplementary notice. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.</u></p> <p><u>The commencement time of voting via internet or by other means shall not be earlier than 3:00 p.m. of the day preceding the date of the onsite general meeting or later than 9:30 a.m. of the date of the onsite general meeting, and shall not conclude earlier than 3:00 p.m. of the date of the onsite general meeting.</u></p> <p><u>The interval between the share record date and the date of the meeting shall be no more than seven working days. Once the share record date is confirmed, no change shall be made thereto.</u></p>

Number	Original Articles	Amended Articles
47.	<p data-bbox="300 232 638 271">Clause 1 of Article 10.10</p> <p data-bbox="300 320 855 611">The notice of a general meeting shall be served on registered shareholders (regardless of whether they are entitled to vote at the general meeting) by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of shareholders.</p> <p data-bbox="300 786 855 1167">The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is published, all holders of the domestic-invested shares shall be deemed to have received the relevant notice of the general meeting.</p>	<p data-bbox="877 232 1212 271">Clause 1 of Article 10.10</p> <p data-bbox="877 320 1433 734">The notice of a general meeting shall be served on registered shareholders (regardless of whether they are entitled to vote at the general meeting) <u>by way of announcement or as permitted by the stock exchanges where the Company's shares are listed</u>by hand or by prepaid mail. The addresses of the recipients shall be such addresses as shown in the register of shareholders.</p> <p data-bbox="877 786 1433 1332">The announcement referred to in the preceding paragraph <u>shall be published on the website of the stock exchanges and the media meeting the requirements specified by the securities regulatory authorities of the State Council</u>shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is published, all holders of the domestic-invested shares shall be deemed to have received the relevant notice of the general meeting.</p>

Number	Original Articles	Amended Articles
48.	<p>Article 10.14 Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> (1) the right which the shareholder may speak at the meeting; (2) the right to demand a poll alone or jointly with others; (3) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll. 	<p>Article 10.14 Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be a shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <ol style="list-style-type: none"> (1) the right which<u>of</u> the shareholder may<u>to</u> speak at the meeting; (2) the right to voted<u>vote</u> demand a poll alone or jointly with others;. (3) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.
49.	<p>Clause 3 of Article 10.15</p> <p>Shareholders may attend in person or appoint proxies to attend and vote at general meetings on their behalf.</p>	<p>Clause 3 of Article 10.15</p> <p>Shareholders may attend in person or appoint proxies to attend and vote at general meetings on their behalf. <u>The legal person shareholders shall be deemed attending the meeting in person by the legal representative or proxy of the legal person shareholders attending the meeting.</u></p>

Number	Original Articles	Amended Articles
50.	<p>Article 10.16 Individual shareholders who attend the meeting in person shall present their identity cards together with the shareholding evidence. In the case of attendance by proxies, the proxies shall present valid proof of their identities, the letter of authorisation from shareholders and the shareholding.</p> <p>Where a shareholder is a legal person, its legal representative or proxy authorized by its legal representative shall attend the meeting on behalf of such legal person. In case of attendance by legal representatives, they shall present their identity cards, valid certificates of their capacities of legal representatives and the shareholding evidence; in the case of attendance by proxies, the proxies shall present their identity cards, the letter of authorisation duly issued by the legal representatives of the legal person and the shareholding evidence.</p>	<p>Article 10.16 Individual shareholders who attend the meeting in person shall present their identity cards together with the shareholding evidence <u>or other document or certification of identification or share account card</u>. In the case of attendance by proxies, the proxies shall present valid proof of their identities; <u>valid identity cards</u>, and the letter of authorisation from <u>shareholders</u> and the shareholding.</p> <p>Where a shareholder is a legal person, its legal representative or proxy authorized by its legal representative shall attend the meeting on behalf of such legal person. In case of attendance by legal representatives, they shall present their identity cards, valid certificates of their capacities of legal representatives and the shareholding evidence; in the case of attendance by proxies, the proxies shall present their identity cards, the letter of authorisation <u>in writing</u> duly issued by the legal representatives of the legal person and the shareholding evidence.</p>
51.	<p>Article 10.17 The instrument appointing a proxy by shareholders shall be in writing under the hand of the appointer or his attorney duly authorised in writing; where the appointer is a legal person, either under the common seal of such legal person or under the hands of its director or attorney duly authorised.</p>	<p>Article 10.17 The instrument appointing a proxy by shareholders shall be in writing <u>(including the proxy form provided by the Company for designated shareholders' general meetings)</u> under the hand of the appointer or his attorney duly authorised in writing; where the appointer is a legal person, either under the common seal of such legal person or under the hands of its director or attorney duly authorised.</p>

Number	Original Articles	Amended Articles
52.	Article 10.20 Any form issued to a shareholder by the Board for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in the absence of instructions by the shareholder, the proxy may vote as he thinks fit.	Article 10.20 Any form issued to a shareholder by the Board for use by him for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in the absence of <u>specific</u> instructions by the shareholder, <u>whether</u> the proxy may vote as he thinks fit.

Number	Original Articles	Amended Articles
53.	<p data-bbox="304 232 480 264">Article 10.22</p> <p data-bbox="304 320 855 696">(1) registration book for attending the general meeting shall be prepared by the Company. The registration book shall set forth the names of attendees (or the attending units), residential address, number of voting shares held or represented, and name of the appointer (or the appointing unit), etc.</p> <p data-bbox="304 831 855 1713">(4) The Company shall formulate the rules of procedures for general meetings, which stipulate procedures for convening general meetings and voting procedures, including the notice, registration, consideration of proposed motions, voting, vote counting, announcement of voting results, formation of meeting resolutions, keeping and signing of meeting minutes, and announcement, as well as the authorisation principle by the general meetings to the Board and the specific powers so authorised. The rules of procedures for general meetings shall constitute an appendix to the Article of Association, which shall be proposed by the Board and approved by the general meeting.</p>	<p data-bbox="882 232 1058 264">Article 10.22</p> <p data-bbox="882 320 1433 736">(1) Registration book for attending the general meeting shall be prepared by the Company. The registration book shall set forth the names of attendees (or <u>the attending entities</u>), <u>identification number</u>, residential address, number of voting shares held or represented, and name of the appointer (or the appointing unit), etc.</p> <p data-bbox="882 871 1310 907">The original item (4) is deleted</p>

Number	Original Articles	Amended Articles
54.	<p data-bbox="304 232 480 264">Article 10.23</p> <p data-bbox="304 320 855 483">(1) There shall be two types of resolutions of shareholders' general meetings, namely ordinary resolutions and special resolutions.</p> <p data-bbox="379 533 855 779">An ordinary resolution must be passed by votes representing more than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p data-bbox="379 831 855 1077">A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p data-bbox="304 1211 855 1843">(3) For matters relating to general meeting resolutions, where any shareholder is required to abstain from voting on any specific resolution, or is restricted to vote only in favour of or only against any specific resolution pursuant to relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote cast by such shareholder or his proxy in violation of such requirements or restrictions shall not be counted in the voting results.</p>	<p data-bbox="882 232 1058 264">Article 10.23</p> <p data-bbox="882 320 1433 483">(1) There shall be two types of resolutions of shareholders' general meetings, namely ordinary resolutions and special resolutions.</p> <p data-bbox="956 533 1433 779">An ordinary resolution must be passed by votes representing more than one-half a <u>majority</u> of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p data-bbox="956 831 1433 1077">A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.</p> <p data-bbox="882 1211 1433 2011">(3) For matters relating to general meeting resolutions, where any shareholder <u>holding voting rights has a material interest in the individual transaction or arrangement to be voted, and</u> is required to abstain from voting on any specific resolution, or is restricted to vote only in favour of or only against any specific resolution pursuant to <u>PRC regulations</u> or relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote cast by such shareholder or his proxy in violation of such requirements or restrictions shall not be counted in the voting results.</p>

Number	Original Articles	Amended Articles
55.	<p>Article 10.25 The Board, independent directors, and shareholders satisfying the relevant conditions may publicly solicit voting rights of the shareholders. Information including the specific voting intention shall be fully disclosed to the persons whose voting rights are being solicited. Soliciting voting rights of the shareholders by compensation or disguised compensation is prohibited. In soliciting voting rights, the Company shall not impose a minimum shareholding proportion requirement.</p>	<p>Article 10.25 The Board, independent directors, <u>shareholders holding more than one percent of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC</u> and shareholders satisfying the relevant conditions may publicly solicit voting rights of the shareholders. Information including the specific voting intention shall be fully disclosed to the persons whose voting rights are being solicited. Soliciting voting rights of the shareholders by compensation or disguised compensation is prohibited. <u>Except for statutory conditions,</u> In soliciting voting rights, the Company shall not impose a minimum shareholding proportion requirement.</p>

Number	Original Articles	Amended Articles
56.	<p>Article 10.26 Voting at a shareholders' meeting shall be taken on a show of hands unless a poll is (before or after any vote by show of hands) demanded by the following persons:</p> <ol style="list-style-type: none"> (1) the chairman of the meeting; (2) at least two shareholders entitled to vote in person or proxies with voting rights; (3) one or more shareholders (including proxies) individually or jointly holding 10% or more of all shares carrying voting rights at such meeting. <p>Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolutions at the meeting.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	<p>Article 10.26 The entire article is deleted and replaced with the following contents:</p> <p><u>The voting at the shareholders' general meeting shall be taken by way of registered poll.</u></p>

Number	Original Articles	Amended Articles
57.	<p>Article 10.27 A poll demanded on such matters as the election of chairman or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may direct, and the meeting may proceed to discuss other matters, while the results of the poll to be taken shall still be deemed to be a resolution of that meeting.</p> <p>The voting results shall be announced as soon as practicable.</p>	The entire article is deleted
58.	<p>Article 10.28 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes for or against in the same way.</p>	The entire article is deleted
59.	<p>Article 10.29 In the case of equality of votes, whether by show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote.</p>	The entire article is deleted
60.		The original Articles 10.30 to 10.31 are renumbered as Articles 10.27 to 10.28
61.	<p>Article 10.32 Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p>	<p>Article 10.3229 <u>In addition to the cumulative voting system, the general meeting shall resolve all the proposals separately. Where there are different proposals for the same matter, such proposals shall be voted on in the chronological order in which they are presented.</u> Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the general meeting.</p>

Number	Original Articles	Amended Articles
62.	<p>Article 10.33 Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes cast by small and medium investors shall be counted separately. The results of separately counted votes shall be publicly disclosed in a timely manner.</p>	<p>Article 10.330 Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes cast by small and medium investors shall be counted separately. The results of separately counted votes shall be publicly disclosed in a timely manner.</p> <p><u>No voting rights shall be attached to the shares held by the Company, and such shares shall not be counted among the total number of voting shares held by the shareholders present at a shareholders' general meeting.</u></p> <p><u>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after such purchase, and such shares shall not be counted among the total number of shares with voting rights at a shareholders' general meeting.</u></p>
63.		<p>The original Article 10.34 is renumbered as Article 10.31</p>

Number	Original Articles	Amended Articles
64.	<p data-bbox="300 230 855 510">Article 10.35 The following matters shall not be implemented or applied for unless they have been approved by the Company's shareholders' general meeting and passed by more than half of the public shareholders with voting rights present at the general meeting:</p> <ol data-bbox="300 551 855 1823" style="list-style-type: none"> <li data-bbox="300 551 855 1025">(1) any issue of new shares by the Company to the public (including issue of overseas-listed foreign-invested shares or warrants of other natures), issue of convertible corporate debentures, placing of shares to existing shareholders (except such placing where the controlling shareholders have provided an undertaking to fully subscribe for the shares in cash before the general meeting is convened); <li data-bbox="300 1066 855 1263">(2) major asset restructuring in which the total purchase price for the assets is 20% (or more) higher than the audited net book value of such assets; <li data-bbox="300 1303 855 1424">(3) repayment of debts due to the Company by any shareholder with his shares in the Company; <li data-bbox="300 1464 855 1585">(4) overseas listing of any of the Company's subsidiaries which are material to the Company; <li data-bbox="300 1626 855 1823">(5) such other relevant issues which may have a material impact on the interests of the public shareholders during the development of the Company. <p data-bbox="300 1863 855 2018">Where a general meeting is convened to consider the abovementioned matters, the Company shall provide shareholders with access to online voting.</p>	<p data-bbox="877 230 1401 304">The original Articles 10.35 and 10.36 are deleted</p>

Number	Original Articles	Amended Articles
	<p>Article 10.36 In such cases as provided for in the foregoing article, upon servicing notice convening of a general meeting by the Company, such general meeting notice should be published again within three days after the registration date.</p>	
65.		<p>The original Articles 10.37 to 10.39 are renumbered as Articles 10.32 to 10.34</p>
66.	<p>Article 10.40 The following procedures shall be complied with by shareholders requesting for convening of extraordinary general meetings or class meetings:</p> <p>(1) two or more shareholders holding in aggregate more than 10% (including 10%) of voting shares at such proposed meeting may request the Board to convene an extraordinary general meeting or class meeting by signing and submitting one or more written requisitions with the same format and contents and specifying the agenda of the meeting. An extraordinary general meeting or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written requisition. The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written requisition.</p>	<p>Article 10.4035 The following procedures shall be complied with by shareholders requesting for convening of extraordinary general meetings or class meetings:</p> <p>(1) two <u>one</u> or more shareholders holding in aggregate more than 10% (including 10%) of voting shares at such proposed meeting, <u>on a one vote per share basis</u>, may request the Board to convene an extraordinary general meeting or class meeting <u>or add resolutions to a meeting agenda</u> by signing and submitting one or more written requisitions with the same format and contents and specifying the agenda of the meeting. An extraordinary general meeting or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written requisition. The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written requisition.</p>

Number	Original Articles	Amended Articles
	<p>(2) if the Board fails to dispatch a notice of convening such meeting within thirty days upon receipt of the aforesaid written requisition, the shareholders submitting such request may convene such meeting by themselves within four months of the receipt of such requisition by the Board. The procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as similar as practicable.</p> <p>All reasonable expenses incurred by shareholders arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid requisition shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties.</p>	<p>The original item (2) is deleted</p> <p>The original items (3) and (4) are renumbered as items (2) and (3)</p>
67.		<p>The original Articles 10.41 to 10.44 are renumbered as Articles 10.36 to 10.39</p>
68.	<p>Article 10.45 The chairman of the meeting shall be responsible for the determination of whether a resolution is passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minute book.</p>	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
69.	<p>Article 10.46 If the chairman of the meeting has any doubt as to the voting results of resolutions put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, the chairman of the meeting shall have the votes counted immediately.</p>	<p>Article 10.460 If the <u>chairman presider</u> of the meeting has any doubt as to the voting results of resolutions put to the vote of the meeting, he may have the votes counted. If the <u>chairman presider</u> of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the <u>chairman presider</u> of the meeting may demand that the votes be counted immediately after the declaration of the result, the <u>chairman presider</u> of the meeting shall have the votes counted immediately.</p>
70.	<p>Article 10.47 If the votes are counted at the general meeting, the counting results shall be recorded into the minutes of the meeting.</p> <p>The minutes, shareholders' attendance lists and proxy forms shall be kept at the Company's corporate domicile.</p> <p>The above minutes, attendance lists and proxy forms shall not be destroyed within ten years.</p>	<p>The entire article is deleted</p>
71.		<p>The original Article 10.48 is renumbered as Article 10.41</p>
72.	<p>Article 10.49 Through various ways and means including making full use of information technology, the Company shall increase the public shareholders' participation into the general meeting, provided that the legibility and validity of such a meeting are ensured.</p>	<p>Article 10.492 Through various ways and means including making full use of information technology, the Company shall increase the public shareholders' participation into the general meeting, provided that the legibility and validity of such a meeting <u>and the shareholders' right to speak at the meeting</u> are ensured.</p>

Number	Original Articles	Amended Articles
73.	<p>Article 10.50 The Board of directors, independent directors and eligible shareholders are entitled to solicit votes from other shareholders in respect of the shareholders' general meeting. Voting rights shall be solicited free of charge and sufficient information shall be disclosed to the shareholders subject to soliciting.</p>	<p>The entire article is deleted</p>
74.	<p>Article 10.51</p> <p>(1) The shareholders' general meeting shall maintain minutes of the meeting, and the secretary to the Board of directors shall be responsible for the minutes. Minutes of the meeting shall include the followings: time, place, agenda of meeting and the name of the convener; names of the chairman of the meeting, directors, supervisors, manager and other senior management present at the meeting; number of shareholders and proxies present at the meeting, total number of the shares with voting rights held by them, and the percentage of shares with voting rights held by them over the total number of shares of the Company; process of consideration for each motion, the salient points of speaking and voting results; reply or explanation to shareholders' questions or recommendations; names of the lawyer, counting officers and the scrutinizer; such other matters as required to be included in the minutes under the Articles of Association.</p>	<p>Article 10.51<u>43</u></p> <p>(1) The shareholders' general meeting shall maintain minutes of the meeting, and the secretary to the Board of directors shall be responsible for the minutes. Minutes of the meeting shall include the followings: time, place, agenda of meeting and the name of the convener; names of the chairman of the meeting, directors, supervisors, manager and other senior management present at the meeting; number of shareholders and proxies present at the meeting, total number of the shares with voting rights held by them, and the percentage of shares with voting rights held by them over the total number of shares of the Company; process of consideration for each motion, the salient points of speaking and voting results; reply or explanation to shareholders' questions or recommendations; names of the lawyer, counting officers and the scrutinizer; such <u>other</u> matters as required to be included in the minutes under the Articles of Association.</p>

Number	Original Articles	Amended Articles
75.	<p data-bbox="300 230 464 264">Article 11.4</p> <p data-bbox="300 309 855 622">Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 11.2, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p data-bbox="300 667 855 745">“Interested shareholder(s)” as mentioned in the preceding paragraph means:</p> <p data-bbox="300 790 855 1059">(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on a stock exchange under Article 5.3, a “controlling shareholder” within the meaning of Article 9.1 in these Articles of Association;</p>	<p data-bbox="877 230 1042 264">Article 11.4</p> <p data-bbox="877 309 1433 622">Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 11.23, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p data-bbox="877 667 1433 745">“Interested shareholder(s)” as mentioned in the preceding paragraph<u>clause</u> means:</p> <p data-bbox="877 790 1433 1059">(1) in the case of a repurchase of shares by pro rata offers to all shareholders or public dealing on a stock exchange under Article 5.3, a “controlling shareholder” within the meaning of Article 9.12<u>6.3</u> in these Articles of Association;</p>
76.	<p data-bbox="300 1171 855 1283">Article 11.9 The special voting procedures for class meetings do not apply to the following circumstances:</p> <p data-bbox="300 1328 855 1686">(1) where the Company issues, upon the approval by a special resolution of it’s shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20 per cent of each of its existing issued domestic invested shares and overseas-listed foreign-invested shares;</p> <p data-bbox="300 1731 855 2045">(2) where plans in respect of the issuance of domestic invested shares and overseas-listed foreign-invested shares at the time of establishment of the Company are completed within 15 months commencing from the date of approval by the Securities Commission of the State Council.</p>	<p data-bbox="877 1171 1433 1283">Article 11.9 The special voting procedures for class meetings do not apply to the following circumstances:</p> <p data-bbox="877 1328 1433 1686">(1)—where the Company issues, upon the approval by a special resolution of it’s shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20 per cent of each of its existing issued domestic invested shares and overseas-listed foreign-invested shares;;</p> <p data-bbox="877 1731 1433 2045">(2)—where plans in respect of the issuance of domestic invested shares and overseas-listed foreign-invested shares at the time of establishment of the Company are completed within 15 months commencing from the date of approval by the Securities Commission of the State Council.</p>

Number	Original Articles	Amended Articles
77.	Article 12.1 The Company shall establish a Board of directors. The Board comprises of 13 directors, of which 5 shall be independent directors. The Board shall have one Chairman.	Article 12.1 The Company shall establish a Board of directors. The Board comprises of 13 directors, of which 5 shall be independent directors, <u>and at least one accounting professional</u> . The Board shall have one Chairman.
78.	Article 12.3 (7) Prior to the maturity of his term, a director could be removed from his office by the general meeting. In the event that the terms of directors fall upon expiration whereas new members of the Board are not re-elected in time, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules of regulatory authorities and the Articles of Association until the re-elected directors assume their office;	Article 12.3 (7) Prior to the maturity of his term, a director could be removed from his office <u>by</u> the general meeting. In the event that the terms of directors fall upon expiration whereas new members of the Board are not re-elected in time, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and rules of regulatory authorities and the Articles of Association until the re-elected directors assume their office;
79.	Article 12.5 (1) The Board is accountable to general meetings of shareholders and exercises the following functions and powers: (iv) to formulate the Company's proposed annual preliminary and final financial budgets; (v) to formulate the Company's profit distribution plan and plan for recovery of losses; (vi) to formulate proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures;	Article 12.5 (1) The Board is accountable to general meetings of shareholders and exercises the following functions and powers: (iv) to <u>formulate</u> the Company's proposed annual preliminary and final financial budgets; (v) to <u>formulate</u> the Company's profit distribution plan and plan for recovery of losses; (vi) to <u>formulate</u> proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures <u>or other securities for listing</u> ;

Number	Original Articles	Amended Articles
	<p>(vii) to draw up plans for the merger, division or dissolution of the Company;</p> <p>(viii) to appoint or dismiss the Company's manager, and based on the manager's nominations, to appoint or dismiss the deputy managers and financial controller of the Company and decide on their remuneration;</p> <p>(ix) to formulate the Company's basic management system;</p> <p>(xi) to draw up plans for material acquisition or disposal of the Company;</p> <p>(xiii) to determine the investments, acquisition and disposal of assets, external guarantees, trust asset management and related party transactions of the Company within the authorisation of the general meeting;</p>	<p>(vii) to <u>draw up plans for the purchase of shares of the Company or merger, division or dissolution of the Company and alteration of corporate form of the Company;</u></p> <p>(viii) to appoint or dismiss the Company's manager, <u>secretary to the Board and other members of senior management and determine their remuneration and matters related to their rewards and penalties;</u> and based on the manager's nominations, to appoint or dismiss the deputy managers and financial controller of the Company and determine their remuneration and matters related to their rewards and penalties;</p> <p>(ix) to formulate the Company's basic management system, and to determine the establishment of the <u>Company's internal management organization;</u></p> <p>(xi) to <u>draw up plans for material acquisition or disposal of the Company;</u></p> <p>(xiii) to determine the investments, acquisition and disposal of assets, external guarantees, trust asset management, related party transactions <u>and external donation of the Company</u> within the authorisation of the general meeting;</p>

Number	Original Articles	Amended Articles
	<p>(2) Save for the Board’s resolutions in respect of the matters specified in items (vi), (vii), (xi) and (xii) which shall be passed by two-thirds or more of the directors, the Board’s resolutions in respect of any other aforesaid matters may be passed by half or more of the directors.</p>	<p>(2) Save for the Board’s resolutions in respect of the matters specified in items (vi), (vii), (xi) and (xii) which shall be passed by <u>more than</u> two-thirds or more of the directors, the Board’s resolutions in respect of any other aforesaid matters may be passed by half or more <u>a majority</u> of the directors.</p>
80.	<p>Article 12.8 (1) If the Board proposes to dispose of fixed assets, the expected value of which, when aggregated with the value of fixed assets disposed of within four months before the proposed disposal, exceeds 33% of fixed assets value as set out in the latest balance sheet considered by the general meetings, the Board shall not dispose or consent to dispose of such fixed assets until approved by the general meeting.</p> <p>(2) The term of “disposal of fixed assets” referred to in this article means (among other things) transferring interests in certain assets, but not including provision of guarantees with the fixed assets.</p> <p>(3) Validity of transactions regarding fixed assets disposal by the Company will not be affected due to a breach of first clause of this article.</p>	<p>Article 12.8</p> <p>The original items (1), (2) and (3) are deleted</p> <p>The original item (4) is renumbered as item (1)</p> <p>Item (C) is newly added to renumbered item (2):</p> <p>(52) The following matters shall be subject to approval by two-thirds or more of the members of the Board of directors by voting and shall be put forward to the general meeting for consideration and approval:</p> <p>(C) <u>the amount of guarantee provided by the Company within one year exceeds 30% of the Company’s last audited total assets;</u></p> <p>The original items (5) (C), (D) and (E) are renumbered as items (2) (D), (E) and (F)</p>

Number	Original Articles	Amended Articles
81.	<p>Article 12.9 The Board of directors shall define the authority for investments, acquisition and disposal of assets, mortgage of assets, external guarantees, trust asset management and related party transactions, and establish strict review and decision-making procedures; the Board of directors shall engage relevant experts and professionals to conduct appraisal for major investments and propose it to the shareholders' general meeting for approval.</p>	<p>Article 12.9 The Board of directors shall define the authority for investments, acquisition and disposal of assets, mortgage of assets, external guarantees, trust asset management, <u>and related party transactions and external donation</u>, and establish strict review and decision-making procedures; the Board of directors shall engage relevant experts and professionals to conduct appraisal for major investments and propose it to the shareholders' general meeting for approval.</p>
82.	<p>Article 12.10</p> <p>In the event that the Chairman is unable to exercise his power, the Chairman may designate a director to exercise such powers on his behalf.</p> <p>(6) to procure the implementing the resolutions of the Board meeting.</p>	<p>Article 12.10</p> <p>In the event that the Chairman is unable to exercise his power, the Chairman may designate a director to exercise such powers on his behalf.</p> <p>(6) to procure the implementing the resolutions of the Board meeting.</p> <p><u>In the event that the Chairman is unable to exercise his power, a director jointly elected by more than half of the Board of Directors shall perform the duties of the Chairman.</u></p>

Number	Original Articles	Amended Articles
83.	<p>Article 12.11 Meetings of the Board of directors shall be held at least twice every year and convened by the Chairman.</p> <p>In the event of any urgent matters, upon requisition by one-third or more of the directors, or half or more of independent directors or by the manager, an extraordinary meeting of the Board of directors may be convened.</p> <p>In case of any urgent matters, when proposed by the shareholders representing 10% or more of the voting rights or by the Supervisory Committee, an extraordinary meeting of the Board of directors may be held.</p>	<p>Article 12.11 Meetings of the Board of directors shall be held at least twice every year and convened by the Chairman.</p> <p>In the event of any urgent matters, upon requisition by one-third or more of the directors, or half or more of independent directors or by the manager, an extraordinary meeting of the Board of directors may be convened.</p> <p>In case of any urgent matters, wWhen proposed by the shareholders representing 10% <u>one-tenth</u> or more of the voting rights, <u>members of one-third or more of the Board of Directors</u> or by the Supervisory Committee, an extraordinary meeting of the Board of directors may be held. <u>The Chairman of the Board of Directors shall convene and preside over the meetings of the Board of Directors within ten days of receipt of the proposal.</u></p>

Number	Original Articles	Amended Articles
84.	<p>Article 12.12</p> <p>(2) When convening an extraordinary Board meeting for urgent matters, the Chairman shall instruct the Company Secretary to notify all directors, managers and supervisors the meeting time, venue and manner by way of telex, telegram, fax or by hand with no less than 2 days and no more than 10 days prior to the extraordinary Board meeting.</p>	<p>Article 12.12</p> <p>(2) When convening <u>If an extraordinary Board meeting is convened for urgent matters</u>, the Chairman shall instruct the Company Secretary to notify all directors, managers and supervisors the meeting time, venue and manner by way of telex, telegram, fax or by hand with no less than 2 days and no more than 10 days prior to the extraordinary Board meeting.</p> <p>Item (5) is newly added:</p> <p>(5) <u>Notices of Board meeting shall set out the following contents: the date and venue of the meeting; duration of the meeting; subject and proposals of meeting; date on which the notice is issued.</u></p>
85.	<p>Article 12.13 The Board meeting may not be held unless half or more of the directors are present.</p> <p>Each director has one vote. Without prejudice to the Clause (2) of Article 12.5, resolutions of the Board shall be passed by more than half of all directors.</p> <p>In case of equivalency between the dissenting votes and affirmative vote, without prejudice to Clause (1) (vi) of Article 12.5, the Chairman has the right to cast one more vote.</p>	<p>Article 12.13 The Board meeting may not be held unless half or more <u>a majority</u> of the directors are present.</p> <p>Each director has one vote. Without prejudice to the Clause (2) of Article 12.5, resolutions of the Board shall be passed by more than half <u>a majority</u> of all directors.</p> <p>In case of equivalency between the dissenting votes and affirmative vote, without prejudice to Clause (1) (vi) of Article 12.5, the Chairman has the right to cast one more vote.</p>

Number	Original Articles	Amended Articles
86.	<p data-bbox="304 232 480 264">Article 12.17</p> <p data-bbox="304 320 855 651">(1) A director shall attend Board meetings in person, Where a director is unable to be present for any reason, he/she may appoint other director in writing to attend the meeting on his/her behalf. The scope of authorities shall be specified in the power of attorney.</p>	<p data-bbox="882 232 1058 264">Article 12.17</p> <p data-bbox="882 320 1433 907">(1) A director shall attend Board meetings in person; <u>Where a director is unable to be present for any reason, he/she may appoint other director in writing to attend the meeting on his/her behalf. <u>The name of the attorney, the matters that the proxy director is authorised to deal with, <u>F</u>the scope of authorities and the validity period shall be specified in the power of attorney, and the appointor shall sign or affix his/her seal to the power of attorney.</u></u></p>

Number	Original Articles	Amended Articles
87.	<p data-bbox="304 232 475 264">Article 12.21</p> <p data-bbox="304 405 852 696">(4) The Board of directors shall establish four committees, namely the Strategic Committee, Nomination, Remuneration and Appraisal Committee and Audit Committee, and formulate their respective detailed operating rules.</p>	<p data-bbox="882 232 1053 264">Article 12.21</p> <p data-bbox="882 405 1433 2056">(4) The Board of directors shall establish four committees, namely the Strategic Committee, <u>the</u> Nomination Committee, <u>the</u> Remuneration and Appraisal Committee and <u>the</u> Audit Committee, and formulate their respective detailed operating rules. <u>In particular, independent directors shall constitute a majority of the Nomination Committee and the Remuneration and Appraisal Committee, who shall serve as the convenor. The members of the Audit Committee shall be directors who do not serve as senior management of the Company, a majority of whom shall be independent directors, and the accounting professional among the independent directors shall serve as the convener. Independent directors shall attend meetings of special committees in person, and if an independent director is unable to attend the meeting in person due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and authorise another independent director in writing to attend on his/her behalf. An independent director may, in the course of fulfilling his/her duties, bring significant matters of the listed company within the scope of the duties and responsibilities of special committees to the attention of the special committees for discussion and deliberation in a timely manner in accordance with the procedures when becoming aware of such matters.</u></p>

Number	Original Articles	Amended Articles
		<p>(5) <u>Where a special committee of the Board convenes a meeting, the Company shall provide the relevant materials and information no later than three days prior to the convening of the meeting of the special committee in principle. The listed company shall keep the above meeting information for at least ten years. If two or more independent directors are of the view that the meeting materials are incomplete, the demonstrations are insufficient or not provided in a timely manner, they may propose in writing to the special committee of the Board to postpone the convening of the meeting or postpone the discussion of the matter in question, and the special committee of the Board shall adopt such proposal and report to the Board.</u></p>
88.		<p>Articles 12.22, 12.23 and 12.24 are newly added:</p> <p><u>Article 12.22 The Audit Committee of the Board of the Company is responsible for monitoring and auditing the Company’s financial information and its disclosure, supervising and evaluating the internal and external financial reporting system, risk management and internal control, and the following matters shall be submitted to the Board for consideration with the approval of a majority of the members of the Audit Committee:</u></p>

Number	Original Articles	Amended Articles
		<p>(1) <u>disclosure of financial information in the financial accounting reports and periodic reports, and the internal control evaluation reports;</u></p> <p>(2) <u>engagement or dismissal of the accounting firm that undertakes the business of auditing of the listed company;</u></p> <p>(3) <u>appointment or dismissal of the financial controller of the listed company;</u></p> <p>(4) <u>changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;</u></p> <p>(5) <u>other matters stipulated by laws, administrative regulations, requirements of the CSRC, the listing rules and the Articles of Association.</u></p> <p><u>The Audit Committee meets at least once a quarter, and may convene an extraordinary meeting upon the proposal of two or more members, or when the convener deems necessary. Meetings of the Audit Committee shall be held with the attendance of at least two-thirds of the members. The Committee shall convene meetings at least twice a year with the accounting firm for the business of auditing the listed company.</u></p>

Number	Original Articles	Amended Articles
		<p data-bbox="879 232 1433 651"><u>Article 12.23 The Nomination Committee of the Board of the Company is responsible for drawing up criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board in respect of the following matters:</u></p> <ol data-bbox="879 701 1433 1120" style="list-style-type: none"> <li data-bbox="879 701 1433 741"><u>(1) nomination or removal of directors;</u> <li data-bbox="879 786 1433 869"><u>(2) appointment or dismissal of senior management;</u> <li data-bbox="879 913 1433 1120"><u>(3) other matters stipulated by laws, administrative regulations, requirements of the CSRC, listing rules and the Articles of Association.</u> <p data-bbox="879 1167 1433 1458"><u>If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in the resolution of the Board and disclose the same.</u></p>

Number	Original Articles	Amended Articles
		<p data-bbox="879 232 1430 651"><u>Article 12.24 The Remuneration and Appraisal Committee of the Board of the Company is responsible for formulating standards for and conducting assessment on directors and senior management, formulating and reviewing remuneration policies and plans for directors and senior management, and making recommendations to the Board on the following matters:</u></p> <ol data-bbox="879 701 1430 1503" style="list-style-type: none"> <li data-bbox="879 701 1430 779">(1) <u>remuneration of directors and senior management;</u> <li data-bbox="879 831 1430 1077">(2) <u>to formulate or change equity incentive plans and employee stock ownership plans, and to ensure that incentive objects are granted rights and the conditions for exercising their rights are met;</u> <li data-bbox="879 1128 1430 1249">(3) <u>to arrange for directors and senior management shareholding plans for proposed subsidiary spin-off;</u> <li data-bbox="879 1301 1430 1503">(4) <u>other matters stipulated in laws, administrative regulations, requirements of the CSRC, the listing rules and the Articles of Association of the Company.</u> <p data-bbox="879 1554 1430 1883"><u>If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for its non-adoption in the resolution of the Board and disclose the same.</u></p>
89.		<p data-bbox="879 1917 1430 1989">The original Articles 12.22–12.24 are renumbered as Articles 12.25–12.27.</p>

Number	Original Articles	Amended Articles
90.	<p>Article 13.1 Independent directors shall represent 1/3 or more of the Board of directors, including at least one qualified accounting expert. An independent director shall perform his duties faithfully to protect the Company's interests especially the lawful interests of public shareholders from damage.</p> <p>An independent director shall perform his duties independently and free from the influence of the Company's substantial shareholders, de facto controller or any of entities or individuals that is interested in the Company or its substantial shareholders or de facto controller. The independent directors shall perform his duties in accordance with laws, administrative regulations and rules of regulatory authorities.</p>	<p>The original Article 13.1 is deleted and replaced with the following:</p> <p><u>Article 13.1 The Company shall set up a working system for independent directors. The independent director system shall be in compliance with laws, administrative regulations, requirements of the CSRC and rules of the stock exchange, and shall be conducive to the sustainable and compliance development of the Company, and shall not be detrimental to the interests of the Company. The Company shall provide the necessary safeguards for independent directors to perform their duties in accordance with the law.</u></p> <p><u>The Board of the Company shall consist of at least one-third independent directors, including at least one accounting professional. Independent directors shall faithfully perform their duties and safeguard the interests of the Company, with particular attention to ensuring that the legitimate rights and interests of public shareholders are not jeopardized.</u></p>

Number	Original Articles	Amended Articles
		<p><u>The independent directors shall attend the Board meetings in person. If they are unable to attend the meeting in person for any reason, they shall review the meeting materials in advance, form a clear opinion, and appoint other independent directors in writing to attend the meeting on their behalf. If an independent director fails to attend Board meetings in person or by proxy for two consecutive times, the Board shall, within thirty days from the date of occurrence of such fact, propose to convene a shareholders' general meeting to remove such independent director from his/her duties.</u></p> <p><u>The on-site working time of the independent directors in the Company shall not less than fifteen days each year.</u></p>

Number	Original Articles	Amended Articles
91.		<p>Article 13.2 is newly-added:</p> <p><u>Article 13.2 Independent directors must remain independent.</u></p> <p><u>The qualifications for appointment and election procedures for independent directors shall be in compliance with laws, administrative regulations, regulations of the CSRC and business rules and requirements of the stock exchange.</u></p>
92.	<p>Article 13.2 The Board of Directors, Supervisory Committee, or shareholders individually or jointly holding 1% or more of the issued shares of the Company are entitled to nominate candidates for independent directors to be elected at the general meetings.</p>	<p>The original Article 13.2 is renumbered as Article 13.3:</p> <p><u>Article 13.23 The Board of Directors, Supervisory Committee, or shareholders individually or jointly holding 1% or more of the issued shares of the Company are entitled to nominate candidates for independent directors to be elected at the general meetings. In the event two or more independent directors are to be elected at a shareholders' general meeting of the Company, a cumulative voting mechanism shall be implemented; the votes of the minority shareholders shall be counted and disclosed separately. A nominator shall not nominate any person in whom he or she has an interest or any other closely related person who may affect the independent performance of duties of a candidate for independent director.</u></p> <p><u>The Nomination Committee of the Board shall examine the qualifications of the nominee and form a clear opinion on the examination.</u></p>

Number	Original Articles	Amended Articles
93.	<p>Article 13.3 Major related party transactions, appointment or dismissal of the accounting firms are subject to prior consent by more than half of the independent directors before submission for discussion by the Board of directors. Proposal of the independent directors to the Board of directors for convening an extraordinary general meeting and a meeting of the Board of directors, and to publicly solicit voting rights from other shareholders before the convening of general meeting are subject to approval by more than half of the independent directors. Upon their unanimous consent, independent directors may independently engage external auditors and consultants to provide auditing and consultancy services on specific matters at the expenses of the Company.</p> <p>Article 13.4 Independent directors shall attend meetings of the Board of directors on time, and shall keep themselves informed of the production and operation of the Company and conduct active investigation to obtain the particulars and information required for decision-makings. Independent directors shall submit an annual work report of all independent directors to the annual general meeting of the Company, stating their performance of duties.</p>	<p>The original Articles 13.3, 13.4 and 13.5 are deleted</p>

Number	Original Articles	Amended Articles
	<p>Article 13.5 The Company shall establish a operating system for independent directors. The secretary to the Board of directors shall assist and cooperate with independent directors in their discharge of duties. The Company shall undertake that independent directors will enjoy the same right to information as other directors, will be provided with relevant and timely materials and information and will be reported about the operation of the Company regularly and that site visits will be organised for independent directors as necessary.</p>	
94.	<p>Article 13.6 The term of office for independent directors shall be the same as other directors of the Company, and they may stand for re-election upon expiry of their term, provided that the term of office of an independent director shall not exceed six years in succession. Before expiry of their term, independent directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiry of his or her term, the Company shall disclose it as a special discloseable matter.</p>	<p>The original Article 13.6 is renumbered as Article 13.4:</p> <p>Article 13.64 The term of office for independent directors shall be the same as other directors of the Company, and they may stand for re-election upon expiry of their term, provided that the term of office of an independent director shall not exceed six years in succession. Before expiry of their term, independent directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiry of his or her term, the Company shall disclose it as a special discloseable matter.</p>
95.	<p>Article 13.7 Independent directors may resign before expiry of their term. Independent directors shall submit to the Board of directors a written resignation stating any situation relating to their resignation or which they consider to be necessary to draw to the attention of the shareholders and creditors of the Company.</p>	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
	<p>Should the resignation of independent directors results in the number of independent directors or members of the Board of directors falling below the statutory or minimum requirement as stipulated in the Articles of Association, the resigning independent directors shall continue to perform their duties in accordance with the laws, administrative regulations and the Articles of Association until the independent directors who are elected in the by-election assume their offices. The Board of Directors shall convene a shareholders' general meeting within two months to elect such independent directors to fill the casual vacancy. The resigning independent directors may cease to perform their duties if a shareholders' general meeting is not held within the two months' period.</p>	
96.		<p>Articles 13.5–13.10 are newly added</p> <p><u>Article 13.5 Independent directors may resign before expiry of their term. The Company may also terminate his/her duties in accordance with statutory procedures. The resignation, dismissal and by-election of an independent director shall be in compliance with laws, administrative regulations, regulations of the CSRC and regulations and requirements of the listing rules of the stock exchange.</u></p>

Number	Original Articles	Amended Articles
		<p data-bbox="879 232 1433 443"><u>Article 13.6 The following matters shall be submitted to the Board for consideration after having being approved by a majority of all independent directors of the Company:</u></p> <ol data-bbox="879 488 1433 1205" style="list-style-type: none"> <li data-bbox="879 488 1433 568">(1) <u>related party transactions that require to be disclosed;</u> <li data-bbox="879 613 1433 739">(2) <u>the proposal of the Company and the relevant related parties to change or waive their undertakings;</u> <li data-bbox="879 784 1433 949">(3) <u>decisions made and measures taken by the board of directors of the acquired company in respect of the acquisition;</u> <li data-bbox="879 994 1433 1205">(4) <u>other matters stipulated by laws, administrative regulations, requirements of the CSRC, listing rules and the Articles of Association.</u> <p data-bbox="879 1249 1433 1330"><u>Article 13.7 The independent directors shall perform the following duties:</u></p> <ol data-bbox="879 1375 1433 1500" style="list-style-type: none"> <li data-bbox="879 1375 1433 1500">(1) <u>to participate in the decision-making of the Board and to express clear opinions on the matters discussed;</u>

Number	Original Articles	Amended Articles
		<p data-bbox="882 232 1434 824">(2) <u>to supervise the matters listed in Articles 12.22, 12.23, 12.24 and 13.6 of the Articles of Association regarding potential material conflicts of interest among the Company and its controlling shareholders, de facto controllers, directors and senior management, and to urge the Board to make decisions in line with the interests of the Company as a whole, and to protect the legitimate rights and interests of the minority shareholders;</u></p> <p data-bbox="882 869 1434 1122">(3) <u>to provide professional and objective recommendation on the Company's operation and development, and to promote the enhancement of decision-making level of the Board;</u></p> <p data-bbox="882 1167 1434 1375">(4) <u>other duties as stipulated by laws, administrative regulations, requirements of the CSRC, listing rules and the Articles of Association.</u></p> <p data-bbox="882 1420 1434 1547"><u>Article 13.8 The independent directors shall exercise the following special powers:</u></p> <p data-bbox="882 1592 1434 1800">(1) <u>to independently appoint intermediary organizations to conduct audits, consultations or verifications on specific matters of the Company;</u></p> <p data-bbox="882 1845 1434 1973">(2) <u>to propose to the Board the convening of an extraordinary general meeting;</u></p> <p data-bbox="882 2018 1434 2103">(3) <u>to propose to the Board the convening of a Board meeting;</u></p>

Number	Original Articles	Amended Articles
		<p data-bbox="882 232 1430 353">(4) <u>to openly solicit shareholders' rights from shareholders in accordance with the law;</u></p> <p data-bbox="882 405 1430 568">(5) <u>to express independent opinions on matters that may jeopardize the interests of the listed company or the minority shareholders;</u></p> <p data-bbox="882 620 1430 824">(6) <u>other functions and powers as stipulated in laws, administrative regulations, requirements of the CSRC and listing rules, and the Articles of Association.</u></p> <p data-bbox="882 875 1430 1039"><u>To exercise the functions and powers as set forth in items 1 to 3, the independent director(s) shall obtain the consent of a majority of all independent directors.</u></p> <p data-bbox="882 1090 1430 1420"><u>Regarding the exercises of the functions and powers as set forth in Clause 1 by independent directors, the Company shall disclose that in a timely manner. In the event that the above functions and powers fail to exercise normally, the Company shall disclose the specific details and reasons therefor.</u></p> <p data-bbox="882 1471 1430 1711"><u>Article 13.9 The Company shall convene meetings attended by all independent directors (hereinafter referred to as the "Special Meetings of Independent Directors") on a regular or irregular basis.</u></p>

Number	Original Articles	Amended Articles
		<p><u>The Special Meetings of Independent Directors shall be convened and presided by an independent director jointly elected by a majority of the independent directors; if the convenor is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene the meeting on their own and elect a representative to preside over the meeting.</u></p> <p><u>Article 13.10 The independent directors shall submit annual duty reports to the annual general meeting of the Company to explain the fulfillment of their duties. The contents of the annual duty report shall comply with the provisions and requirements of laws, administrative regulations, regulations of the CSRC and rules and requirements of the stock exchange.</u></p> <p><u>The annual duty reports of the independent directors shall be disclosed no later than the issuance of the notice of the annual general meeting of the Company.</u></p>
97.	<p>Article 14.1 The Company shall have one secretary to the Board (“Company Secretary”). The Company Secretary is a senior management member of the Company.</p>	<p><u>Article 14.1 The Company shall have one secretary to the Board (“Company Secretary”) who is responsible for matters such as the preparation of the shareholders’ general meeting and the Board meeting of the Company, keeping the documents and managing the shareholders’ materials of the Company and disclosing information. The Company Secretary is a senior management member of the Company.</u></p> <p><u>The secretary to the Board shall abide by the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.</u></p>

Number	Original Articles	Amended Articles
98.	Article 14.3 Directors or other senior management may also act as the Company Secretary. The accountants of accounting firm appointed by the Company shall not concurrently act as the secretary to the Board.	Article 14.3 Directors, <u>manager</u> or other senior management may also act as the Company Secretary. The accountants of accounting firm appointed by the Company shall not concurrently act as the secretary to the Board.
99.	Article 15.2 Persons assuming offices other than director and supervisor of the controlling shareholder and of the de facto controller of the Company shall not assume the offices of senior management of the Company.	Article 15.2 Persons assuming offices other than director and supervisor of the controlling shareholder and of the de facto controller of the Company shall not assume the offices of senior management of the Company. <u>A member of the senior management of the Company shall only receive remunerations from the Company, such remuneration shall not be paid by the controlling shareholders.</u>
100.	Article 15.4 The manager shall be accountable to the Board and exercise the following functions and powers: (3) to decide on the establishment of the Company's internal management structure; (8) to personally (or appoint a deputy manager to) convene and preside over the business meetings of the manager which the manager, deputy managers and other management members shall attend;	Article 15.4 The manager shall be accountable to the Board and exercise the following functions and powers: (3) to decide on <u>formulate proposals for</u> the establishment of the Company's internal management structure; (8) to personally (or appoint a deputy manager to) convene and preside over the business meetings of the manager which the manager, deputy managers and other <u>senior</u> management members shall attend;

Number	Original Articles	Amended Articles
101.	<p>Article 16.2 The Supervisory Committee comprises of 5 supervisors, one of which acts as the chairman of Supervisory Committee. Supervisors shall be elected at the shareholders’ general meeting. The term of office of the supervisors is three (3) years. At the expiry of his term of office, the supervisor is eligible for re-election and reappointment. The supervisors are elected by means of cumulative voting mechanism. In the supervisor(s) election, the number of votes held by each shareholder shall equal the product of the number of his/her shares held multiplied by the number of supervisors he is entitled to elect; each shareholder has the right to cast all his/her votes to one, two or more supervisor candidates, or to all supervisor candidates at his/her discretion. The candidate(s) with the most votes shall be elected as supervisor(s).</p>	<p>Article 16.2 Clause 1 is amended:</p> <p>The Supervisory Committee comprises of 5 supervisors, one of which acts as the chairman of Supervisory Committee. Supervisors shall be elected at the shareholders’ general meeting. The term of office of the supervisors is three (3) years. At the expiry of his term of office, the supervisor is eligible for re-election and reappointment. <u>Supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Company, and sign written confirmation opinion on regular reports.</u> The supervisors are elected by means of cumulative voting mechanism. In the supervisor(s) election, the number of votes held by each shareholder shall equal the product of the number of his/her shares held multiplied by the number of supervisors he is entitled to elect; each shareholder has the right to cast all his/her votes to one, two or more supervisor candidates, or to all supervisor candidates at his/her discretion. The candidate(s) with the most votes shall be elected as supervisor(s).</p> <p>Clause 2 and clause 3 are newly added:</p>

Number	Original Articles	Amended Articles
	<p>The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by votes of two-thirds or more of its members.</p>	<p><u>Any failure of a supervisor to be promptly re-elected upon the expiration of his/her term of office, or any resignation of a supervisor within his/her term of office resulting in the number of members of the Supervisory Committee being lower than the statutory quorum, then such former supervisor shall, before the newly elected supervisor take office, continue to perform his/her duties in accordance with laws, administrative regulations and the Articles of Association.</u></p> <p><u>The supervisors are elected by means of cumulative voting mechanism. In the supervisor(s) election, the number of votes held by each shareholder shall equal the number of his/her shares held multiplied by the number of supervisors he/she is entitled to elect; each shareholder has the right to cast all his/her votes to any supervisor candidate, or to all supervisor candidates at his/her discretion or to cast all votes to two or more supervisor candidates. The candidate(s) with the most votes shall be elected as supervisor(s).</u></p> <p>The second last clause is amended:</p> <p><u>The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by votes of two-thirds or more of its members the majority of all supervisors. Where the chairman of the Supervisory Committee is unable to or fails to discharge his/her duties, more than one half of the supervisors shall nominate a supervisor to convene and preside over the meeting.</u></p>

Number	Original Articles	Amended Articles
102.	<p>Article 16.5 The Supervisory Committee shall hold at least two meetings every year, which shall be convened by the chairman of Supervisory Committee.</p> <p>An extraordinary meeting of the Supervisory Committee may be convened by requisition of supervisors.</p>	<p>Article 16.5 The Supervisory Committee shall hold at least <u>one</u> two meetings every <u>six months</u> year, which shall be convened by the chairman of Supervisory Committee.</p> <p>An extraordinary meeting of the Supervisory Committee may be convened by requisition of supervisors.</p>
103.	<p>Article 16.6 The Supervisory Committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with law:</p> <p>The supervisors shall attend Board meetings as non-voting participants.</p>	<p>Article 16.6 The Supervisory Committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with law:</p> <p>The supervisors shall attend Board meetings as non-voting participants.</p>
104.	<p>Article 16.7</p> <p>(2) Resolutions of the Supervisory Committee shall be passed by two-thirds or more of its members.</p>	<p>Article 16.7</p> <p>(2) Resolutions of the Supervisory Committee shall be passed by two-thirds or more <u>than half</u> of its members.</p>
105.	<p>Article 16.11 A supervisor shall perform his duties faithfully in accordance with laws, administrative regulations and the Articles of Association.</p>	<p>Article 16.11 A supervisor shall perform his duties faithfully in accordance with <u>abide by</u> laws, administrative regulations and the Articles of Association, and <u>shall perform his/her obligations faithfully and diligently and discharge his/her supervisory duties in good faith.</u> A supervisor shall not abuse <u>his/her authority of office to obtain bribes or other illegal income and not misappropriate the property of the Company.</u></p>

Number	Original Articles	Amended Articles
106.	<p>Article 17.3</p> <p>(4) not to expropriate shareholder’s individual interests, including (without limitation to) distribution rights and voting rights, except for the restructuring plan of the Company submitted to general meeting according to the Articles of Association.</p>	<p>Article 17.3</p> <p>(4) not to expropriate shareholder’s individual interests, including (without limitation to) distribution rights and voting rights, except for the restructuring plan of the Company submitted to general meeting according to the Articles of Association.</p>
107.	<p>Article 17.8 Save for circumstances prescribed in Article 17.16 of the Articles of Association, a director, supervisor, manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
108.	<p data-bbox="300 232 855 869">Article 17.9 Where a director, supervisor, manager or other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement (other than his contract of service with the Company) with the Company, he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal thereof is otherwise subject to the approval of the Board.</p> <p data-bbox="300 913 855 1756">Unless the interested director, supervisor, manager or other senior management member of the Company discloses his interests in accordance with the preceding sub-paragraphs of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested director, supervisor, manager or other senior management member of the Company is not counted as part of the quorum and abstain from voting, the contract, transaction or arrangement in which that director, supervisor, manager or other senior management member is materially interested is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested senior officer.</p> <p data-bbox="300 1800 855 2051">For the purposes of this Article, a director, supervisor, manager or other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.</p>	<p data-bbox="879 232 1262 268">The entire article is deleted</p>

Number	Original Articles	Amended Articles
109.	<p>Article 17.10 Where a director, supervisor, manager or other senior management member of the Company gives to the Board a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of which may subsequently be entered by the Company, such notice shall be deemed for the purposes of the preceding paragraphs of this Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	<p>The entire article is deleted</p>
110.	<p>Article 17.11 The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, manager or other senior management members.</p>	<p>The entire article is deleted</p>

Number	Original Articles	Amended Articles
111.	<p data-bbox="300 232 855 568">Article 17.12 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a director, supervisor, manager or other senior management member of the Company or of the Company’s parent company or any of their respective associates.</p> <p data-bbox="300 613 855 698">However, the following transactions are not subject to such prohibition:</p> <ol data-bbox="300 743 855 2056" style="list-style-type: none"> <li data-bbox="300 743 855 869">(1) the provision by the Company of a loan or a guarantee for a loan to its subsidiary; <li data-bbox="300 913 855 1505">(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, manager or other senior management members to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting; <li data-bbox="300 1550 855 2056">(3) the Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant directors, supervisors, manager or other senior management members or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees. 	<p data-bbox="877 232 1264 268">The entire article is deleted</p>

Number	Original Articles	Amended Articles
112.	Article 17.13 A loan made by the Company in breach of the above provisions shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	The entire article is deleted
113.	<p>Article 17.14 A loan guarantee provided by the Company in breach of Article 17.12 (1) shall be unenforceable against the Company, provided that:</p> <p>(1) the lender failed to acknowledge of the circumstance that he provided a loan to the directors, supervisors, manager and other senior management of the Company or its parent company; or</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	The entire article is deleted
114.	Article 17.15 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an undertaking of liabilities or property provided to secure the performance of obligations by the obligor.	The entire article is deleted

Number	Original Articles	Amended Articles
115.	<p data-bbox="300 232 855 528">Article 17.16 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, manager and other senior management members of the Company is in breach of his duties to the Company, the Company is entitled to:</p> <ol data-bbox="300 573 855 1841" style="list-style-type: none"> <li data-bbox="300 573 855 824">(1) claim damages against the director, supervisor, manager and other senior management members in compensation for losses sustained by the Company as a result of such breach; <li data-bbox="300 869 855 1290">(2) rescind any contract or transaction entered into by the Company with the director, supervisor, manager and other senior management members or with a third party (where such third party knows or should know that such director, supervisor, manager and other senior management members have breached their duties); <li data-bbox="300 1335 855 1505">(3) demand the director, supervisor, manager and other senior management members to surrender the profits made by him in breach of his duties; <li data-bbox="300 1550 855 1841">(4) recover any monies received by the director, supervisor, manager and other senior management members which should have been otherwise received by the Company, including (without limitation) commissions; and 	<p data-bbox="879 232 1262 268">The entire article is deleted</p>

Number	Original Articles	Amended Articles
	<p>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, manager and other senior management members on the monies that should have been paid to the Company.</p> <p>(6) take legal proceedings to claim the properties arising from the breach of duties by the director, supervisor, manager and other senior management staff.</p>	
116.	<p>Article 17.17 The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his remuneration are stipulated, including;</p> <p>(1) remuneration in respect of his service as director, supervisor or senior management member of the Company;</p> <p>(2) remuneration in respect of his service as director, supervisor or senior management member of any subsidiary of the Company;</p> <p>(3) remuneration for providing management services for the Company and its subsidiaries;</p> <p>(4) compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>Except pursuant to a contract entered into mentioned above, no proceedings may be brought by a director or supervisor against the Company for any benefits in respect of the matters mentioned in this Article.</p>	The entire article is deleted

Number	Original Articles	Amended Articles
117.	<p>Article 17.18 The contract concerning remuneration entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means:</p> <p>(1) a takeover offer made by any person to all shareholders; or</p> <p>(2) an offer made by any person with a view to becoming a "controlling shareholder" as defined in Article 9.2.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	The entire article is deleted
118.		The original Article 17.19 is renumbered as Article 17.8

Number	Original Articles	Amended Articles
119.	<p>Article 18.2 At the end of each financial year, the Company shall prepare a financial report which shall be examined and verified in accordance with laws.</p>	<p>Article 18.2 At the end of each financial year, the Company shall prepare a financial report which shall be examined and verified in accordance with laws.</p> <p><u>The Company shall submit and disclose the annual report to the CSRC and the stock exchange within four months after the end of a financial year. The Company shall submit and disclose the interim report to the relevant authorities authorized by the CSRC and the stock exchange within two months from the end of the first half of a financial year.</u></p> <p><u>The aforesaid annual report and interim report shall be prepared in accordance with the relevant laws, administrative rules and requirements of the CSRC and the stock exchange.</u></p>
120.	<p>Article 18.5 The Board shall place before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations or directives promulgated by competent regional and central governmental authorities to be prepared by the Company.</p>	<p>Article 18.5 The Board shall place lay before the shareholders at every <u>annual</u> general meeting such financial reports as are required by any laws, administrative regulations or directives promulgated by competent regional and central governmental authorities to be prepared by the Company.</p>

Number	Original Articles	Amended Articles
121.	<p>Article 18.6 The Company’s financial reports should be available for shareholder’s inspection at the Company 20 days before the annual general meeting. Each shareholder shall be entitled to receive such financial reports mentioned in the Chapter.</p> <p>The Company should post the above-mentioned reports to the shareholders of overseas listed foreign invested shares with prepaid mail at least 21 days before the annual general meeting; addressed to the address set out in the register of shareholders.</p>	<p>Article 18.6 The Company’s financial reports should be available for shareholder’s inspection at the Company 20 days before the <u>annual</u> general meeting. Each shareholder shall be entitled to receive such financial reports mentioned in the Chapter.</p> <p>The Company should post the above-mentioned reports to the shareholders of overseas-listed foreign-invested shares <u>with by electronic means, prepaid mail or e-mail</u> at least 21 days before the <u>annual</u> general meeting; addressed to the address set out in the register of shareholders <u>or e-mail address or account number</u>.</p>
122.	<p>Article 18.10 The Company shall not keep accounts other than those provided by law. The accounting accounts of the Company are available to directors and supervisors for inspection.</p>	<p>Article 18.10 The Company shall not keep <u>accounts</u> other than those provided by law. <u>Assets of the Company shall not be deposited in an account maintained in any individual’s name.</u> The <u>accounting accounts</u> of the Company are available to directors and supervisors for inspection.</p>

Number	Original Articles	Amended Articles
123.	<p data-bbox="304 232 459 264">Article 19.6</p> <p data-bbox="304 405 855 1077">(3) capitalisation into additional share capital of the Company. With the approval of the shareholders by way of a special resolution in general meeting, the Company may capitalise the reserve fund into share capital, and issue bonus shares to shareholders pro rata to their existing shareholdings or increase the par value of the shares. However, when the statutory reserve fund is capitalised into share capital, the amount remaining in such statutory reserve fund shall not be less than 25% of the registered capital of the Company.</p>	<p data-bbox="882 232 1037 264">Article 19.6</p> <p data-bbox="882 405 1433 824">(3) capitalisation into additional share capital of the Company. With the approval of the shareholders by way of a special resolution in general meeting, the Company may capitalise the reserve fund into share capital, and issue bonus shares to shareholders pro rata to their existing shareholdings or increase the par value of the shares.</p> <p data-bbox="882 875 1433 1169">However, <u>the capital reserve shall not be used for off-setting the loss of the Company.</u> ¶When the statutory reserve fund is capitalised into share capital, the amount remaining in such statutory reserve fund shall not be less than 25% of the registered capital of the Company.</p>

Number	Original Articles	Amended Articles
124.	<p data-bbox="304 232 849 315">Article 19.7 Decision-making procedures for profit distribution of the Company:</p> <p data-bbox="304 450 849 1032">(4) If profit is recorded in the reporting period but the Board of the Company does not put forth a cash profit distribution proposal, reasons therefor, the use of capital that may otherwise be distributed as dividends but has been retained by the Company and anticipated gains and details of consideration and voting at the Board meetings shall be disclosed in the Company’s regular reports, and independent directors shall express independent opinions thereon.</p>	<p data-bbox="880 232 1425 315">Article 19.7 Decision-making procedures for profit distribution of the Company:</p> <p data-bbox="880 450 1425 1122">(4) If profit is recorded in the reporting period <u>and its accumulated undistributed profit is a positive figure</u>, but the Board of the Company does not put forth a cash profit distribution proposal, reasons therefor, the use of capital that may otherwise be distributed as dividends but has been retained by the Company and anticipated gains and details of consideration and voting at the Board meetings shall be disclosed in the Company’s regular reports, and independent directors shall express independent opinions thereon.</p>

Number	Original Articles	Amended Articles
125.	<p data-bbox="304 232 850 315">Article 19.8 Profit distribution policy of the Company:</p> <p data-bbox="304 360 850 1032">(1) The Company adopts a consistent and stable profit distribution policy, which emphasizes investors' reasonable investment return while ensuring the Company's continuous development. The Company's profit distribution shall not exceed the accumulated distributable profits or damage the Company's ability to continue operations. After the profit distribution plan has been resolved at the general meeting, the Board shall complete the dividend (or share) distribution within 2 months after the date of the general meeting.</p>	<p data-bbox="882 232 1428 315">Article 19.8 Profit distribution policy of the Company:</p> <p data-bbox="882 360 1428 1032">(1) The Company adopts a consistent and stable profit distribution policy, which emphasizes investors' reasonable investment return while ensuring the Company's continuous development. The Company's profit distribution shall not exceed the accumulated distributable profits or damage the Company's ability to continue operations. After the profit distribution plan has been resolved at the general meeting, the Board shall complete the dividend (or share) distribution within 2 months after the date of the general meeting.</p> <p data-bbox="882 1167 1222 1205">A new clause 5 is added:</p> <p data-bbox="882 1249 1428 1503"><u>(5) After the profit distribution plan is approved at the general meeting, the Board shall complete the distribution of dividends (or shares) within two months after conclusion of the general meeting.</u></p>

Number	Original Articles	Amended Articles
126.	<p>Article 20.1 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company's annual financial reports and review the Company's other financial reports.</p> <p>The first firm of certified public accountants of the Company may be appointed at the inaugural meeting of the Company before the first annual general meeting and the certified public accountants firm so appointed shall hold office until the conclusion of the first annual general meeting.</p>	<p>Article 20.1 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the <u>Securities Law State</u> to audit <u>its financial statements</u>, the Company's annual financial reports and review the Company's other financial reports <u>verify its net assets and provide other related consultancy services</u>.</p> <p>The first firm of certified public accountants of the Company may be appointed at the inaugural meeting of the Company before the first <u>annual</u> general meeting and the certified public accountants firm so appointed shall hold office until the conclusion of the first annual general meeting.</p>
127.	<p>Article 20.2 The certified public accountants firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which the appointment is made until the conclusion of the next annual general meeting.</p>	<p>Article 20.2 The certified public accountants firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which the appointment is made until the conclusion of the next annual general meeting <u>for one year, which can be re-appointed</u>.</p>

Number	Original Articles	Amended Articles
128.		<p>Article 20.3</p> <p>New clause is added:</p> <p><u>The Company guarantees that it will provide the certified public accountants firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any objection, omission or falsification.</u></p>
129.	<p>Article 20.4 Before the convening of the shareholders' general meeting, the Board may fill any casual vacancy in the office of the certified public accountants firm, but while any such vacancy continues, the surviving or continuing firm, if any, may act.</p>	<p>Article 20.4 <u>The engagement of a certified public accountants firm by the Company shall be determined at the shareholders' general meeting.</u> Before the determination the convening of at the shareholders' general meeting, the Board shall not appoint may fill any casual vacancy in the office of the certified public accountants firm, but while any such vacancy continues, the surviving or continuing firm, if any, may act.</p>
130.	<p>Article 20.6 The remuneration of a certified public accountants firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting. The remuneration of a certified public accountants firm appointed by the Board shall be determined by the Board.</p>	<p>Article 20.6 The remuneration of a certified public accountants firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting. The remuneration of a certified public accountants firm appointed by the Board shall be determined by the Board.</p>

Number	Original Articles	Amended Articles
131.	<p data-bbox="300 232 855 566">Article 20.7 The Company’s appointment of, removal of and non-reappointment of a certified public accountants firm shall be resolved by shareholders in general meeting. The resolution of the shareholders at general meeting shall be filed with the securities regulating authority of the State Council.</p> <p data-bbox="300 613 855 1205">Where any resolution is proposed to be passed by shareholders at general meeting concerning the appointment of a certified public accountants firm which is not an incumbent firm to fill a casual vacancy in the office of certified public accountants firm, the re-appointment of a certified public accountants firm which was appointed by the Board of directors of the Company to fill a casual vacancy, or the removal of a certified public accountants firm before the expiration of its terms of office, the following provisions shall apply:</p>	<p data-bbox="877 232 1433 566">Article 20.7 The Company’s appointment of, removal of and non-reappointment of a certified public accountants firm shall be resolved by shareholders in general meeting. The resolution of the shareholders at general meeting shall be filed with the securities regulating authority of the State Council.</p> <p data-bbox="877 613 1433 1249">Where any resolution is proposed to be passed by shareholders at general meeting concerning the appointment of a certified public accountants firm which is not an incumbent firm to fill a casual vacancy in the office of certified public accountants firm, the re-appointment of a certified public accountants firm which was nominated for appointment appointed by the Board of directors of the Company to fill a casual vacancy, or the removal of a certified public accountants firm before the expiration of its terms of office, the following provisions shall apply:</p>

Number	Original Articles	Amended Articles
132.	<p>Article 20.8 (1) Prior to the removal or the non-renewal of the appointment of a certified public accountants firm, notice of such removal or non-renewal shall be given to the certified public accountants firm concerned in advance and such firm shall be entitled to make representation at the shareholders' general meeting. Where the certified public accountants firm resigns from its post, it shall make clear to the shareholders' general meeting whether there has been any impropriety on the part of the Company.</p>	<p>Article 20.8 (1) Prior to the removal or the non-renewal of the appointment of a certified public accountants firm, notice of such removal or non-renewal shall be given to the certified public accountants firm concerned in advance and such firm shall be entitled to make representation at the shareholders' general meeting. Where the certified public accountants firm resigns from its post, it shall make clear to the shareholders' general meeting whether there has been any impropriety on the part of the Company.</p>
133.	<p>Article 22.1</p> <p>For holders of the overseas-listed foreign-invested shares listed in Hong Kong, the aforesaid document shall also be sent by post.</p>	<p>Article 22.1</p> <p>For holders of the overseas-listed foreign-invested shares listed in Hong Kong, the aforesaid document shall also be sent by post <u>or by electronic means</u>.</p>

Number	Original Articles	Amended Articles
134.	<p data-bbox="300 232 855 398">Article 22.2 Companies may be merged through merger by absorption or through the establishment of a newly merged entity.</p> <p data-bbox="300 448 855 824">Where there is a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of 10 days from the date of the resolution approving the merger and make at least three newspaper announcements of the merger within 30 days of that date.</p> <p data-bbox="300 873 855 1039">After the merger, claims and liabilities of parties to the merger shall be borne by the continuing company or the newly established company.</p>	<p data-bbox="877 232 1433 398">Article 22.2 Companies may be merged through merger by absorption or through the establishment of a newly merged entity.</p> <p data-bbox="877 448 1433 824"><u>A company that absorbs other company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by establishment of a new company whereby the companies being merged shall be dissolved.</u></p> <p data-bbox="877 873 1433 1249">Where there is a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of 10 days from the date of the resolution approving the merger and make at least three newspaper announcements of the merger within 30 days of that date.</p> <p data-bbox="877 1299 1433 1585"><u>Creditors may, within 30 days of receipt of the notice or within 45 days of the date of the announcement in the case of failure of receipt of the notice, require the Company to pay its debts in full or to provide a corresponding guarantee for such debt.</u></p> <p data-bbox="877 1635 1433 1800">After the merger, claims and liabilities of parties to the merger shall be borne by the continuing company or the newly established company.</p>

Number	Original Articles	Amended Articles
135.	<p>Article 22.3 When the Company is divided, its assets shall be split up accordingly.</p> <p>Where there is a division, the parties to the division shall enter into a division agreement, and prepare its balance sheet and list of properties. The Company shall notify its creditors within a period of 10 days from the date of the resolution approving the division and make at least three newspaper announcements of the division within 30 days of that date.</p> <p>Liabilities prior to the division shall be borne by the post-division companies pursuant to relevant agreement.</p>	<p>Article 22.3 When the Company is divided, its assets shall be split up accordingly.</p> <p>Where there is a division, the parties to the division shall enter into a division agreement, and prepare its balance sheet and list of properties. The Company shall notify its creditors within a period of 10 days from the date of the resolution approving the division and make at least three newspaper announcements of the division within 30 days of that date.</p> <p>Liabilities prior to the division shall be borne by the post-division companies pursuant to relevant agreement.</p>
136.		<p>The original Article 22.5 is renumbered as Article 22.4</p> <p>The original Article 22.4 is renumbered as Article 22.5</p>
137.	<p>Article 22.6</p> <p>The Company shall notify its creditors within ten days from the date of the Company's resolution on reduction of registered capital and shall publish an announcement in the newspaper at least three times within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p>	<p>Article 22.6</p> <p>The Company shall notify its creditors within ten days from the date of the Company's resolution on reduction of registered capital and shall publish an announcement in the newspaper at least three times within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.</p>

Number	Original Articles	Amended Articles
138.	<p>Article 23.1 The Company shall be dissolved and liquidated in accordance with relevant laws in the case of any of the following circumstances:</p> <p>(4) the Company is lawfully ordered to close down due to its violation of laws or administrative regulations;</p>	<p>Article 23.1 The Company shall be dissolved and liquidated in accordance with relevant laws in the case of any of <u>due to the following reasons</u> circumstances:</p> <p>The original item (5) is renumbered as item (1)</p> <p>The original items (1) and (2) are renumbered as items (2) and (3)</p> <p>The original item (3) is deleted</p> <p>(4) <u>the business license of the Company is lawfully revoked, the Company is ordered to close down or deregistered</u> due to its violation of laws or administrative regulations;</p>

Number	Original Articles	Amended Articles
139.	<p>Article 23.2 Where the Company is dissolved under subparagraphs (1) and (2) of the preceding Article, a liquidation committee shall be set up within fifteen (15) days of the occurrence of the dissolution events, and its members shall be determined by shareholders at a general meeting by way of ordinary resolution.</p> <p>Where the Company is dissolved pursuant to subparagraph of the preceding Article, the people’s court shall, according to the relevant laws, organise to form a liquidation committee comprising the shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p> <p>Where the Company is dissolved pursuant to subparagraph of the preceding Article, the competent authority shall organise to form a liquidation committee comprising the shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p> <p>Where the Company is dissolved under item (5) and (6) of the preceding Article, the liquidation committee shall consist of persons as determined by the Board or the shareholders’ general meeting.</p>	<p>Article 23.2 Where the Company is dissolved under subparagraphs items (1), and (2), (4) and (5) of the preceding Article 23.1, a liquidation committee shall be set up within fifteen days of the occurrence of the dissolution events, <u>to carry out liquidation procedure and its members shall be determined by shareholders at a general meeting by way of ordinary resolution.</u></p> <p>Where the Company is dissolved pursuant to subparagraph (3) of the preceding Article, the people’s court shall, according to the relevant laws, organise to form a liquidation committee comprising the shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p> <p>Where the Company is dissolved pursuant to subparagraph (4) of the preceding Article, the competent authority shall organise to form a liquidation committee comprising the shareholders, relevant authorities and relevant professionals to carry out liquidation procedures.</p> <p>Where the Company is dissolved under item (5) and (6) of the preceding Article, <u>†The liquidation committee shall consist of persons as determined by the Board or the shareholders’ general meeting. If a liquidation committee to carry out liquidation procedure is not set up within the specified time limit, the creditors may apply to the people’s court to designate relevant persons to form a liquidation committee to carry out liquidation procedure.</u></p>

Number	Original Articles	Amended Articles
140.	<p>Article 23.3 Where the Board proposes to liquidate the Company (other than due to that the Company has declared its bankruptcy), the Board shall include a statement in its notice convening a shareholders' general meeting for such purpose to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.</p> <p>Upon the passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the Board shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the shareholders' general meeting upon completion of the liquidation.</p>	<p>The entire article is deleted and replaced with the following contents:</p> <p>Article 23.3 <u>Upon the occurrence of the situation mentioned in item (1) of Article 23.1, the Company may continue to exist by amending the Articles of Association.</u></p> <p><u>Amendments to the Articles of Association in accordance with the preceding clause shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the shareholders' general meetings.</u></p>

Number	Original Articles	Amended Articles
141.	<p>Article 23.4 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make at least three newspaper announcements of the liquidation within 60 days of that date. Claims of creditors shall be registered by the liquidation committee.</p>	<p>Article 23.4 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make at least three newspaper announcements of the liquidation within 60 days of that date. <u>Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee.</u> Claims of creditors shall be registered by the liquidation committee.</p> <p><u>When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall register the claims.</u></p> <p><u>During the period when creditors declare their claims, no settlement shall be made to any creditors by the liquidation committee.</u></p>
142.	<p>Article 23.5 During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <p>(4) to settle outstanding taxes;</p>	<p>Article 23.5 During the liquidation period, the liquidation committee shall exercise the following functions and duties:</p> <p>(4) to settle outstanding taxes <u>and the taxes incurred during the liquidation process;</u></p>

Number	Original Articles	Amended Articles
143.	<p>Article 23.6 After the completion of ascertaining assets of the Company and the preparation of the balance sheets and a list of assets, the liquidation committee shall prepare a liquidation proposal and submit the same to the general meeting or relevant competent authorities for their approval.</p>	<p>Article 23.6 After the completion of ascertaining assets of the Company and the preparation of the balance sheets and a list of assets, the liquidation committee shall prepare a liquidation proposal and submit the same to the general meeting or relevant competent authorities <u>the people's court</u> for their approval.</p>
144.	<p>Article 23.8 After the shareholders' meeting resolves to dissolve the Company or the Company is lawfully announced bankrupt or ordered to close down, no one is allowed to dispose the Company's assets without the permit of liquidation committee. During the liquidation, the Company shall not carry out new operating activities.</p> <p>Upon being paid the liquidation fee in priority, the liquidation committee shall repay with the Company's assets by the following order:</p> <ol style="list-style-type: none"> (1) outstanding wages, labour insurance premiums and statutory compensation; (2) outstanding tax; (3) the debts of the Company; 	<p>Article 23.8 After the shareholders' meeting resolves to dissolve the Company or the Company is lawfully announced bankrupt or ordered to close down, no one is allowed to dispose the Company's assets without the permit of liquidation committee. During the liquidation, the Company <u>shall continue to exist, but</u> shall not carry out new operating activities <u>that are not related to the liquidation.</u></p> <p>Upon being paid the liquidation fee in priority, the liquidation committee shall repay with the Company's assets by the following order:</p> <ol style="list-style-type: none"> (1) outstanding wages, labour <u>social</u> insurance premiums and statutory compensation; (2) outstanding tax; (3) the debts of the Company; <p><u>The Company's assets shall not be distributed to the shareholders before repayment of the Company's debts in full in accordance with the preceding clause.</u></p>

Number	Original Articles	Amended Articles
145.	<p data-bbox="300 230 619 264">Clause 2 of Article 23.9</p> <p data-bbox="300 320 855 524">Members of the liquidation committee shall not take advantage of their position to receive bribes or other illegal income, or misappropriate the assets of the Company.</p>	<p data-bbox="877 230 1193 264">Clause 2 of Article 23.9</p> <p data-bbox="877 320 1433 524">Members of the liquidation committee shall not take advantage of their position to receive bribes or other illegal income, or misappropriate/<u>infringe</u> the assets of the Company.</p>
146.	<p data-bbox="300 638 855 1014">Article 23.11 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the receipts and payments and a financial account, which shall be verified by a PRC certified public accountant and submitted to the general meeting or relevant competent authorities for confirmation.</p> <p data-bbox="300 1279 855 1655">The liquidation committee shall within thirty days after such confirmation by the general meeting or relevant competent authorities, submit the documents mentioned above to the companies registration authority and apply for deregistration of the Company and publish an announcement in respect of the termination of the Company.</p>	<p data-bbox="877 638 1433 1229">Article 23.11 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the receipts and payments and a financial account, which shall be verified by a PRC certified public accountant and submitted <u>it to the general meeting or the people's court relevant competent authorities for confirmation, submit it to the companies registration authority and apply for deregistration of the Company and publish an announcement in respect of the termination of the Company.</u></p> <p data-bbox="877 1279 1433 1655">The liquidation committee shall within thirty days after such confirmation by the general meeting or relevant competent authorities, submit the documents mentioned above to the companies registration authority and apply for deregistration of the Company and publish an announcement in respect of the termination of the Company.</p>

Number	Original Articles	Amended Articles
147.	<p>Article 24.2 Any amendment to the Articles of Association involving anything set out in the Mandatory Provisions shall become effective upon approval by the department in charge of companies approval affairs authorised by the State Council and by the Securities Commission of the State Council. If there is any changes relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.</p>	<p>Article 24.2 <u>Where</u> Any amendment to the Articles of Association <u>resolved by the shareholders' general meeting is subject to review and involving anything set out in the Mandatory Provisions shall become effective upon approval of competent authorities, the amendment shall be submitted to the competent authorities for approval; by the department in charge of companies approval affairs authorised by the State Council and by the Securities Commission of the State Council. <u>If</u> there is any changes relating to the registered particulars of the Company <u>involved in amendments to the Articles of Association</u>, application shall be made for registration of the changes in accordance with the laws.</u></p>
148.		<p>Articles 24.3–24.4 are newly added</p> <p><u>Article 24.3 The Board of Directors shall amend the Articles of Association in accordance with the resolution approved at the shareholders' general meeting and the opinions from the competent authorities.</u></p> <p><u>Article 24.4 Amendments to the Articles of Association that are subject to compulsory disclosure under the laws and regulations, such amendments shall be announced in compliance with the requirements accordingly.</u></p>

Number	Original Articles	Amended Articles
149.		<p>Article 25.1 is newly added</p> <p><u>Article 25.1 Notices of the Company shall be delivered in any of the following manners:</u></p> <p>(1) <u>by hand;</u></p> <p>(2) <u>by mail;</u></p> <p>(3) <u>by public announcement;</u></p> <p>(4) <u>by electronic means; and/or</u></p> <p>(5) <u>other means in accordance with the Articles of Association.</u></p>
150.	<p>Article 25.1 (1) Unless otherwise provided herein, notices, information or written statement issued by the Company to the holders of the overseas-listed foreign-invested shares in Hong Kong shall be delivered by hand or by prepaid mail to the registered address of each of such shareholders.</p>	<p>Article 25.12 (1) Unless otherwise provided herein, notices, information or written statement issued by the Company to the holders of the overseas-listed foreign-invested shares in Hong Kong shall be delivered <u>by electronic means, or by hand or by prepaid mail to the registered address of each of such shareholders., or delivered by electronic means to its registered e-mail address or account number.</u></p>

Number	Original Articles	Amended Articles
151.		The original Articles 25.2 and 25.3 are renumbered as Articles 25.3 and 25.4
152.	Article 25.4 Notice convening the shareholders' general meeting of the Company shall be dispatched to the holders of foreign-invested shares by hand or by mail; and notify holders of domestic shares by announcement.	Article 25.45 Notice convening the shareholders' general meeting of the Company shall be dispatched to the holders of foreign-invested shares by hand or by mail or by electronic means; and notify holders of domestic shares by announcement.
153.		The original Articles 25.5 and 25.6 are renumbered as Articles 25.6 and 25.7
154.	Article 25.7 Where notice is sent by hand, receiver shall sign (or seal) on reply slip, and such signing date shall be the serving date; for notice sent by mail, the first business day from the notice is deposited at the post office shall be the serving date; for notice served by announcement, the date when the announcements is first published shall be the serving date	Article 25.78 Where notice is sent by hand, receiver shall sign (or seal) on reply slip, and such signing date shall be the serving date; for notice sent by mail, the first business day from the notice is deposited at the post office shall be the serving date; for notice served by announcement or by electronic means, the date when the announcements is first published shall be the serving date
155.		The original Articles 25.8 and 25.9 are renumbered as Articles 25.9 and 25.10

Number	Original Articles	Amended Articles
156.	<p data-bbox="300 230 857 271">Chapter XXVI Settlement of Disputes</p> <p data-bbox="300 315 857 524">Article 26.1 The Company and its shareholders, directors, supervisors, manager or other senior management members shall act according to the following principles to settle disputes:</p> <p data-bbox="300 568 857 1585">(1) Whenever any disputes or claims arise between holders of the overseas-listed foreign-invested shares or holders of domestic-invested shares and the Company, holders of the overseas-listed foreign-invested shares or holders of domestic-invested shares and the Company's directors, supervisors, manager or other senior management members, or holders of the overseas-listed foreign-invested shares and holders of domestic-invested shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC 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.</p>	<p data-bbox="879 230 1193 271">The chapter is deleted</p>

Number	Original Articles	Amended Articles
	<p>(2) A claimant may elect 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 elected by the claimant.</p> <p>If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to be held in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(3) If any disputes or claims of rights prescribed in subparagraph above are referred to arbitration, the laws of the People’s Republic of China shall apply, save as otherwise provided in laws and administrative regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all parties.</p>	
157.		<p>The original Chapter 27 is renumbered as Chapter 26</p> <p>The original Articles 27.1, 27.2 and 27.3 are renumbered as Articles 26.1, 26.2 and 26.3</p>

Number	Original Articles	Amended Articles
158.	<p data-bbox="300 230 855 309">Article 27.3 In these Articles of Association</p> <p data-bbox="300 443 855 696">In these Articles of Association, the meaning of “not less than”, “within”, “not more than” includes the underlying number, while “less than”, “beyond”, “lower than”, “more than” does not include the underlying number.</p>	<p data-bbox="877 230 1433 309">Article 27<u>6</u>.3 In these Articles of Association</p> <p data-bbox="877 443 1433 1077"><u>Electronic means refers to the way in which the Company provides and/or dispatches corporate communications to shareholders in accordance with the requirements of the Hong Kong listing rules. The Company may use any electronic means by posting of information on the Company’s website for the dispatch or provision of corporate communications to the Company’s shareholders in accordance with the requirements of the relevant law and regulations and the requirements of the Hong Kong listing rules as amended from time to time.</u></p> <p data-bbox="877 1126 1433 1375">In these Articles of Association, the meaning of “not less than”, “within”, “not more than” includes the underlying number, while “less than”, “beyond”, “lower than”, “more than” does not include the underlying number.</p>