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Beijing Capital Jiaye Property Services Co., Limited
北京京城佳業物業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2210)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Beijing Capital Jiaye Property Services Co., Limited (the “**Company**”) hereby announces that the Board had considered and approved the resolution in respect of the proposed amendments to the Articles of Association of the Company (the “**Articles of Association**”) on April 19, 2024.

On February 17, 2023, the State Council (the “**State Council**”) of the People’s Republic of China (the “**PRC**”) and the China Securities Regulatory Commission (the “**CSRC**”) issued the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》)”, the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》)” and the “Guidelines on the Application of Regulatory Rules – Overseas Offering and Listing No. 1 (《監管規則適用指引 – 境外發行上市類第1號》)” (collectively, the “**New PRC Regulations**”), respectively, with effect from March 31, 2023. Meanwhile, the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》)” issued by the State Council on August 4, 1994 (the “**Special Regulations**”) and the “Circular on Implementation of Mandatory Provisions for the Articles of Association of Companies Listing Overseas (Zheng Wei Fa [1994] No. 21) (《關於執行<到境外上市公司章程必備條款>的通知》(證委發[1994]21號文件))” issued by the State Council Securities Policy Commission and the State Commission for Restructuring the Economic System on August 27, 1994 (the “**Mandatory Provisions**”) were repealed as of the effective date of the New PRC Regulations. PRC issuers shall formulate their articles of association and regulate their corporate governance in accordance with the New PRC Regulations, the Company Law of the People’s Republic of China and with reference to the “Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》)” issued by the CSRC (the “**Guidelines for Articles**”) and other laws, administrative regulations and relevant provisions of the CSRC on corporate governance rather than the Mandatory Provisions. Pursuant to the New PRC Regulations, The Stock Exchange of Hong Kong Limited has made consequential amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from August 1, 2023.

In light of the above, the Board proposes to make amendments to the Articles of Association (the “**Proposed Amendments to the Articles**”) in order to remove such provisions that are obsolete as a result of the repeal of the Special Regulations and the Mandatory Provisions, to reflect the New PRC Regulations and to fulfill certain requirements of the Guidelines for Articles, to reflect the consequential amendments to the Listing Rules, as well as to make consequential amendments based on those revisions. In particular, under the New PRC Regulations and the Listing Rules, (i) holders of domestic shares and H shares are no longer deemed as different classes of shareholders and therefore the class meetings originally applicable to holders of domestic shares and H shares are no longer necessary; and (ii) holders of H shares are allowed to seek to resolve disputes through Hong Kong courts or the courts at the incorporation place of the issuer, and therefore, the use of arbitration to resolve disputes is no longer required. The Proposed Amendments to the Articles also include other amendments to the current Articles of Association based on actual operating requirements of the Company. Details of the Proposed Amendments to the Articles are set out in the Appendix to this announcement. Save for the Proposed Amendments to the Articles as contained in the Appendix to this announcement, other provisions in the Articles of Association remain unchanged.

The Articles of Association after the proposed amendments conforms with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules. The Board believes that the Proposed Amendments to the Articles neither prejudice the protection of the shareholders of the Company (the “**Shareholders**”) nor cause material impacts on the protective measures of the Shareholders or adverse impact on the business operation of the Company, and they are in the interests of the Company and its Shareholders as a whole. According to the New PRC Regulations, (i) domestic shares and H shares shall be regarded as the same class of ordinary shares and holders of domestic shares and H shares shall no longer be deemed as different classes of shareholders, and (ii) the substantive rights attached to the two types of shares (including voting rights, dividends and asset distribution in case of liquidation) shall be identical. Therefore, the removal of the class meeting requirement from the Articles of Association will not undermine the protection of the Shareholders. In addition, given that there are sufficient dispute resolution channels (such as court proceedings in Mainland China and Hong Kong) to enable the Shareholders to exercise their rights under the Articles of Association, the removal of the arbitration provision from the Articles of Association and the abolition of arbitration as the sole means of dispute resolution will not affect the protection of the Shareholders.

The Proposed Amendments to the Articles will take effect upon being approved by the Shareholders as a special resolution at the general meeting, the domestic share class meeting and the H share class meeting. A circular containing, among others, details of the Proposed Amendments to the Articles at the general meeting will be published and/or dispatched to the Shareholders in due course.

By order of the Board
Beijing Capital Jiaye Property Services Co., Limited
Zhang Weize
Chairman

Beijing, the PRC,
April 19, 2024

As at the date of this announcement, the Board consists of Mr. Zhang Weize, Mr. Yang Jun, Mr. Luo Zhou and Mr. Yao Xin as executive Directors, Ms. Jiang Xin and Mr. Mao Lei as nonexecutive Directors, and Mr. Cheng Peng, Mr. Kong Weiping and Mr. Kong Chi Mo as independent non-executive Directors.

APPENDIX DETAILS OF PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Due to the addition or subtraction of articles and the adjustment of the order of articles, the serial number of the articles of the Articles of Association will be adjusted accordingly. If the serial number of the articles that refer to each other in the original Articles of Association is changed, and the revised Articles of Association shall also be changed accordingly.

Articles before amendments	Articles after amendments
<p>Article 1</p> <p>In order to establish modernized corporate systems, safeguard the legitimate interests of Beijing Capital Jiaye Property Services Co., Limited (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the organization and activities of the Company, these Articles of Association are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Constitution of the Communist Party of China 《(中國共產黨章程)》, the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to Articles of Association of Companies Listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and the provisions of other laws, administrative regulations, departmental rules, normative documents and relevant regulatory authorities.</p>	<p>Article 1</p> <p>In order to establish modernized corporate systems, safeguard the legitimate interests of Beijing Capital Jiaye Property Services Co., Limited (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the organization and activities of the Company, these Articles of Association are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Constitution of the Communist Party of China 《(中國共產黨章程)》, <u>the Guidelines for Articles of Association of Listed Companies (hereinafter referred to as the “Guidelines for Articles of Association”), Certain Rules regarding Strengthening Protection of the Interests of the Public Shareholdersthe Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplements and Amendments to Articles of Association of Companies Listed in Hong Kong,</u> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and otherthe <u>provisions of other laws, administrative regulations, departmental rules, normative documents and relevant regulatory authorities.</u></p>

Articles before amendments	Articles after amendments
<p>Article 2</p> <p>The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law, the Special Provisions and other relevant laws and administrative regulations of the People’s Republic of China.</p>	<p><u>Article 2</u></p> <p><u>The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law, the Special Provisions and other relevant laws and administrative regulations of the People’s Republic of China.</u></p>
<p>Article 3</p> <p>The Company was established by Beijing Urban Construction Group Co., Ltd.* (北京城建集團有限責任公司), Beijing Urban Construction Investment & Development Co., Ltd.* (北京城建投資發展股份有限公司), Beijing Uni.-Construction Group Co., Ltd.* (北京住總集團有限責任公司) and Beijing Tianjie Group Co., Ltd.* (北京天街集團有限公司) by way of promotion. On December 22, 2020, the Company registered with the Market Supervision Administration of Dongcheng District of Beijing Municipality (北京市東城區市場監督管理局) and obtained a corporate business license. The Uniform Social Credit Code of the Company is 91110101MA01YA73XW.</p> <p>The promoters of the Company are Beijing Urban Construction Group Co., Ltd., Beijing Urban Construction Investment & Development Co., Ltd., Beijing Uni.-Construction Group Co., Ltd. and Beijing Tianjie Group Co., Ltd.</p>	<p><u>Article 3 Article 2</u></p> <p><u>The Company is a joint stock limited company established in accordance with the Company Law, and other relevant laws and administrative regulations of the People’s Republic of China.</u> The Company was established by Beijing Urban Construction Group Co., Ltd.* (北京城建集團有限責任公司), Beijing Urban Construction Investment & Development Co., Ltd.* (北京城建投資發展股份有限公司), Beijing Uni.-Construction Group Co., Ltd.* (北京住總集團有限責任公司) and Beijing Tianjie Group Co., Ltd.* (北京天街集團有限公司) by way of promotion. On December 22, 2020, the Company registered with the Market Supervision Administration of Dongcheng District of Beijing Municipality (北京市東城區市場監督管理局) and obtained a corporate business license. The Uniform Social Credit Code of the Company is 91110101MA01YA73XW.</p> <p>The promoters of the Company are Beijing Urban Construction Group Co., Ltd., Beijing Urban Construction Investment & Development Co., Ltd., Beijing Uni.-Construction Group Co., Ltd. and Beijing Tianjie Group Co., Ltd.</p>
	<p><u>Article 3</u></p> <p><u>The Company issued 110,000,000 ordinary shares to its promoters upon its establishment. Upon the approval from securities regulatory authorities, the Company issued 36,667,200 H shares under an initial public offering and listed on the Main Board of the Hong Kong Stock Exchange (hereinafter referred to as the “Hong Kong Stock Exchange”) on November 10, 2021.</u></p>

Articles before amendments	Articles after amendments
<p>Article 5</p> <p>Address of the Company: Room 301, 3rd Floor, Building 34, Fahua South Lane Dongcheng District, Beijing Postal code: 100061</p>	<p>Article 5</p> <p>Address of the Company: Room 301, 3rd Floor, Building 34, Fahua South Lane <u>503, No. 5 Dongzongbu Hutong</u>, Dongcheng District, Beijing Postal code: 100061 <u>100005</u></p>
	<p>Article 6</p> <p><u>The registered capital of the Company is RMB146,667,200.</u></p>
<p>Article 6</p> <p>The chairman of the board of directors is the legal representative of the Company.</p> <p>The senior management referred to in these Article of Association includes the general manager, the deputy general manager, the secretary to the board of directors, the chief accountant, the general counsel and the marketing director of the Company. Other senior management refers to the deputy general manager, the secretary to the board of directors, the chief accountant, the general counsel and the marketing director of the Company.</p>	<p><u>Article 6 Article 7</u></p> <p>The chairman of the board of directors is the legal representative of the Company.</p> <p>The senior management referred to in these Article of Association includes the general manager, the deputy general manager, the secretary to the board of directors, the chief accountant and, the general counsel and the marketing director of the Company. Other senior management refers to the deputy general manager, the secretary to the board of directors, the chief accountant and; the general counsel and the marketing director of the Company.</p>
<p>Article 8</p> <p>These Articles of Association were adopted by a special resolution of the general meeting of the Company and shall be effective on the date on which the overseas listed foreign shares issued by the Company are listed and traded on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) with the approval of relevant governmental departments and related regulatory authorities of the People’s Republic of China. From the effective date of these Articles of Association, the original Articles of Association of the Company filed with the Company’s share registrar shall be substituted.</p>	<p><u>Article 8 Article 9</u></p> <p><u>These Articles of Association were adopted by a special resolution of the general meeting of the Company and shall be effective on the date on which the overseas listed foreign shares issued by the Company are listed and traded on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) with the approval of relevant governmental departments and related regulatory authorities of the People’s Republic of China. From the effective date of these Articles of Association, the original Articles of Association of the Company filed with the Company’s share registrar shall be substituted.</u></p>

Articles before amendments	Articles after amendments
<p>The Articles of Association of the Company shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each of its shareholder and those among the shareholders, and shall be binding on the Company and its shareholders, directors, supervisors and senior management. All the aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with these Articles of Association.</p> <p>Pursuant to these Articles of Association, shareholder may sue other shareholders, and shareholders may sue the directors, supervisors and senior management of the Company. Shareholders may sue the Company and the Company may sue its shareholders, directors, supervisors and senior management.</p> <p>The term “sue” referred to in the preceding paragraph includes the initiation of proceedings in a court or the application for arbitration to an arbitration institution.</p>	<p>The Articles of Association of the Company shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each of its shareholder and those among the shareholders, and shall be binding on the Company and its shareholders, directors, supervisors and senior management. All the aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with these Articles of Association.</p> <p>Pursuant to these Articles of Association, shareholder may sue other shareholders, and shareholders may sue the directors, supervisors and senior management of the Company. Shareholders may sue the Company and the Company may sue its shareholders, directors, supervisors and senior management.</p> <p>The term “sue” referred to in the preceding paragraph includes the initiation of proceedings in a court or the application for arbitration to an arbitration institution.</p>
<p>Article 10</p> <p>Within the scope specified in laws and regulations, the Company may invest in other institutions including limited liability companies and joint stock limited companies, and assume liabilities to the extent of its capital contribution. However, unless otherwise specified in laws, the Company shall not become an investor that is jointly and severally liable for the debts owed by the invested company.</p>	<p>Article 10 Article 11</p> <p>Within the scope specified in laws and regulations, the Company may invest in other institutions including limited liability companies and joint stock limited companies, and assume liabilities to the extent of its capital contribution. However, unless otherwise specified in laws, Where the provision of the law specifies that the Company shall not become an investor that is jointly and severally liable for the debts owed by the invested company, such provision shall prevail.</p>

Articles before amendments	Articles after amendments
<p>Article 12</p> <p>The business scope of the Company: general items: property management; residential property leasing; non-residential property leasing; landscaping and greening construction; urban greening management; urban parks management; business park area management; operation of sports venues and facilities (excluding high-risk sports activities); catering management; hotel management; real estate brokerage; parking lot services; internet data services; information consultancy services (excluding licensed information consultancy services); information system operation and maintenance services; software development; software sales; technology service, technology development, technology consultation, technical exchange, technology transfer and technology promotion; leasing services (excluding licensed leasing services); buildings cleaning services; professional sanitary, cleaning and disinfection services; housekeeping services; services for the aged; etiquette services; conference and exhibition services; ticketing agency services; labour services (excluding labour despatch); enterprise management consulting; environmental protection monitoring; sale of machinery and equipment; sale of mechanical electrical equipment; sale of building materials; sale of furniture; sale of daily necessities; sale of food (only prepackaged food);</p>	<p>Article 12 Article 13</p> <p>The business scope of the Company: general items: property management; residential property leasing; non-residential property leasing; landscaping and greening construction; urban greening management; urban parks management; business park area management; operation of sports venues and facilities (excluding high-risk sports activities); catering management; hotel management; real estate brokerage; parking lot services; internet data services; information consultancy services (excluding licensed information consultancy services); information system operation and maintenance services; software development; software sales; technology service, technology development, technology consultation, technical exchange, technology transfer and technology promotion; leasing services (excluding licensed leasing services); buildings cleaning services; professional sanitary, cleaning and disinfection services; housekeeping services; services for the aged; etiquette services; conference and exhibition services; ticketing agency services; labour services (excluding labour despatch); enterprise management consulting; environmental protection monitoring; sale of machinery and equipment; sale of mechanical electrical equipment; sale of building materials; sale of furniture; sale of daily necessities; sale of food (only prepackaged food);</p>

Articles before amendments	Articles after amendments
<p>lease and management of flowers and plants; retail of fresh fruit; retail of fresh vegetables; retail of edible agricultural products (except for items which are subject to approval in accordance with the law, business activities shall be carried out independently according to the law with the business license). Licensed items: catering services; heating services; category 2 value-added telecommunication business; (for items subject to approval according to law, business activities can only be carried out after approval by relevant departments, and specific business items are subject to approval documents or licenses from relevant departments) (operating activities prohibited and restricted by the industrial policies of the People’s Republic of China and Beijing Municipality shall not be engaged.)</p> <p>The Company may change its business scope according to the domestic and international market demand, its own development capabilities and business needs.</p>	<p>lease and management of flowers and plants; retail of fresh fruit; retail of fresh vegetables; retail of edible agricultural products; <u>internet sales (except sale of goods requiring a license); doors and windows sales; hardware products retail; health consultation services (excluding diagnosis and treatment); educational consultation services (excluding educational training activities involving license approval); organization of cultural and artistic exchange activities; advertisement design, agency; advertisement publishing; graphic design; household appliance repair; pet services (excluding veterinary medicine); car wash services; maternity and infant products sales; furniture parts and accessories sales; household appliance installation services; pet food and supplies wholesale; daily glass products sales; car decoration products sales; cosmetic products retail</u> (except for items which are subject to approval in accordance with the law, business activities shall be carried out independently according to the law with the business license). Licensed items: catering services; heating services; category 2 value-added telecommunication business; (for items subject to approval according to law, business activities can only be carried out after approval by relevant departments, and specific business items are subject to approval documents or licenses from relevant departments) (operating activities prohibited and restricted by the industrial policies of the People’s Republic of China and Beijing Municipality shall not be engaged.)</p> <p>The Company may change its business scope according to the domestic and international market demand, its own development capabilities and business needs.</p>

Articles before amendments	Articles after amendments
<p>Article 13</p> <p>The stocks of the Company shall take the form of shares. The Company shall have ordinary shares. Subject to the approval from the competent approving authorities authorized by the State Council, the Company may issue other classes of shares when necessary.</p>	<p>Article 13 <u>Article 14</u></p> <p>The stocks of the Company shall take the form of shares. The Company shall have ordinary shares. Subject to the approval from the competent approving authorities authorized by the State Council <u>compliance with laws and regulations and the requirements of the securities regulatory authorities</u>, the Company may issue other classes of shares when necessary.</p>
<p>Article 15</p> <p>All the shares issued by the Company have a par value denominated in Renminbi, which shall be RMB1.00 for each share.</p> <p>The term “Renminbi” referred to in the preceding paragraph shall mean the legal currency of the People’s Republic of China.</p>	<p>Article 15 <u>Article 16</u></p> <p>All the shares issued by the Company are have a par value denominated in Renminbi, which shall be RMB1.00 for each share.</p> <p>The term “Renminbi” referred to in the preceding paragraph shall mean the legal currency of the People’s Republic of China.</p>
<p>Article 16</p> <p>The Company may, with approval from the securities regulatory authorities of the State Council or other relevant regulatory authorities, issue shares to domestic and overseas investors.</p>	<p>Article 16 <u>Article 17</u></p> <p><u>Subject to compliance with laws and regulations and the requirements of the securities regulatory authorities,</u> tThe Company may, with approval from the securities regulatory authorities of the State Council or other relevant regulatory authorities, issue shares to domestic and overseas investors.</p>

Articles before amendments	Articles after amendments
<p>The term “overseas investors” referred to in the preceding paragraph shall refer to investors from foreign countries or Hong Kong Special Administrative Region of the People’s Republic of China (hereinafter referred to as “Hong Kong”), Macao Special Administrative Region or Taiwan Region that subscribe for shares issued by the Company. The term “domestic investors” shall refer to investors inside the People’s Republic of China, excluding the abovementioned regions, that subscribe for shares issued by the Company.</p>	<p>The term “overseas investors” referred to in the preceding paragraph shall refer to investors from foreign countries or Hong Kong Special Administrative Region of the People’s Republic of China (hereinafter referred to as “Hong Kong”), Macao Special Administrative Region or Taiwan Region that subscribe for shares issued by the Company. The term “domestic investors” shall refer to investors inside the People’s Republic of China, excluding the abovementioned regions, that subscribe for shares issued by the Company.</p>
<p>Article 17</p> <p>The shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as “foreign shares”. Foreign shares listed overseas shall be referred to as “overseas listed foreign shares”. Holders of domestic shares and overseas listed foreign shares have equal rights in any distribution by way of dividend or otherwise.</p> <p>Foreign shares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as “H shares”. H shares shall be referred to the shares accepted for listing on the Hong Kong Stock Exchange which are denominated in Renminbi and are subscribed for and traded in Hong Kong dollars.</p> <p>For the purpose of the foregoing paragraph, the term “foreign currencies” refers to the legal currencies, other than Renminbi, of other countries or regions which are approved by the foreign exchange administrative department of the People’s Republic of China for the payment of share monies to the Company.</p>	<p>Article 17 Article 18</p> <p>The shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as “foreign shares”. Foreign shares listed overseas shall be referred to as “overseas listed foreign shares”. Holders of domestic shares and overseas listed foreign shares have equal rights in any distribution by way of dividend or otherwise.</p> <p>Foreign sShares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as “H shares”. H shares shall be referred to the shares accepted for listing on the Hong Kong Stock Exchange which are denominated in Renminbi and are subscribed for and traded in Hong Kong dollars.</p> <p>For the purpose of the foregoing paragraph, the term “foreign currencies” refers to the legal currencies, other than Renminbi, of other countries or regions which are approved by the foreign exchange administrative department of the People’s Republic of China for the payment of share monies to the Company.</p>

Articles before amendments	Articles after amendments
<p>Subject to approval of the securities regulatory authorities of the State Council, domestic shareholders of the Company can transfer all or part of the shares held to foreign investors for listing and trading on overseas stock exchanges, or convert all or part of their domestic shares (or other unlisted shares) to foreign shares for listing and trading on overseas stock exchanges. No general meeting or class meeting shall be required for the listing and trading of such transferred shares on overseas stock exchanges or for the listing and trading of such foreign shares converted from domestic shares on overseas stock exchanges. The listing and trading of the abovementioned shares on overseas stock exchanges shall be subject to the regulatory procedures, regulations and requirements of the relevant overseas stock markets. Domestic shares (or other unlisted shares), upon their conversion into overseas listed shares, shall be the same class of shares as the original overseas listed foreign shares.</p>	<p>Subject to <u>approval laws, regulations and requirements</u> of the securities regulatory authorities of the State Council, domestic shareholders of the Company can transfer all or part of the shares held to foreign investors for listing and trading on overseas stock exchanges, or convert all or part of their domestic shares (or other unlisted shares) to foreign shares for listing and trading on overseas stock exchanges. No <u>general shareholders’ meeting or class meeting</u> shall be required for the listing and trading of such transferred shares on overseas stock exchanges or for the listing and trading of such foreign shares converted from domestic shares on overseas stock exchanges. The listing and trading of the abovementioned shares on overseas stock exchanges shall be subject to the regulatory procedures, regulations and requirements of the relevant overseas stock markets. Domestic shares (or other unlisted shares), upon their conversion into overseas listed shares, shall be the same class of shares as the original overseas listed foreign shares.</p>
<p>Article 18</p> <p>The total number of ordinary shares issued by the Company is 110,000,000 shares. The Company issued 110,000,000 ordinary shares to its promoters upon its establishment, in which:</p>	<p>Article 18 Article 19</p> <p>The total number of ordinary shares issued by the Company <u>to its promoters upon its establishment</u> is 110,000,000 shares. The Company issued 110,000,000 ordinary shares to its promoters upon its establishment, in which:</p>

Articles before amendments	Articles after amendments
<p>Article 19</p> <p>Upon the approval from securities regulatory authorities, the Company issued 36,667,200 H shares under an initial public offering. On November 10, 2021, a total of 36,667,200 aforementioned shares were listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon the completion of the abovementioned issuance of H shares, the total number of shares of the Company is 146,667,200 shares. The share capital structure comprises: 110,000,000 ordinary shares, of which an aggregate of 110,000,000 domestic shares are held by Beijing Urban Construction Investment & Development Co., Ltd., Beijing Urban Construction Group Co., Ltd., Beijing Uni.-Construction Group Co., Ltd. and Beijing Tianjie Group Co., Ltd., and an aggregate of 36,667,200 H shares are held by overseas listed foreign shareholders.</p>	<p>Article 19 Article 20</p> <p>Upon the approval from securities regulatory authorities, the Company issued 36,667,200 H shares under an initial public offering. On November 10, 2021, a total of 36,667,200 aforementioned shares were listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon the completion of the abovementioned issuance of H shares, the total number of shares of the Company is 146,667,200 shares. The share capital structure of the Company comprises: 110,000,000 146,667,200 ordinary shares, of which an aggregate of 110,000,000 domestic shares are held by Beijing Urban Construction Investment & Development Co., Ltd., Beijing Urban Construction Group Co., Ltd., Beijing Uni.-Construction Group Co., Ltd. and Beijing Tianjie Group Co., Ltd., and an aggregate of 36,667,200 H shares are held by overseas listed foreign shareholders.</p>
<p>Article 21</p> <p>For the Company's plans for issuing overseas listed foreign shares and domestic shares approved by the securities regulatory authorities, the board of directors of the Company may arrange for implementation of such plan by separate issues.</p> <p>The Company may separately implement its plan for issuing overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval of the securities regulatory authorities.</p>	<p>Article 21</p> <p>For the Company's plans for issuing overseas listed foreign shares and domestic shares approved by the securities regulatory authorities, the board of directors of the Company may arrange for implementation of such plan by separate issues.</p> <p>The Company may separately implement its plan for issuing overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval of the securities regulatory authorities.</p>

Articles before amendments	Articles after amendments
<p>Article 22</p> <p>Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares specified in the issue plan, the respective shares shall be fully subscribed for in one go. Where it is impossible for respective shares to be fully subscribed for in one go under exceptional circumstances, the shares may be issued in several tranches subject to the approval of the securities regulatory authorities.</p>	<p><u>Article 22</u></p> <p>Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares specified in the issue plan, the respective shares shall be fully subscribed for in one go. Where it is impossible for respective shares to be fully subscribed for in one go under exceptional circumstances, the shares may be issued in several tranches subject to the approval of the securities regulatory authorities.</p>
<p>Article 23</p> <p>The registered capital of the Company is RMB146,667,200.</p>	<p><u>Article 23</u></p> <p>The registered capital of the Company is RMB146,667,200.</p>
<p>Article 24</p> <p>The Company may, based on its business and development needs and in accordance with the provisions of the laws, administrative regulations, normative documents, departmental rules, the listing rules of the place where the shares of the Company are listed and these Articles of Association, increase its capital in the following manners upon resolutions being adopted at the general meetings:</p> <p>(I) By public offering of shares;</p> <p>(II) By non-public offering of shares;</p> <p>(III) By placing shares to its existing shareholders;</p> <p>(IV) By distributing bonus shares to its existing shareholders;</p> <p>(V) By capitalizing its capital common reserve;</p> <p>(VI) By other means permitted by the laws, administrative regulations and relevant regulatory authorities.</p>	<p><u>Article 24 Article 22</u></p> <p>The Company may, based on its business and development needs and in accordance with the provisions of the laws, administrative regulations, normative documents, departmental rules, the listing rules of the place where the shares of the Company are listed and these Articles of Association, increase its capital in the following manners upon resolutions being adopted at the <u>general shareholders'</u> meetings:</p> <p>(I) By public offering of shares;</p> <p>(II) By non-public offering of shares;</p> <p>(III) By placing shares to its existing shareholders;</p> <p>(IV) By distributing bonus shares to its existing shareholders;</p> <p>(V) By capitalizing its capital common reserve;</p> <p>(VI) By other means permitted by the laws, administrative regulations and relevant regulatory authorities.</p>

Articles before amendments	Articles after amendments
<p>The Company's capital increase through the issuance of new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated in the laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares of the Company are listed.</p>	<p>The Company's capital increase through the issuance of new shares shall, after being approved in accordance with the provisions of these Articles of Association, be conducted in accordance with the procedures stipulated in the laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares of the Company are listed.</p>
<p>Article 26</p> <p>When the Company reduces its registered capital, it must prepare a balance sheet and an inventory list of assets.</p> <p>The Company shall notify its creditors for the reduction of its registered capital in accordance with the requirements of the Company Law and these Articles of Association and publish an announcement, and shall repay its debts or provide a corresponding guarantee for such debts according to the requests of the creditors in compliance with the laws.</p>	<p>Article 26</p> <p>When the Company reduces its registered capital, it must prepare a balance sheet and an inventory list of assets.</p> <p>The Company shall notify its creditors for the reduction of its registered capital in accordance with the requirements of the Company Law and these Articles of Association and publish an announcement, and shall repay its debts or provide a corresponding guarantee for such debts according to the requests of the creditors in compliance with the laws.</p>
<p>Article 27</p> <p>Under the following circumstances, without violation of the provisions of the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the Company may repurchase its outstanding issued shares in accordance with the procedures stipulated in laws, subject to the approval obtained through the procedures stipulated in relevant laws and regulations and these Articles of Association:</p> <p>(I) To cancel shares for the purpose of reducing the registered capital of the Company;</p> <p>(II) To merge with other companies that hold shares of the Company;</p>	<p>Article 27 Article 24</p> <p>Under the following circumstances, without violation of the provisions of the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the Company may repurchase its outstanding issued shares in accordance with the procedures stipulated in laws, subject to the approval obtained through the procedures stipulated in relevant laws and regulations and these Articles of Association:</p> <p>(I) To cancel shares for the purpose of reducing To reduce the registered capital of the Company;</p> <p>(II) To merge with other companies that hold shares of the Company;</p>

Articles before amendments	Articles after amendments
<p>(III) To use the shares for employee stock ownership plan or as equity incentives;</p> <p>(IV) To acquire the shares of shareholders (upon their requests) who vote against to any resolution adopted at any general meeting on the merger or division of the Company;</p> <p>(V) To use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) Be necessary for the Company to protect its value and shareholders' equity interests;</p> <p>(VII) Other circumstances as permitted under relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares of the Company are listed.</p>	<p>(III) To use the shares for employee stock ownership plan or as equity incentives;</p> <p>(IV) To acquire the shares of shareholders (upon their requests) who vote against to any resolution adopted at any general shareholders' meeting on the merger or division of the Company;</p> <p>(V) To use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) Be necessary for the Company to protect its value and shareholders' equity interests;</p> <p>(VII) Other circumstances as permitted under relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares of the Company are listed.</p>
<p>The Company shall not acquire the Company's shares save and except for the aforesaid circumstances. In the event that the Company repurchases its own shares in accordance with the provisions of this Article, the procedure, proportion and method of repurchase and disposal of the repurchased shares shall be in compliance with the provisions of laws, administrative regulations and the listing rules of the place where the shares of the Company are listed.</p>	<p>The Company shall not acquire the Company's shares save and except for the aforesaid circumstances. In the event that the Company repurchases its own shares in accordance with the provisions of this Article, the procedure, proportion and method of repurchase and disposal of the repurchased shares shall be in compliance with the provisions of laws, administrative regulations and the listing rules of the place where the shares of the Company are listed.</p>

Articles before amendments	Articles after amendments
<p>Article 28</p> <p>Subject to the compliance with the provisions of laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the Company may proceed in any one of the following manners after completing the procedures stipulated in laws and regulations and these Articles of Association:</p> <p>(I) Making a general offer to repurchase shares from all shareholders in the same proportion;</p> <p>(II) Repurchase through open transaction on stock exchanges;</p> <p>(III) Repurchase through an off-market agreement;</p> <p>(IV) Other means as permitted under the laws and administrative regulations and by relevant regulatory authorities.</p>	<p><u>Article 28</u></p> <p><u>Subject to the compliance with the provisions of laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the Company may proceed in any one of the following manners after completing the procedures stipulated in laws and regulations and these Articles of Association:</u></p> <p><u>(I) Making a general offer to repurchase shares from all shareholders in the same proportion;</u></p> <p><u>(II) Repurchase through open transaction on stock exchanges;</u></p> <p><u>(III) Repurchase through an off-market agreement;</u></p> <p><u>(IV) Other means as permitted under the laws and administrative regulations and by relevant regulatory authorities.</u></p>
<p>Article 29</p> <p>Repurchases of shares of the Company under the circumstances specified in item (I) and item (II) stated in Article 27 of these Articles of Association shall be subject to the approval of the general meeting. Repurchases of shares of the Company under the circumstances specified in item (III), item (V) and item (VI) stated in Article 27 of these Articles of Association shall obtain approval from a meeting of the board of directors where over two-thirds (2/3) of the directors are present, in accordance with the provisions of these Articles of Association or the authorization of the general meeting.</p>	<p><u>Article 29 Article 25</u></p> <p>Repurchases of shares of the Company under the circumstances specified in item (I) and item (II) stated in Article <u>247</u> of these Articles of Association shall be subject to the approval of the <u>general shareholders'</u> meeting. Repurchases of shares of the Company under the circumstances specified in item (III), item (V) and item (VI) stated in Article <u>247</u> of these Articles of Association shall obtain approval from a meeting of the board of directors where over two-thirds (2/3) of the directors are present, in accordance with the provisions of these Articles of Association or the authorization of the <u>general shareholders'</u> meeting.</p>

Articles before amendments	Articles after amendments
<p>Unless otherwise specified in laws, regulations or the listing rules of the place where the shares of the Company are listed, for any repurchase of the Company's shares pursuant to Article 27 of these Articles of Association, shares repurchased pursuant to item (I) shall be cancelled within ten (10) days from the date of the repurchase; for those circumstances described in item (II) or item (IV), the shares shall be transferred or cancelled within six (6) months; for those circumstances described in item (III), item (V) or item (VI), the total number of the Company's shares held by the Company shall not exceed ten per cent (10%) of the Company's total issued shares and shall be transferred or cancelled within three (3) years.</p>	<p>Unless otherwise specified in laws, regulations or the listing rules of the place where the shares of the Company are listed, for any repurchase of the Company's shares pursuant to Article 27<u>4</u> of these Articles of Association, shares repurchased pursuant to item (I) shall be cancelled within ten (10) days from the date of the repurchase; for those circumstances described in item (II) or item (IV), the shares shall be transferred or cancelled within six (6) months; for those circumstances described in item (III), item (V) or item (VI), the total number of the Company's shares held by the Company shall not exceed ten per cent (10%) of the Company's total issued shares and shall be transferred or cancelled within three (3) years.</p> <p><u>Notwithstanding the foregoing provisions of this Article, if the applicable laws, administrative regulations, other provisions of the Articles of Association and the laws or securities regulatory authorities of the place where the Company's shares are listed have other provisions on the aforementioned matters involving the repurchase of shares of the Company, the Company shall comply with such provisions.</u></p>

Articles before amendments	Articles after amendments
<p>Article 30</p> <p>Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the general meeting in accordance with these Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the general meeting obtained in the same manner.</p> <p>The contract for the repurchase of shares referred to in the preceding paragraph includes but not limited to agreements on assuming obligations of the repurchase of shares and acquiring the rights of the shares repurchased.</p> <p>The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder.</p>	<p>Article 30</p> <p>Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of the general meeting in accordance with these Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the general meeting obtained in the same manner.</p> <p>The contract for the repurchase of shares referred to in the preceding paragraph includes but not limited to agreements on assuming obligations of the repurchase of shares and acquiring the rights of the shares repurchased.</p> <p>The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder.</p>
<p>Article 32</p> <p>Unless the Company is in the course of liquidation, it shall comply with the following provisions in respect of the repurchases of its outstanding issued shares:</p> <p>(I) Where the Company repurchases its shares at par value, payment shall be made out of the book balance of the distributable profits of the Company or out of proceeds of a new issue of shares made for the repurchase of the old shares;</p>	<p>Article 32</p> <p>Unless the Company is in the course of liquidation, it shall comply with the following provisions in respect of the repurchases of its outstanding issued shares:</p> <p>(I) Where the Company repurchases its shares at par value, payment shall be made out of the book balance of the distributable profits of the Company or out of proceeds of a new issue of shares made for the repurchase of the old shares;</p>

Articles before amendments	Articles after amendments
<p>(II) Where the Company repurchases its shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits of the Company or from the proceeds of a new issue of shares made for the repurchase of the old shares; and the portion in excess of the par value shall be handled according to the following methods:</p> <p>(1) If the shares repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;</p> <p>(2) If the shares repurchased were issued at a price higher than their 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 new issue of shares made for the repurchase of shares, provided that the amount paid out of the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the old shares repurchased nor shall it be more than the amount of the Company's capital common reserve account (including the premiums on the new issue of shares) at the time of such repurchase.</p>	<p>(H) Where the Company repurchases its shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of distributable profits of the Company or from the proceeds of a new issue of shares made for the repurchase of the old shares; and the portion in excess of the par value shall be handled according to the following methods:</p> <p>(1) If the shares repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company;</p> <p>(2) If the shares repurchased were issued at a price higher than their 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 new issue of shares made for the repurchase of shares, provided that the amount paid out of the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the old shares repurchased nor shall it be more than the amount of the Company's capital common reserve account (including the premiums on the new issue of shares) at the time of such repurchase.</p>

Articles before amendments	Articles after amendments
<p>(III) Payment by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> (1) Acquisition of rights to repurchase shares of the Company; (2) Variation of any contract for repurchasing shares of the Company; (3) Release of any of the Company's obligations under any contract for repurchasing its shares. <p>(IV) After the aggregated par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, the amount deducted from the distributable profits for payment for repurchasing shares at their par value shall be accounted for in the Company's capital common reserve account.</p> <p>Where relevant provisions of laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed have any other requirement in respect of the financial arrangement related to the aforementioned repurchase of shares, such provisions shall prevail.</p>	<p>(III) Payment by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> (1) Acquisition of rights to repurchase shares of the Company; (2) Variation of any contract for repurchasing shares of the Company; (3) Release of any of the Company's obligations under any contract for repurchasing its shares. <p>(IV) After the aggregated par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, the amount deducted from the distributable profits for payment for repurchasing shares at their par value shall be accounted for in the Company's capital common reserve account.</p> <p>Where relevant provisions of laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed have any other requirement in respect of the financial arrangement related to the aforementioned repurchase of shares, such provisions shall prevail.</p>

Articles before amendments	Articles after amendments
<p>Article 33</p> <p>Save as otherwise specified by laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed, the shares of the Company may be transferred in accordance with laws, and its fully-paid shares shall be free from any restriction on the right of transfer and shall also be free from all lien. Transfer of overseas listed foreign shares listed in Hong Kong shall be registered with the local share registrar designated by the Company in Hong Kong.</p>	<p>Article 33 <u>Article 27</u></p> <p>Save as otherwise specified by laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed, the shares of the Company may be transferred in accordance with laws, and its fully-paid shares shall be free from any restriction on the right of transfer and shall also be free from all lien. <u>Transfer of overseas listed foreign shares listed in Hong Kong shall be registered with the local share registrar designated by the Company in Hong Kong.</u></p>
<p>Article 34</p> <p>All fully-paid overseas listed foreign shares listed on the Hong Kong Stock Exchange may be transferred freely in accordance with these Articles of Association. However, the board of directors may refuse to recognize any instrument of transfer without any reason unless the following conditions are satisfied:</p> <p>(I) The instrument of transfer and any other documents related to or affecting the title of any shares shall be registered. If an expense is charged for such registration, such expense shall not exceed the maximum expense as stipulated in the Hong Kong Listing Rules;</p> <p>(II) The instrument of transfer only relates to the H shares listed on the Hong Kong Stock Exchange;</p> <p>(III) The stamp duty required by the laws of Hong Kong for the instrument of transfer has been paid;</p>	<p>Article 34</p> <p>All fully-paid overseas listed foreign shares listed on the Hong Kong Stock Exchange may be transferred freely in accordance with these Articles of Association. However, the board of directors may refuse to recognize any instrument of transfer without any reason unless the following conditions are satisfied:</p> <p>(I) The instrument of transfer and any other documents related to or affecting the title of any shares shall be registered. If an expense is charged for such registration, such expense shall not exceed the maximum expense as stipulated in the Hong Kong Listing Rules;</p> <p>(II) The instrument of transfer only relates to the H shares listed on the Hong Kong Stock Exchange;</p> <p>(III) The stamp duty required by the laws of Hong Kong for the instrument of transfer has been paid;</p>

Articles before amendments	Articles after amendments
<p>(IV) The relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the rights to transfer such shares shall be provided;</p> <p>(V) If the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four (4);</p> <p>(VI) The relevant shares are free of any lien in favor of the Company;</p> <p>(VII) No transfer shall be made to minors or persons of unsound mind or others under legal disability.</p> <p>If the board of directors refuses to register the share transfer, the Company shall send a written notice in respect of such refusal of share transfer registration to the transferor and transferee within two (2) months from the date of the formal transfer application.</p>	<p>(IV) The relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the rights to transfer such shares shall be provided;</p> <p>(V) If the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four (4);</p> <p>(VI) The relevant shares are free of any lien in favor of the Company;</p> <p>(VII) No transfer shall be made to minors or persons of unsound mind or others under legal disability.</p> <p>If the board of directors refuses to register the share transfer, the Company shall send a written notice in respect of such refusal of share transfer registration to the transferor and transferee within two (2) months from the date of the formal transfer application.</p>
<p>Article 35</p> <p>All transfers of H shares listed in Hong Kong may be effected by instruments of transfer in writing in a common form of the place where the shares of the Company are listed or in any other form acceptable to the board of directors. Transfers of H shares may be effected by the standard form of transfer or instrument of transfer specified by Hong Kong Stock Exchange. Such transfer instruments may only adopt manual signing or be affixed with a valid seal of the Company (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house defined under the laws of Hong Kong or its agent, the transfer instruments may be signed in form of manual signing or machine printing.</p>	<p><u>Article 35</u></p> <p><u>All transfers of H shares listed in Hong Kong may be effected by instruments of transfer in writing in a common form of the place where the shares of the Company are listed or in any other form acceptable to the board of directors. Transfers of H shares may be effected by the standard form of transfer or instrument of transfer specified by Hong Kong Stock Exchange. Such transfer instruments may only adopt manual signing or be affixed with a valid seal of the Company (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house defined under the laws of Hong Kong or its agent, the transfer instruments may be signed in form of manual signing or machine printing.</u></p>

Articles before amendments	Articles after amendments
<p>All the transfer instruments shall be kept at the legal address of the Company, the address of its share registrar or the address designated by the board of directors from time to time.</p>	<p>All the transfer instruments shall be kept at the legal address of the Company, the address of its share registrar or the address designated by the board of directors from time to time.</p>
<p>Section 4</p> <p>Financial Assistance for Acquisition of the Shares of the Company</p> <p>Article 38</p> <p>The Company or its subsidiaries shall not, by any means at any time, provide any financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The aforesaid acquirer of shares of the Company shall include a person who directly or indirectly assumes any obligations for the purpose of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the aforesaid obligor for the purpose of reducing or discharging the obligations.</p> <p>The provisions in this Article shall not apply to the circumstances stated in Article 40 of these Articles of Association.</p>	<p>Section 4</p> <p>Financial Assistance for Acquisition of the Shares of the Company</p> <p>Article 38</p> <p>The Company or its subsidiaries shall not, by any means at any time, provide any financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The aforesaid acquirer of shares of the Company shall include a person who directly or indirectly assumes any obligations for the purpose of the acquisition of shares of the Company.</p> <p>The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the aforesaid obligor for the purpose of reducing or discharging the obligations.</p> <p>The provisions in this Article shall not apply to the circumstances stated in Article 40 of these Articles of Association.</p>
<p>Article 39</p> <p>For the purpose of this section, the term “financial assistance” includes but not limited to the following means:</p> <p>(I) Gift;</p> <p>(II) Guarantee (including the undertaking of liability or provisions of property by the guarantor to secure the performance of the obligations by the obligator), or indemnity (other than indemnity arising from the Company’s own fault) and release or waiver of rights;</p>	<p>Article 39</p> <p>For the purpose of this section, the term “financial assistance” includes but not limited to the following means:</p> <p>(I) Gift;</p> <p>(II) Guarantee (including the undertaking of liability or provisions of property by the guarantor to secure the performance of the obligations by the obligator), or indemnity (other than indemnity arising from the Company’s own fault) and release or waiver of rights;</p>

Articles before amendments	Articles after amendments
<p>(III) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights arising under, such loan or contract;</p> <p>(IV) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to significant reduction of the Company’s net assets.</p> <p>For the purpose of this section, the term “assuming obligations” includes the assumption of obligations by way of contract or the entering into an arrangement (whether enforceable or not, and whether entered into on its own account or with any other persons), or by the changing of the obligor’s financial position by any other means.</p>	<p>(III) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights arising under, such loan or contract;</p> <p>(IV) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when such assistance would lead to significant reduction of the Company’s net assets.</p> <p>For the purpose of this section, the term “assuming obligations” includes the assumption of obligations by way of contract or the entering into an arrangement (whether enforceable or not, and whether entered into on its own account or with any other persons), or by the changing of the obligor’s financial position by any other means.</p>
<p>Article 40</p> <p>The following activities shall not be deemed to be activities prohibited under Article 38 of these Articles of Association:</p> <p>(I) The financial assistance by the Company is given in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an ancillary part of a master plan of the Company;</p> <p>(II) The lawful distribution of the Company’s assets by way of dividends;</p> <p>(III) The allotment of shares as dividends;</p>	<p><u>Article 40</u></p> <p>The following activities shall not be deemed to be activities prohibited under Article 38 of these Articles of Association:</p> <p>(I) The financial assistance by the Company is given in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an ancillary part of a master plan of the Company;</p> <p>(II) The lawful distribution of the Company’s assets by way of dividends;</p> <p>(III) The allotment of shares as dividends;</p>

Articles before amendments	Articles after amendments
<p>(IV) A reduction of registered capital, a repurchase of shares or a reorganization of the capital structure of the Company in accordance with these Articles of Association;</p> <p>(V) The provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company);</p> <p>(VI) The provision of money by the Company for an employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company).</p>	<p>(IV) A reduction of registered capital, a repurchase of shares or a reorganization of the capital structure of the Company in accordance with these Articles of Association;</p> <p>(V) The provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company);</p> <p>(VI) The provision of money by the Company for an employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is paid out of the distributable profits of the Company).</p>
	<p><u>Article 30</u></p> <p><u>The Company shall not provide gifts, borrowings, guarantees, or other financial assistance for the acquisition of shares of the Company or its parent company, except for the implementation of the employee stock ownership plan by the Company.</u></p>

Articles before amendments	Articles after amendments
	<p><u>The Company may, by resolution of the shareholders' meeting or by resolution of the board of directors in accordance with the Articles of Association or the authorization of the shareholders' meeting, provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the cumulative total of such financial assistance shall not exceed ten percent of the total amount of the issued share capital. Resolutions of the board of directors shall be passed by more than two-thirds of all directors.</u></p> <p><u>If a violation of the above two provisions causes loss to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.</u></p>
<p>Section 5</p> <p>Share Certificates and Register of Shareholders</p> <p>Article 41</p> <p>The share certificates of the Company shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the Company's share certificates shall include such other particulars as required to be specified by the stock exchange in the place where the shares of the Company are listed.</p> <p>The Company may issue overseas listed foreign shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.</p>	<p><u>Section 5</u></p> <p><u>Share Certificates and Register of Shareholders</u></p> <p><u>Article 41</u></p> <p><u>The share certificates of the Company shall be in registered form.</u></p> <p><u>In addition to the particulars provided for in the Company Law, the Company's share certificates shall include such other particulars as required to be specified by the stock exchange in the place where the shares of the Company are listed.</u></p> <p><u>The Company may issue overseas listed foreign shares in form of foreign depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the listing place.</u></p>

Articles before amendments	Articles after amendments
<p>Article 42</p> <p>The Company’s share certificates shall be signed by the chairman of the board of directors. Where the signatures of the general manager or other senior management of the Company are required by the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed, the Company’s share certificates shall also be signed by the general manager or such other senior management. The Company’s share certificates shall become effective after the Company’s seal is affixed therewith or printed thereon. The share certificates shall only be affixed with the Company’s seal under the authorization of the board of directors. The signature of the chairman of the board of directors, the general manager or other senior management on the share certificates may also be in printed form.</p> <p>In case of scripless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed shall prevail.</p>	<p>Article 42</p> <p>The Company’s share certificates shall be signed by the chairman of the board of directors. Where the signatures of the general manager or other senior management of the Company are required by the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed, the Company’s share certificates shall also be signed by the general manager or such other senior management. The Company’s share certificates shall become effective after the Company’s seal is affixed therewith or printed thereon. The share certificates shall only be affixed with the Company’s seal under the authorization of the board of directors. The signature of the chairman of the board of directors, the general manager or other senior management on the share certificates may also be in printed form.</p> <p>In case of scripless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed shall prevail.</p>
<p>Article 43</p> <p>The Company shall maintain a register of shareholders in accordance with certificates from the share registrar, and shall register therein the following particulars:</p> <p>(I) The name, address or domicile, occupation or nature of each shareholder;</p> <p>(II) The class and number of shares held by each shareholder;</p> <p>(III) The amount paid or payable in respect of the shares held by each shareholder;</p>	<p>Article 43</p> <p>The Company shall maintain a register of shareholders in accordance with certificates from the share registrar, and shall register therein the following particulars:</p> <p>(I) The name, address or domicile, occupation or nature of each shareholder;</p> <p>(II) The class and number of shares held by each shareholder;</p> <p>(III) The amount paid or payable in respect of the shares held by each shareholder;</p>

Articles before amendments	Articles after amendments
<p>(IV) The serial numbers of the shares held by each shareholder;</p> <p>(V) The date on which each shareholder is registered as a shareholder;</p> <p>(VI) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Company unless there is evidence to the contrary.</p>	<p>(IV) The serial numbers of the shares held by each shareholder;</p> <p>(V) The date on which each shareholder is registered as a shareholder;</p> <p>(VI) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Company unless there is evidence to the contrary.</p>
<p>Article 44</p> <p>The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas listed foreign shares outside the People's Republic of China and appoint overseas agents for management. The original register of shareholders of H shares listed on the Hong Kong Stock Exchange shall be kept in Hong Kong.</p> <p>The Company shall keep a duplicate of the register of shareholders of overseas listed foreign shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of shareholders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of shareholders of overseas listed foreign shares, the original version shall prevail.</p>	<p><u>Article 44</u></p> <p>The Company may, pursuant to the understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas listed foreign shares outside the People's Republic of China and appoint overseas agents for management. The original register of shareholders of H shares listed on the Hong Kong Stock Exchange shall be kept in Hong Kong.</p> <p>The Company shall keep a duplicate of the register of shareholders of overseas listed foreign shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of shareholders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of shareholders of overseas listed foreign shares, the original version shall prevail.</p>

Articles before amendments	Articles after amendments
<p>Article 45</p> <p>The Company shall keep a complete register of shareholders. The register of shareholders shall include the followings:</p> <p>(I) The register of shareholders kept at the Company's address other than those parts specified in items (II) and item (III) in this Article;</p> <p>(II) The registers of shareholders of overseas listed foreign shares of the Company kept in the place of the overseas stock exchange on which the shares of the Company are listed; and</p> <p>(III) The registers of shareholders kept in other places as the board of directors may decide necessary for the listing of the shares of the Company.</p>	<p>Article 45</p> <p>The Company shall keep a complete register of shareholders. The register of shareholders shall include the followings:</p> <p>(I) The register of shareholders kept at the Company's address other than those parts specified in items (II) and item (III) in this Article;</p> <p>(II) The registers of shareholders of overseas listed foreign shares of the Company kept in the place of the overseas stock exchange on which the shares of the Company are listed; and</p> <p>(III) The registers of shareholders kept in other places as the board of directors may decide necessary for the listing of the shares of the Company.</p>
<p>Article 46</p> <p>Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register of shareholders shall be registered in any other part of the register of shareholders at the same time.</p> <p>Amendments or rectification of any part of the register of shareholders shall be made in accordance with the laws of the place where the relevant part of the register of shareholders is maintained. During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company must ensure that all of the title documents of the securities listed on the Hong Kong Stock Exchange (including share certificates) include the statements as follows. The Company shall instruct and procure the share registrars not to register the subscription, purchase or transfer of its shares in the name of any individual holder unless and until such individual holder submits such properly executed forms in respect of such shares to the share registrars which shall include the statements as follows:</p>	<p>Article 46</p> <p>Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register of shareholders shall be registered in any other part of the register of shareholders at the same time.</p> <p>Amendments or rectification of any part of the register of shareholders shall be made in accordance with the laws of the place where the relevant part of the register of shareholders is maintained. During the period when the H shares are listed on the Hong Kong Stock Exchange, the Company must ensure that all of the title documents of the securities listed on the Hong Kong Stock Exchange (including share certificates) include the statements as follows. The Company shall instruct and procure the share registrars not to register the subscription, purchase or transfer of its shares in the name of any individual holder unless and until such individual holder submits such properly executed forms in respect of such shares to the share registrars which shall include the statements as follows:</p>

Articles before amendments	Articles after amendments
<p>(I) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the provisions of the Company Law, the Special Provisions as well as other relevant laws and regulations and the Articles of Association of the Company;</p>	<p>(I) — The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the provisions of the Company Law, the Special Provisions as well as other relevant laws and regulations and the Articles of Association of the Company;</p>
<p>(II) The share purchasers and the Company, each of the shareholders, directors, supervisors and senior management of the Company shall agree, and the Company acting for itself and on behalf of each of the directors, supervisors and senior management shall agree with each of the shareholders, that disputes or claims incurred as a result of these Articles of Association or in respect of the rights and obligations provided in the Company Law or other relevant laws or regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association of the Company, and any submission to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p>	<p>(II) — The share purchasers and the Company, each of the shareholders, directors, supervisors and senior management of the Company shall agree, and the Company acting for itself and on behalf of each of the directors, supervisors and senior management shall agree with each of the shareholders, that disputes or claims incurred as a result of these Articles of Association or in respect of the rights and obligations provided in the Company Law or other relevant laws or regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association of the Company, and any submission to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p>
<p>(III) The share purchasers and the Company and each of the shareholders agree that the shares of the Company may be freely transferred by the holder thereof;</p>	<p>(III) — The share purchasers and the Company and each of the shareholders agree that the shares of the Company may be freely transferred by the holder thereof;</p>
<p>(IV) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors and senior management. Pursuant to the contract, the directors and senior management undertake to observe and fulfil their responsibilities to the shareholders under the Articles of Association of the Company.</p>	<p>(IV) — The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors and senior management. Pursuant to the contract, the directors and senior management undertake to observe and fulfil their responsibilities to the shareholders under the Articles of Association of the Company.</p>

Articles before amendments	Articles after amendments
<p>Article 47</p> <p>Where applicable laws, regulations and the Hong Kong Listing Rules stipulate the period of closure of the register of shareholders prior to a general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the company secretary to the applicant to specify the approval authority and duration of the abovementioned period of closure.</p>	<p>Article 47</p> <p>Where applicable laws, regulations and the Hong Kong Listing Rules stipulate the period of closure of the register of shareholders prior to a general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the company secretary to the applicant to specify the approval authority and duration of the abovementioned period of closure.</p>
<p>Article 48</p> <p>When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities which require to confirm the identification of shareholders, the convener of the board of directors or the general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders after the close of trading on the record date shall be entitled to relevant rights.</p>	<p>Article 48</p> <p>When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities which require to confirm the identification of shareholders, the convener of the board of directors or the general meeting shall decide the record date. The shareholders whose names appear on the register of shareholders after the close of trading on the record date shall be entitled to relevant rights.</p>
<p>Article 49</p> <p>Any person who disputes the register of shareholders and requests to have his/her name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register of shareholders.</p>	<p>Article 49</p> <p>Any person who disputes the register of shareholders and requests to have his/her name entered in or removed from the register of shareholders may apply to a competent court for rectification of the register of shareholders.</p>

Articles before amendments	Articles after amendments
<p>Article 50</p> <p>Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may apply to the Company for the issuance of a replacement share certificate in respect of such shares (the “Relevant Shares”) if his/her share certificate (the “Original Share Certificate”) is lost.</p> <p>If a shareholder who has lost his/her share certificate of domestic shares applies for a replacement share certificate, it shall be dealt with in accordance with relevant provisions of the Company Law.</p> <p>If a shareholder who has lost his/her share certificate of overseas listed foreign shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of shareholders of overseas listed foreign shares is kept.</p> <p>If a shareholder who has lost his/her share certificate of overseas listed foreign shares applies for a replacement share certificates, it shall be dealt with in accordance with the following requirements:</p> <p>(I) The applicant shall made an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the pilferage, loss or destruction, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares.</p>	<p><u>Article 50</u></p> <p>Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may apply to the Company for the issuance of a replacement share certificate in respect of such shares (the “Relevant Shares”) if his/her share certificate (the “Original Share Certificate”) is lost.</p> <p>If a shareholder who has lost his/her share certificate of domestic shares applies for a replacement share certificate, it shall be dealt with in accordance with relevant provisions of the Company Law.</p> <p>If a shareholder who has lost his/her share certificate of overseas listed foreign shares applies for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of shareholders of overseas listed foreign shares is kept.</p> <p>If a shareholder who has lost his/her share certificate of overseas listed foreign shares applies for a replacement share certificates, it shall be dealt with in accordance with the following requirements:</p> <p>(I) The applicant shall made an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the pilferage, loss or destruction, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares.</p>

Articles before amendments	Articles after amendments
<p>(II) Before the Company decides to issue the new replacement share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares has been received.</p> <p>(III) The Company shall, if it decides to issue a new replacement share certificate to the applicant, publish an announcement in respect of the issuance of a new replacement share certificate in such newspapers as may be designated by the board of directors; the period of announcement shall be ninety (90) days and the announcement shall be reissued at least once every thirty (30) days.</p> <p>(IV) The Company shall, prior to the publication of the announcement of its proposed issuance of a replacement share certificate, submit to the stock exchange on which its shares are listed a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from such stock exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the said stock exchange for a period of ninety (90) days. If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</p>	<p>(II) Before the Company decides to issue the new replacement share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares has been received.</p> <p>(III) The Company shall, if it decides to issue a new replacement share certificate to the applicant, publish an announcement in respect of the issuance of a new replacement share certificate in such newspapers as may be designated by the board of directors; the period of announcement shall be ninety (90) days and the announcement shall be reissued at least once every thirty (30) days.</p> <p>(IV) The Company shall, prior to the publication of the announcement of its proposed issuance of a replacement share certificate, submit to the stock exchange on which its shares are listed a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from such stock exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the said stock exchange for a period of ninety (90) days. If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</p>

Articles before amendments	Articles after amendments
<p>(V) If, upon expiry of the period of ninety (90) days referred to in item (III) and item (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issuance of a replacement share certificate, the Company may issue a new replacement share certificate to the applicant accordingly.</p> <p>(VI) Where the Company issues a new replacement share certificate under this Article, it shall immediately cancel the Original Share Certificate and record the cancellation and replacement issue in the register of shareholders accordingly.</p> <p>(VII) All expenses related to the cancellation of the Original Share Certificate and the issuance of a new replacement share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until the applicant has provided reasonable security.</p> <p>For the share certificates issued by the Company to bearers, no new share certificate shall be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the Original Share Certificate has been destroyed.</p>	<p>(V) If, upon expiry of the period of ninety (90) days referred to in item (III) and item (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issuance of a replacement share certificate, the Company may issue a new replacement share certificate to the applicant accordingly.</p> <p>(VI) Where the Company issues a new replacement share certificate under this Article, it shall immediately cancel the Original Share Certificate and record the cancellation and replacement issue in the register of shareholders accordingly.</p> <p>(VII) All expenses related to the cancellation of the Original Share Certificate and the issuance of a new replacement share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until the applicant has provided reasonable security.</p> <p>For the share certificates issued by the Company to bearers, no new share certificate shall be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the Original Share Certificate has been destroyed.</p>
<p>Article 51</p> <p>Where the Company issues a new replacement share certificate pursuant to these Articles of Association, the name of a bona fide purchaser gaining possession of such new share certificate or the person who is subsequently entered in the register of shareholders as the holder of such shares (if he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>Article 51</p> <p>Where the Company issues a new replacement share certificate pursuant to these Articles of Association, the name of a bona fide purchaser gaining possession of such new share certificate or the person who is subsequently entered in the register of shareholders as the holder of such shares (if he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>
<p>Article 52</p> <p>The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificate or the issuance of a new replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p>	<p>Article 52</p> <p>The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificate or the issuance of a new replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p>

Articles before amendments	Articles after amendments
<p>Article 53</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and has his/her name recorded in the register of shareholders.</p> <p>A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as the common owners of the said shares subject to the following restrictions:</p> <p>(I) The Company shall not register more than four (4) persons as joint holders of any shares;</p> <p>(II) The joint holders of any shares shall assume joint and several liabilities for all amounts payable for relevant shares;</p> <p>(III) If any of the joint shareholders deceases, only the surviving joint shareholders shall be deemed by the Company as having title to the relevant shares, but the board of directors may, for the purpose of modifying the register of shareholders, require the surviving joint shareholders to provide a death certificate as it deems appropriate;</p>	<p>Article 53 Article 31</p> <p>A shareholder of the Company is a person who lawfully holds shares of the Company and has his/her name recorded in the register of shareholders.</p> <p><u>The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, the register of shareholders represents sufficient evidence to prove the holding of shares and assume obligations in the Company by shareholders.</u> A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as the common owners of the said shares subject to the following restrictions:</p> <p>(I) The Company shall not register more than four (4) persons as joint holders of any shares;</p> <p>(II) The joint holders of any shares shall assume joint and several liabilities for all amounts payable for relevant shares;</p> <p>(III) If any of the joint shareholders deceases, only the surviving joint shareholders shall be deemed by the Company as having title to the relevant shares, but the board of directors may, for the purpose of modifying the register of shareholders, require the surviving joint shareholders to provide a death certificate as it deems appropriate;</p>

Articles before amendments	Articles after amendments
<p>(IV) For joint shareholders of any shares, the person whose name stands first in the register of shareholders shall be entitled to receive the share certificate of the relevant shares or receive the notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders of relevant shares. Any of the joint shareholders may sign a proxy form, attend the general meetings of the Company or exercise all the voting rights attached to the relevant shares, provided that if one or more of the joint shareholders attend a meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote will be accepted to the exclusion of the vote(s) of the other joint shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of shareholders in respect of relevant shares.</p> <p>Where one of the joint shareholders delivers receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as valid receipt from such joint shareholders to the Company.</p>	<p>(IV) For joint shareholders of any shares, the person whose name stands first in the register of shareholders shall be entitled to receive the share certificate of the relevant shares or receive the notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders of relevant shares. Any of the joint shareholders may sign a proxy form, attend the general meetings of the Company or exercise all the voting rights attached to the relevant shares, provided that if one or more of the joint shareholders attend a meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote will be accepted to the exclusion of the vote(s) of the other joint shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of shareholders in respect of relevant shares.</p> <p><u>Where one of the joint shareholders delivers receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as valid receipt from such joint shareholders to the Company.</u></p>

Articles before amendments	Articles after amendments
	<p><u>Article 32</u></p> <p><u>When the Company convenes a shareholders' meeting, distributes dividends, commences liquidation or participates in other activities which require to confirm the identification of shareholders, the convener of the board of directors or the shareholders' meeting shall decide the record date. The shareholders whose names appear on the register of shareholders after the close of trading on the record date shall be entitled to relevant rights.</u></p> <p><u>Where applicable laws, regulations and the Hong Kong Listing Rules stipulate the period of closure of the register of shareholders prior to a shareholders' meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the company secretary to the applicant to specify the approval authority and duration of the abovementioned period of closure.</u></p>
<p>Article 54</p> <p>Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of profit distribution in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, host, attend or appoint a proxy to attend a general meeting and exercise corresponding voting rights in accordance with laws;</p> <p>(III) The rights to supervise and manage the operating activities of the business of the Company, to put forward proposals and raise inquiries;</p>	<p>Article 54 <u>Article 33</u></p> <p>Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) The rights to receive dividends and other forms of profit distribution in proportion to the number of shares held by them;</p> <p>(II) The rights to request, convene, host, attend or appoint a proxy to attend a <u>general shareholders'</u> meeting and exercise corresponding voting rights in accordance with laws;</p> <p>(III) The rights to supervise and manage the operating activities of the business of the Company, to put forward proposals and raise inquiries;</p>

Articles before amendments	Articles after amendments
<p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with relevant provisions of the laws, administrative regulations, normative documents and the securities regulatory authorities in the place where the shares of the Company are listed;</p> <p>(V) The rights to obtain relevant information in accordance with the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed and these Articles of Association, including:</p> <ol style="list-style-type: none"> 1. The right to obtain a copy of these Articles of Association, subject to the payment of reasonable fees; 2. The right to access to and reproduce, subject to the payment of reasonable fees: <ol style="list-style-type: none"> (1) All parts of the register of shareholders; (2) Personal particulars of each of the directors, supervisors and senior management, including: <ol style="list-style-type: none"> (a) Present and former name and alias; (b) Principal residential address (domicile); (c) Nationality; 	<p>(IV) The rights to transfer, donate, or pledge shares held by them in accordance with relevant provisions of the laws, administrative regulations, normative documents and the securities regulatory authorities in the place where the shares of the Company are listed;</p> <p>(V) The rights to <u>inspect the Articles of Association, the register of shareholders, the Company’s bond stubs, minutes of the shareholders’ meetings, resolutions of the board meetings and meetings of the supervisory committee, and financial and accounting reports; obtain relevant information in accordance with the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed and these Articles of Association, including:</u></p> <ol style="list-style-type: none"> <u>1. The right to obtain a copy of these Articles of Association, subject to the payment of reasonable fees;</u> <u>2. The right to access to and reproduce, subject to the payment of reasonable fees:</u> <ol style="list-style-type: none"> <u>(1) All parts of the register of shareholders;</u> <u>(2) Personal particulars of each of the directors, supervisors and senior management, including:</u> <ol style="list-style-type: none"> <u>(a) Present and former name and alias;</u> <u>(b) Principal residential address (domicile);</u> <u>(c) Nationality;</u>

Articles before amendments	Articles after amendments
<p>(d) Full-time and all other part-time occupations and duties;</p>	<p>(d) Full-time and all other part-time occupations and duties;</p>
<p>(e) Identification documents and their numbers.</p>	<p>(e) Identification documents and their numbers.</p>
<p>(3) Report on the status of the Company's share capital;</p>	<p>(3) Report on the status of the Company's share capital;</p>
<p>(4) Special resolutions of the Company;</p>	<p>(4) Special resolutions of the Company;</p>
<p>(5) Report on the total par value, quantity, the highest price and the lowest price of every class of shares that the Company has repurchased since the end of the last financial year, as well as all the expenses that the Company has paid for them, which are segmented by domestic shares and foreign shares;</p>	<p>(5) Report on the total par value, quantity, the highest price and the lowest price of every class of shares that the Company has repurchased since the end of the last financial year, as well as all the expenses that the Company has paid for them, which are segmented by domestic shares and foreign shares;</p>
<p>(6) Minutes of general meetings;</p>	<p>(6) Minutes of general meetings;</p>
<p>(7) Financial and accounting reports, the latest audited financial statements as well as the reports of the board of directors, the auditors and the supervisory committee;</p>	<p>(7) Financial and accounting reports, the latest audited financial statements as well as the reports of the board of directors, the auditors and the supervisory committee;</p>

Articles before amendments	Articles after amendments
<p>(8) The latest annual report that has been filed with the share registrar of the Company or other competent authorities for record. Documents referred to in item (1) to item (8) (excluding item (2)) above shall be maintained at the Company's address in Hong Kong according to the requirements of the Hong Kong Listing Rules and shall be made available for inspection by the public and shareholders free of charge (except for minutes of general meetings which shall be made available for inspection by shareholders only).</p> <p>(VI) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;</p> <p>(VII) The right to require the Company to purchase their shares in the event of their objection to resolutions of the general meeting concerning merger or division of the Company;</p> <p>(VIII) The right for shareholders who severally or jointly hold three per cent (3%) or more of the Company's shares to make a provisional proposal in writing to the board of directors no later than ten (10) working days before the date of general meeting;</p> <p>(IX) Other rights stipulated in the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association.</p>	<p>(8) The latest annual report that has been filed with the share registrar of the Company or other competent authorities for record. Documents referred to in item (1) to item (8) (excluding item (2)) above shall be maintained at the Company's address in Hong Kong according to the requirements of the Hong Kong Listing Rules and shall be made available for inspection by the public and shareholders free of charge (except for minutes of general meetings which shall be made available for inspection by shareholders only).</p> <p>(VI) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;</p> <p>(VII) The right to require the Company to purchase their shares in the event of their objection to resolutions of the general shareholders' meeting concerning merger or division of the Company;</p> <p>(VIII) The right for shareholders who severally or jointly hold three per cent (3%) or more of the Company's shares to make a provisional proposal in writing to the board of directors no later than ten (10) working days before the date of general meeting;</p> <p>(VIII) Other rights stipulated in the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association.</p>

Articles before amendments	Articles after amendments
<p>Article 56</p> <p>Shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) To abide by laws, administrative regulations and these Articles of Association;</p> <p>(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholders;</p> <p>(III) To be liable to the Company to the extent of the shares they hold;</p> <p>(IV) Save as stipulated in laws or regulations, no share refund is allowed upon the approval for registration with the Company;</p> <p>(V) Other obligations imposed by the laws, administrative regulations and these Articles of Association.</p>	<p>Article 56 Article 35</p> <p>Shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) To abide by laws, administrative regulations and these Articles of Association;</p> <p>(II) To pay for the shares based on the shares subscribed for and the manners in which they became shareholders;</p> <p>(III) To be liable to the Company to the extent of the shares they hold;</p> <p>(IV)(III) Save as stipulated in laws or regulations, no share refund is allowed <u>upon the approval for registration with the Company;</u></p> <p><u>(IV) No abuse of shareholder’s rights to damage the interests of the Company or other shareholders; no abuse of the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;</u></p> <p>(V) Other obligations imposed by the laws, administrative regulations and these Articles of Association.</p>

Articles before amendments	Articles after amendments
<p>Shareholders are not liable for making any further contribution to the share capital other than the conditions as agreed upon subscription by them in the capacity of the subscribers.</p>	<p>Shareholders are not liable for making any further contribution to the share capital other than the conditions as agreed upon subscription by them in the capacity of the subscribers.</p> <p><u>Where the abuse of shareholders' rights causes any loss to the Company or other shareholders, such abusive shareholder shall be liable for compensation in accordance with laws. Where shareholders abuse the Company's independent legal person status or the limited liability of shareholders to evade debts and severely damage the interests of the Company's creditors, such shareholders shall bear joint and several liability for the debts of the Company.</u></p>
	<p><u>Article 36</u></p> <p><u>A shareholder holding more than 5% of the Company's shares with voting rights pledging any shares in his/her possession shall submit a written report to the Company from the date when he/she pledges his/her shares.</u></p>
<p>Article 57</p> <p>Except for the obligations as required by laws, administrative regulations, departmental rules, normative documents or the listing rules of the place where the shares of the Company are listed, the controlling shareholders in exercising their voting rights shall not make any decisions affecting the benefits of all or part of the shareholders in respect of the following matters:</p>	<p>Article 57 <u>Article 37</u></p> <p>Except for the obligations as required by laws, administrative regulations, departmental rules, normative documents or the listing rules of the place where the shares of the Company are listed, the controlling shareholders in exercising their voting rights shall not make any decisions affecting the benefits of all or part of the shareholders in respect of the following matters:</p>

Articles before amendments	Articles after amendments
<p>(I) Exempting the responsibility of any director or supervisor to act in good faith for the best interest of the Company;</p> <p>(II) Approving any director or supervisor (for the benefit of himself/herself or other persons) to deprive of the property of the Company in any form, including (but not limited to) the opportunities that are favorable to the Company;</p> <p>(III) Approving any director or supervisor (for the benefit of himself/herself or other persons) to deprive of the individual interests of other shareholders, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Company which is submitted to the general meeting for approval in accordance with these Articles of Associations.</p>	<p>(I) Exempting the responsibility of any director or supervisor to act in good faith for the best interest of the Company;</p> <p>(II) Approving any director or supervisor (for the benefit of himself/herself or other persons) to deprive of the property of the Company in any form, including (but not limited to) the opportunities that are favorable to the Company;</p> <p>(III) Approving any director or supervisor (for the benefit of himself/herself or other persons) to deprive of the individual interests of other shareholders, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Company which is submitted to the <u>general-shareholders'</u> meeting for approval in accordance with these Articles of Associations.</p>
<p>Section 2</p> <p>General Provisions for General Meetings</p> <p>Article 58</p> <p>The general meeting is the body of authority of the Company and shall exercise the following powers in accordance with the laws:</p> <p>(I) To decide on the operating objectives, development strategies and investment plans of the Company;</p> <p>(II) To elect and replace directors and supervisors who are not staff representatives, and to determine matters related to the remuneration of the relevant directors and supervisors;</p> <p>(III) To consider and approve the reports of the board of directors;</p> <p>(IV) To consider and approve the reports of the supervisory committee;</p>	<p>Section 2</p> <p>General Provisions for <u>General Shareholders'</u> Meetings</p> <p>Article 58 Article 38</p> <p>The <u>general-shareholders'</u> meeting is the body of authority of the Company and shall exercise the following powers in accordance with the laws:</p> <p>(I) To decide on the operating objectives, development strategies and investment plans of the Company;</p> <p>(II)(I) To elect and replace directors and supervisors who are not staff representatives, and to determine matters related to the remuneration of the relevant directors and supervisors;</p> <p>(III)(II) To consider and approve the reports of the board of directors;</p> <p>(IV)(III) To consider and approve the reports of the supervisory committee;</p>

Articles before amendments	Articles after amendments
(V) To consider and approve the proposed annual financial budgets and final account proposals of the Company;	(V) To consider and approve the proposed annual financial budgets and final account proposals of the Company;
(VI) To consider and approve the profit distribution plans and plans for loss recovery of the Company;	(VI)(IV) To consider and approve the profit distribution plans and plans for loss recovery of the Company;
(VII) To determine the increase or reduction of the registered capital of the Company;	(VII)(V) To determine the increase or reduction of the registered capital of the Company;
(VIII) To determine the merger, division, dissolution and liquidation of the Company or alteration of corporate form;	(VIII)(VI) To determine the merger, division, dissolution and liquidation of the Company or alteration of corporate form;
(IX) To determine the issuance of corporate bonds or other securities by the Company and its listing proposal;	(IX)(VII) To determine the issuance of corporate bonds or other securities by the Company and its listing proposal;
(X) To consider and approve the shares holding by the employees or the share incentive plans;	(X)(VIII) To consider and approve the shares holding by the employees or the share incentive plans;
(XI) To amend these Articles of Association;	(XI)(IX) To amend these Articles of Association;
(XII) To consider and approve the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;	(XII)(X) To consider and approve the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
(XIII) To consider and approve matters regarding external guarantees required to be resolved at a general meeting pursuant to the requirements of these Articles of Association;	(XIII)(XI) To consider and approve matters regarding external guarantees required to be resolved at a general shareholders' meeting pursuant to the requirements of these Articles of Association;
(XIV) To consider and approve connected transactions required to be resolved at a general meeting pursuant to the requirements of laws, regulations and the listing rules of the place where the shares of the Company are listed;	(XIV)(XII) To consider and approve connected transactions required to be resolved at a general shareholders' meeting pursuant to the requirements of laws, regulations and the listing rules of the place where the shares of the Company are listed;

Articles before amendments	Articles after amendments
<p>(XV) To determine the appointment, dismissal or non-reappointment of accounting firms;</p> <p>(XVI) To consider proposals from shareholders representing three per cent (3%) or more of voting rights in the Company;</p> <p>(XVII) To consider and approve other matters required to be resolved at a general meeting pursuant to the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed and these Articles of Association.</p> <p>The general meeting may authorize or delegate the board of directors to process matters authorized or delegated by the general meeting, including but not limited to the following matters at the general meeting:</p> <ol style="list-style-type: none"> 1. Subject to applicable laws, regulations and listing rules of the place where the shares of the Company are listed, to grant the general mandate to the board of directors to issue, allot and deal with additional H shares not exceeding 20% (or other proportions as prescribed by applicable laws, regulations and listing rules of the place where the shares of the Company are listed) of the H shares in issue and authorize the board of directors to make corresponding amendments to these Articles of Association as it deems fit so as to reflect the new capital structure upon the allotment or issuance of shares; 	<p>(XV)(XIII) To determine the appointment, dismissal or non-reappointment of accounting firms;</p> <p>(XVI)(XIV) To consider proposals from shareholders representing three one per cent (3%1%) or more of voting rights in the Company;</p> <p>(XVII)(XV) To consider and approve other matters required to be resolved at a general shareholders' meeting pursuant to the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed and these Articles of Association.</p> <p>The general shareholders' meeting may authorize or delegate the board of directors to process matters authorized or delegated by the general shareholders' meeting, including but not limited to the following matters at the general meeting:</p> <ol style="list-style-type: none"> <u>1. Subject to applicable laws, regulations and listing rules of the place where the shares of the Company are listed, to grant the general mandate to the board of directors to issue, allot and deal with additional H shares not exceeding 20% (or other proportions as prescribed by applicable laws, regulations and listing rules of the place where the shares of the Company are listed) of the H shares in issue and authorize the board of directors to make corresponding amendments to these Articles of Association as it deems fit so as to reflect the new capital structure upon the allotment or issuance of shares;</u>

Articles before amendments	Articles after amendments
<p>2. To authorize the board of directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instruments such as domestic short-term financial instruments, medium-term notes, corporate bonds, overseas USD bonds based on the needs for production, operation and capital expenditure as well as the market conditions, including (but not limited to) the determination of the amount, interest rate, term, targeted group and use of proceeds of the bonds being actually issued, as well as the preparation, signing and disclosure of all necessary documents thereof subject to the aforementioned limit.</p>	<p>2. To authorize the board of directors, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instruments such as domestic short-term financial instruments, medium-term notes, corporate bonds, overseas USD bonds based on the needs for production, operation and capital expenditure as well as the market conditions, including (but not limited to) the determination of the amount, interest rate, term, targeted group and use of proceeds of the bonds being actually issued, as well as the preparation, signing and disclosure of all necessary documents thereof subject to the aforementioned limit.</p>
<p>Article 59</p> <p>The following external guarantees of the Company must be considered and approved by the general meeting.</p> <p>(I) Any guarantee provided by the Company and its controlling subsidiary with a total amount of external guarantee reaching or exceeding 50% of the audited net assets for the latest period;</p> <p>(II) Any guarantee provided by the Company with a total amount of external guarantee reaching or exceeding 30% of the audited total assets for the latest period;</p>	<p><u>Article 59 Article 39</u></p> <p>The following external guarantees of the Company must be considered and approved by the <u>general shareholders'</u> meeting.</p> <p>(I) Any guarantee provided by the Company and its controlling subsidiary with a total amount of external guarantee <u>reaching or</u> exceeding 50% of the audited net assets for the latest period;</p> <p>(II) Any guarantee provided by the Company with a total amount of external guarantee <u>reaching or</u> exceeding 30% of the audited total assets for the latest period;</p>

Articles before amendments	Articles after amendments
<p>(III) Guarantees provided to any guaranteed party whose gearing ratio exceeds 70%;</p> <p>(IV) Guarantees of which the amount of a single guarantee exceeds 10% of the audited net assets for the latest period;</p> <p>(V) Guarantees provided to the shareholders, de facto controller and their related parties.</p>	<p><u>(III) The guarantee amount provided by the Company within one year exceeds 30% of the its audited total assets for the latest period;</u></p> <p>(III)(IV) Guarantees provided to any guaranteed party whose gearing ratio exceeds 70%;</p> <p>(IV)(V) Guarantees of which the amount of a single guarantee exceeds 10% of the audited net assets for the latest period;</p> <p>(V)(VI) Guarantees provided to the shareholders, de facto controller and their related parties.</p>
<p>Article 60</p> <p>A shareholder or other shareholders under the control of de facto controller shall abstain from voting on a resolution for the provision of guarantee to such shareholder or de facto controller at the general meeting, and the resolution shall be passed by more than one half of the voting rights represented by other shareholders presented at the general meeting.</p> <p>If a director, the general manager or any other senior management member violates a provision on the approval authority or approval procedure for the provision of external guarantees as specified in the laws, administrative regulations or these Articles of Association, thereby causing the Company to suffer a loss, he/she shall be liable for damages and the Company may take legal action against him/her in accordance with laws.</p>	<p><u>Article 60 Article 40</u></p> <p>A shareholder or other shareholders under the control of de facto controller shall abstain from voting on a resolution for the provision of guarantee to such shareholder or de facto controller at the <u>general shareholders'</u> meeting, and the resolution shall be passed by more than one half of the voting rights represented by other shareholders presented at the <u>general shareholders'</u> meeting.</p> <p>If a director, the general manager or any other senior management member violates a provision on the approval authority or approval procedure for the provision of external guarantees as specified in the laws, administrative regulations or these Articles of Association, thereby causing the Company to suffer a loss, he/she shall be liable for damages and the Company may take legal action against him/her in accordance with laws.</p>

Articles before amendments	Articles after amendments
<p>Article 61</p> <p>Unless the Company is in a crisis or any special circumstance, the Company may not enter into any contract with anyone other than a director, a supervisor, the general manager or other senior management to have all or significant part of the Company’s business in the care of the said person, unless with the approval by a special resolution at a general meeting.</p>	<p>Article 61 Article 41</p> <p>Unless the Company is in a crisis or any special circumstance, the Company may not enter into any contract with anyone other than a director, a supervisor, the general manager or other senior management to have all or significant part of the Company’s business in the care of the said person, unless with the approval by a special resolution at a general shareholders’ meeting.</p>
<p>Article 62</p> <p>The general meetings are classified into annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once (1) a year within six (6) months from the end of the previous financial year.</p>	<p>Article 62 Article 42</p> <p>The general shareholders’ meetings are classified into annual general shareholders’ meetings and extraordinary general shareholders’ meetings. The annual general shareholders’ meetings shall be convened once (1) a year within six (6) months from the end of the previous financial year.</p>
<p>Article 63</p> <p>The extraordinary general meetings shall be convened as and when necessary. Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months since the date of occurrence:</p> <p>(I) When the number of directors is less than the minimum number required by the Company Law or two-thirds (2/3) of the number required by these Articles of Association;</p> <p>(II) When the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its paid-in share capital;</p> <p>(III) Where any shareholder holding severally or collectively more than ten per cent (10%) of the shares requests in writing for the convening of an extraordinary general meeting;</p>	<p>Article 63 Article 43</p> <p>The extraordinary general shareholders’ meetings shall be convened as and when necessary. Under any of the following circumstances, the Company shall convene an extraordinary general shareholders’ meeting within two (2) months since the date of occurrence:</p> <p>(I) When the number of directors is less than the minimum number required by the Company Law or two-thirds (2/3) of the number required by these Articles of Association;</p> <p>(II) When the unrecovered losses of the Company amount to one-third (1/3) of the total amount of its paid-in share capital;</p> <p>(III) Where any shareholder holding severally or collectively more than ten per cent (10%) of the shares requests in writing for the convening of an extraordinary general shareholders’ meeting;</p>

Articles before amendments	Articles after amendments
<p>(IV) When deemed necessary by the board of directors or when proposed by the supervisory committee;</p> <p>(V) When proposed by more than two (2) independent non-executive directors;</p> <p>(VI) Other circumstances stipulated in laws, administrative regulations, departmental rules, listing rules of the place where the shares of the Company are listed or these Articles of Association.</p> <p>The number of shares held as described in Item (III) above shall be calculated based on the shares of the Company held by the shareholder at the time when the market closed on the date when such written request is made by such shareholder or the preceding trading day (if the date on which such written request is made falls on a non-trading day).</p>	<p>(IV) When deemed necessary by the board of directors or when proposed by the supervisory committee;</p> <p>(V) When proposed by more than two (2) independent non-executive directors;</p> <p>(VI) Other circumstances stipulated in laws, administrative regulations, departmental rules, listing rules of the place where the shares of the Company are listed or these Articles of Association.</p> <p>The number of shares held as described in Item (III) above shall be calculated based on the shares of the Company held by the shareholder at the time when the market closed on the date when such written request is made by such shareholder or the preceding trading day (if the date on which such written request is made falls on a non-trading day).</p>
<p>Article 64</p> <p>The venue for convening a general meeting of the Company shall be the conference room at the domicile of the Company or such other places as specified at the notice of the general meeting.</p> <p>The general meeting shall be held onsite at the venue prepared in advance. The Company may facilitate the shareholders to attend the general meeting by providing internet services or through other means authorized or required by relevant securities regulatory authorities. A shareholder who participated in a general meeting in the aforesaid manners shall be deemed present at the meeting.</p>	<p>Article 64 Article 44</p> <p>The venue for convening a general shareholders' meeting of the Company shall be the conference room at the domicile of the Company or such other places as specified at the notice of the general shareholders' meeting. The general shareholders' meeting shall be held onsite at the venue prepared in advance. The Company may facilitate the shareholders to attend the general shareholders' meeting by providing internet services or through other means authorized or required by relevant securities regulatory authorities. A shareholder who participated in a general shareholders' meeting in the aforesaid manners shall be deemed present at the meeting.</p>

Articles before amendments	Articles after amendments
<p>Section 3</p> <p>Convening of General Meetings</p> <p>Article 65</p> <p>The general meetings shall be convened by the board of directors. The supervisory committee or shareholders may convene the general meetings on their own initiative, subject to the relevant requirements specified in this section.</p> <p>More than two (2) independent non-executive directors shall be entitled to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such general meeting within five (5) days after the resolution is made by the board of directors. If the board of directors does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement thereof.</p>	<p>Section 3</p> <p>Convening of <u>General Shareholders'</u> Meetings</p> <p>Article 65 Article 45</p> <p>The <u>general shareholders'</u> meetings shall be convened by the board of directors. The supervisory committee or shareholders may convene the <u>general shareholders'</u> meetings on their own initiative, subject to the relevant requirements specified in this section.</p> <p>More than two (2) independent non-executive directors shall be entitled to propose to the board of directors to convene an extraordinary <u>general shareholders'</u> meeting. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary <u>general shareholders'</u> meeting within ten (10) days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary <u>general shareholders'</u> meeting, it shall serve a notice of such <u>general shareholders'</u> meeting within five (5) days after the resolution is made by the board of directors. If the board of directors does not agree to hold the extraordinary <u>general shareholders'</u> meeting, it shall give the reasons and publish an announcement thereof.</p>
<p>Article 66</p> <p>The supervisory committee shall be entitled to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days upon receipt of the proposal.</p>	<p>Article 66 Article 46</p> <p>The supervisory committee shall be entitled to propose to the board of directors to convene an extraordinary <u>general shareholders'</u> meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary <u>general shareholders'</u> meeting within ten (10) days upon receipt of the proposal.</p>

Articles before amendments	Articles after amendments
<p>If the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such general meeting within five (5) days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the consent of the supervisory committee shall be obtained.</p> <p>If the board of directors does not agree to convene the extraordinary general meeting or fails to respond within ten (10) days upon receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the supervisory committee may convene and preside over the meeting itself.</p>	<p>If the board of directors agrees to convene the extraordinary general shareholders' general shareholders' meeting, it shall serve a notice of such general shareholders' general shareholders' meeting within five (5) days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the consent of the supervisory committee shall be obtained.</p> <p>If the board of directors does not agree to convene the extraordinary general shareholders' general shareholders' meeting or fails to respond within ten (10) days upon receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general shareholders' general shareholders' meeting, and the supervisory committee may convene and preside over the meeting itself.</p>
<p>Article 67</p> <p>Shareholder(s) severally or jointly holding more than ten per cent (10%) of the shares of the Company shall be entitled to request the board of directors to convene an extraordinary general meeting or a class meeting, and shall put forward such request to the board of directors in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting or class meeting within ten (10) days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such general meeting or class meeting within five (5) days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p>	<p>Article 67 Article 47</p> <p>Shareholder(s) severally or jointly holding more than ten per cent (10%) of the shares of the Company shall be entitled to request the board of directors to convene an extraordinary general shareholders' general shareholders' meeting or a class meeting, and shall put forward such request to the board of directors in writing. The board of directors shall, in accordance with the provisions of the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general shareholders' general shareholders' meeting or class meeting within ten (10) days upon receipt of the proposal.</p> <p>If the board of directors agrees to convene the extraordinary general shareholders' general shareholders' meeting or class meeting, it shall serve a notice of such general shareholders' general shareholders' meeting or class meeting within five (5) days after the resolution is made by the board of directors. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p>

Articles before amendments	Articles after amendments
<p>If the board of directors does not agree to convene the extraordinary general meeting or class meeting or fails to respond within ten (10) days upon receipt of the proposal, shareholder(s) severally or jointly holding more than ten per cent (10%) of the shares of the Company shall be entitled to propose to the supervisory committee to convene an extraordinary general meeting or a class meeting, and shall put forward such request to the supervisory committee in writing.</p> <p>If the supervisory committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five (5) days upon receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>In the case of failure to issue the notice of extraordinary general meeting or class meeting within the prescribed period, the supervisory committee shall be deemed as failing to convene and preside over such meeting and the shareholder(s) severally or jointly holding more than ten per cent (10%) of the shares of the Company for more than ninety (90) consecutive days may convene and preside over such meeting by itself/themselves.</p> <p>The shareholding of the convening shareholders shall be no less than ten per cent (10%) before a resolution passed at the general meeting is announced.</p>	<p>If the board of directors does not agree to convene the extraordinary general shareholders' meeting or class meeting or fails to respond within ten (10) days upon receipt of the proposal, shareholder(s) severally or jointly holding more than ten per cent (10%) of the shares of the Company shall be entitled to propose to the supervisory committee to convene an extraordinary general shareholders' meeting or a class meeting, and shall put forward such request to the supervisory committee in writing.</p> <p>If the supervisory committee agrees to convene the extraordinary general shareholders' meeting or class meeting, it shall serve a notice of such meeting within five (5) days upon receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>In the case of failure to issue the notice of extraordinary general shareholders' meeting or class meeting within the prescribed period, the supervisory committee shall be deemed as failing to convene and preside over such meeting and the shareholder(s) severally or jointly holding more than ten per cent (10%) of the shares of the Company for more than ninety (90) consecutive days may convene and preside over such meeting by itself/themselves.</p> <p>The shareholding of the convening shareholders shall be no less than ten per cent (10%) before a resolution passed at the general shareholders' meeting is announced.</p>
<p>Section 4</p> <p>Proposals and Notices of General Meetings</p>	<p>Section 4</p> <p>Proposals and Notices of General Shareholders' Meetings</p>

Articles before amendments	Articles after amendments
<p>Article 69</p> <p>The contents of the proposals of the general meetings to be put forward shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved, and shall be in compliance with relevant provisions of the laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company's shares are listed and these Articles of Association.</p>	<p>Article 69 <u>Article 49</u></p> <p>The contents of the proposals of the general shareholders' meetings to be put forward shall be within the scope of duties of the general shareholders' meetings. It shall have a clear topic and specific matters to be resolved, and shall be in compliance with relevant provisions of the laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company's shares are listed and these Articles of Association.</p>
<p>Article 70</p> <p>When a general meeting is convened by the Company, the board of directors, supervisory committee and shareholders who severally or jointly hold three per cent (3%) or more of the shares of the Company, shall be entitled to make proposals to the general meetings.</p> <p>Shareholders, who severally or jointly hold three per cent (3%) or more of the shares of the Company, may submit ad hoc proposals in writing to the convener ten (10) days before the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within two (2) days upon receipt of the proposals and announce the contents of the ad hoc proposals, as well as include such proposed motions on the agenda of such meeting for consideration and approval at such general meeting if they are matters falling within the functions and powers of the general meetings.</p>	<p>Article 70 <u>Article 50</u></p> <p>When a general shareholders' meeting is convened by the Company, the board of directors, supervisory committee and shareholders who severally or jointly hold three <u>one</u> per cent (<u>13</u>%) or more of the shares of the Company, shall be entitled to make proposals to the general shareholders' meetings.</p> <p>Shareholders, who severally or jointly hold three <u>one</u> per cent (<u>13</u>%) or more of the shares of the Company, may submit ad hoc proposals in writing to the convener ten (10) days before the convening of the general shareholders' meeting. <u>Such ad hoc proposals shall contain specific issues and specific resolutions.</u> The convener shall issue a supplemental notice of the general shareholders' meeting within two (2) days upon receipt of the proposals and announce the contents of the ad hoc proposals, as well as include such proposed motions on the agenda of such meeting for consideration and approval at such general shareholders' meeting if they are matters falling within the functions and powers of the general shareholders' meetings, <u>unless such ad hoc proposals are in violation of the requirements under the laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, or do not fall within the powers of the shareholders' meeting.</u></p>

Articles before amendments	Articles after amendments
<p>Apart from the circumstances as stipulated in the preceding paragraph, after the convener has given the notice of the general meeting, no proposals specified in such notice of general meeting shall be altered and no new proposals shall be added therein.</p> <p>Proposals not specified in the notice of general meeting or not complying with Article 69 of these Articles of Association shall not be voted or resolved at the general meeting.</p>	<p>Apart from the circumstances as stipulated in the preceding paragraph, after the convener has given the notice of the <u>general shareholders'</u> meeting, no proposals specified in such notice of <u>general shareholders'</u> meeting shall be altered and no new proposals shall be added therein.</p> <p>Proposals not specified in the notice of <u>general shareholders'</u> meeting or not complying with <u>Article 69 foregoing provision</u> of these Articles of Association shall not be voted or resolved at the <u>general shareholders'</u> meeting.</p>
<p>Article 71</p> <p>The nomination of directors and supervisors (other than employee representative supervisors) at the general meeting shall follow the approaches and procedures below:</p> <p>(I) Shareholder(s) severally or jointly holding at least three per cent (3%) of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the general meeting about the candidates for directors and supervisors (not being employee representatives). However, the number of candidates nominated must comply with the provisions of these Articles of Association, and shall not be more than the number to be elected. The aforesaid proposal put forward by the shareholders to the Company shall be served to the Company at least seven (7) days before the convening of the general meeting.</p>	<p><u>Article 71 Article 51</u></p> <p>The nomination of directors and supervisors (other than employee representative supervisors) at the <u>general shareholders'</u> meeting shall follow the approaches and procedures below:</p> <p>(I) Shareholder(s) severally or jointly holding at least three per cent (3%) of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the <u>general shareholders'</u> meeting about the candidates for directors and supervisors (not being employee representatives). However, the number of candidates nominated must comply with the provisions of these Articles of Association, and shall not be more than the number to be elected. The aforesaid proposal put forward by the shareholders to the Company shall be served to the Company at least seven (7) days before the convening of the <u>general shareholders'</u> meeting.</p>

Articles before amendments	Articles after amendments
<p>(II) Within the number of persons as specified in these Articles of Association and based on the proposed number of candidates to be elected, the directors and supervisors may propose a list of candidates for directors and supervisors, which shall be submitted to the board of directors and the supervisory committee for examination, respectively. The list of candidates for directors and supervisors, which has been determined by deliberation and resolution of the board of directors and the supervisory committee, shall be proposed at a general meeting by way of a written proposal.</p> <p>(III) The written materials for the intention to nominate a candidate for election as a director or a supervisor (not being an employee representative), the written notice of the candidate on his/her willingness to accept the nomination, and the details of the nominees in writing shall be given to the Company no less than seven (7) days prior to the date of the convening of the general meeting (and such notice period of seven (7) days shall commence no earlier than the day following the date of serving the notice of the meeting for such election and end no later than seven (7) days before the date of the general meeting). The board of directors and the supervisory committee shall provide shareholders with the biography and basic information of the candidates for directors and supervisors.</p>	<p>(II) Within the number of persons as specified in these Articles of Association and based on the proposed number of candidates to be elected, the directors and supervisors may propose a list of candidates for directors and supervisors, which shall be submitted to the board of directors and the supervisory committee for examination, respectively. The list of candidates for directors and supervisors, which has been determined by deliberation and resolution of the board of directors and the supervisory committee, shall be proposed at a <u>general shareholders'</u> meeting by way of a written proposal.</p> <p>(III) The written materials for the intention to nominate a candidate for election as a director or a supervisor (not being an employee representative), the written notice of the candidate on his/her willingness to accept the nomination, and the details of the nominees in writing shall be given to the Company no less than seven (7) days prior to the date of the convening of the <u>general shareholders'</u> meeting (and such notice period of seven (7) days shall commence no earlier than the day following the date of serving the notice of the meeting for such election and end no later than seven (7) days before the date of the <u>general shareholders'</u> meeting). The board of directors and the supervisory committee shall provide shareholders with the biography and basic information of the candidates for directors and supervisors.</p>

Articles before amendments	Articles after amendments
<p>(IV) The period for the nominator to give the Company the notice of nominating a candidate for election as a director or a supervisor and the period for the nominee who has indicated his/her willingness to accept the nomination to submit the aforesaid notice and documents (such period shall commence from the day following the date of serving the notice of the general meeting) shall be no less than seven (7) days.</p> <p>(V) At the general meeting, voting for each candidate for a director or a supervisor shall be taken on a one-by-one basis.</p>	<p>(IV) The period for the nominator to give the Company the notice of nominating a candidate for election as a director or a supervisor and the period for the nominee who has indicated his/her willingness to accept the nomination to submit the aforesaid notice and documents (such period shall commence from the day following the date of serving the notice of the general shareholders' meeting) shall be no less than seven (7) days.</p> <p>(V) At the general shareholders' meeting, voting for each candidate for a director or a supervisor shall be taken on a one-by-one basis.</p>
<p>Article 72</p> <p>Where the Company convenes an annual general meeting, a written notice of the meeting shall be given to all shareholders whose names appear on the register of shareholders at least twenty (20) clear days prior to the date of the meeting, to notify all shareholders whose names appear on the register of shareholders of the matters to be considered at and the date and place of the meeting. Where the Company convenes an extraordinary general meeting, a written notice of the meeting shall be given to all shareholders whose names appear on the register of shareholders at least fifteen (15) clear days prior to the date of the meeting.</p>	<p><u>Article 72 Article 52</u></p> <p>Where the Company convenes an annual general shareholders' meeting, <u>a written notice of the meeting shall be given to all shareholders whose names appear on the register of shareholders the Compony shall notify shareholders by the way of announcement (published on the websites of the Hong Kong Stock Exchange and the Company) at least twenty (20) clear days prior to the date of the meeting, to notify all shareholders whose names appear on the register of shareholders of the matters to be considered at and the date and place of the meeting.</u> Where the Company convenes an extraordinary general shareholders' meeting, <u>a written notice of the meeting shall be given to all shareholders whose names appear on the register of shareholders the Compony shall notify shareholders by the way of announcement (published on the websites of the Hong Kong Stock Exchange and the Company) at least fifteen (15) clear days prior to the date of the meeting.</u></p>

Articles before amendments	Articles after amendments
<p>For the purpose of determining the period of notice, neither the date on which the meeting is convened nor the date on which the notice is issued shall be included.</p>	<p>For the purpose of determining the period of notice, neither the date on which the meeting is convened nor the date on which the notice is issued shall be included.</p>
<p>Article 73</p> <p>A notice of general meeting shall:</p> <p>(I) Be in writing;</p> <p>(II) Specify the time, date and place of the meeting;</p> <p>(III) State the matters to be considered at the meeting;</p> <p>(IV) Provide such information and explanation as are necessary for the shareholders to make an informed decision on the matter to be considered. This principle includes (but not limited to), where a proposal is made to consolidate and repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the specific terms and the contract, if any, of the proposed transaction must be provided and the reason and effect of such proposal must be properly explained;</p>	<p>Article 73 Article 53</p> <p>A notice of general shareholders' meeting shall include the following:</p> <p>(I) Be in writing;</p> <p>(H)(I) Specify t(I) Specify tThe time, date and, date and, place and and deadline deadline of the meeting;</p> <p>(H)(II) State the matters to be considered at the meeting (II) State the matters to be considered at the meeting The matters and proposals to be considered at the meeting;</p> <p>(IV) Provide such information and explanation as are necessary for the shareholders to make an informed decision on the matter to be considered. This principle includes (but not limited to), where a proposal is made to consolidate and repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the specific terms and the contract, if any, of the proposed transaction must be provided and the reason and effect of such proposal must be properly explained;</p>

Articles before amendments	Articles after amendments
<p>(V) Contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the general manager and other senior management in the matter to be considered, and difference in the effect which the matter to be considered will have on them in their capacity as shareholders so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(VI) Contain the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII) Conspicuously contain a statement stating that any shareholder entitled to attend and vote at the general meeting shall be entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf and that a proxy need not be a shareholder;</p> <p>(VIII) Specify the date and place for the delivery of proxy form for voting at the meeting;</p> <p>(IX) Specify the record date for determining the shareholders who are entitled to attend the general meeting;</p> <p>(X) State the names and telephone numbers of the contact persons for the meeting;</p> <p>(XI) Be in compliance with other provisions of the laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares of the Company are listed.</p> <p>The period between the record date and the date of the meeting shall be in compliance with the provisions of relevant regulatory authorities at the place where the securities of the Company are listed. The record date shall not be changed once it is confirmed.</p>	<p>(V) Contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the general manager and other senior management in the matter to be considered, and difference in the effect which the matter to be considered will have on them in their capacity as shareholders so far as it is different from the effect on the interests of shareholders of the same class;</p> <p>(VI) Contain the full text of any special resolution to be proposed for approval at the meeting;</p> <p>(VII)(III) Conspicuously contain a statement stating that any shareholder entitled to attend and vote at the general shareholders' meeting shall be entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf and that a proxy need not be a shareholder;</p> <p>(VIII) Specify the date and place for the delivery of proxy form for voting at the meeting;</p> <p>(IX)(IV) Specify tThe record date for determining the shareholders who are entitled to attend the general shareholders' meeting;</p> <p>(X)(V) State tThe names and telephone numbers of the contact persons for the meeting;</p> <p>(XI)(VI) Be in compliance with oOther provisions of the laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares of the Company are listed.</p> <p><u>The period between the record date and the date of the meeting shall be in compliance with the provisions of relevant regulatory authorities at the place where the securities of the Company are listed. The record date shall not be changed once it is confirmed.</u></p>

Articles before amendments	Articles after amendments
<p>Article 74</p> <p>Unless otherwise specified in these Articles of Association, a notice of general meeting shall be served on every shareholder (whether or not such shareholder is entitled to vote at the meeting) by hand or prepaid mail. For the notice delivered by hand or prepaid mail, it shall be delivered to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, a notice of general meeting may also be given by way of public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council in accordance with applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. Upon the publication of such announcement, all holders of domestic shares shall be deemed to have received the notice of relevant general meeting.</p> <p>The notice of general meeting to holders of H shares may be given via the website of the Hong Kong Stock Exchange and the website of the Company. Upon the publication of such announcement, all holders of H shares shall be deemed to have received the notice of relevant general meeting.</p>	<p><u>Article 74</u></p> <p>Unless otherwise specified in these Articles of Association, a notice of general meeting shall be served on every shareholder (whether or not such shareholder is entitled to vote at the meeting) by hand or prepaid mail. For the notice delivered by hand or prepaid mail, it shall be delivered to the address of the shareholder as shown in the register of shareholders. For the holders of domestic shares, a notice of general meeting may also be given by way of public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council in accordance with applicable laws, regulations and the listing rules of the place where the shares of the Company are listed. Upon the publication of such announcement, all holders of domestic shares shall be deemed to have received the notice of relevant general meeting.</p> <p>The notice of general meeting to holders of H shares may be given via the website of the Hong Kong Stock Exchange and the website of the Company. Upon the publication of such announcement, all holders of H shares shall be deemed to have received the notice of relevant general meeting.</p>

Articles before amendments	Articles after amendments
<p>Article 76</p> <p>After the issuance of the notice of general meeting, the general meeting shall not be postponed or cancelled, and the proposals set out in such notice of general meeting shall not be cancelled without valid reasons. Where a general meeting has to be postponed or cancelled in special circumstances, the convener shall publish an announcement stating the relevant reasons at least two (2) working days prior to the original date of the general meeting.</p>	<p>Article 76 Article 55</p> <p>After the issuance of the notice of general shareholders’ meeting, the general shareholders’ meeting shall not be postponed or cancelled, and the proposals set out in such notice of general shareholders’ meeting shall not be cancelled without valid reasons. Where a general shareholders’ meeting has to be postponed or cancelled in special circumstances, the convener shall publish an announcement stating the relevant reasons at least two (2) working days prior to the original date of the general shareholders’ meeting.</p>
<p>Section 5</p> <p>The Convening of General Meetings</p> <p>Article 77</p> <p>The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order at the general meeting. For any disturbance to the order at the meeting and acts infringing the lawful interests of the shareholders, preventive measures shall be taken, and any such incidents shall be reported to the relevant authorities for investigation and tackling.</p>	<p>Section 5</p> <p>The Convening of General Shareholders’ Meetings</p> <p>Article 77 Article 56</p> <p>The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order at the general shareholders’ meeting. For any disturbance to the order at the meeting and acts infringing the lawful interests of the shareholders, preventive measures shall be taken, and any such incidents shall be reported to the relevant authorities for investigation and tackling.</p>
<p>Article 78</p> <p>Any shareholder who is entitled to attend and vote at the general meeting may attend the general meeting in person, or appoint proxies to attend and vote on his/her behalf. A shareholder shall be entitled to appoint one or more persons, who need not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization of that shareholder:</p> <p>(I) The right to speak at the meeting;</p>	<p>Article 78 Article 57</p> <p>Any shareholder who is entitled to attend and vote at the general shareholders’ meeting may attend the general shareholders’ meeting in person, or appoint proxies to attend and vote on his/her behalf. A shareholder shall be entitled to appoint one or more persons, who need not be a shareholder, as his/her proxy(ies) to attend and vote on his/her behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization of that shareholder:</p> <p>(I) The right to speak at the meeting;</p>

Articles before amendments	Articles after amendments
<p>(II) The right to demand for voting by a poll severally or jointly with others;</p> <p>(III) Unless otherwise specified in these Articles of Association, the right to vote by hand or on a poll, but if there are more than one (1) proxy appointed by the shareholder, they may only exercise the voting power on a poll.</p>	<p>(II) The right to demand for voting by a poll severally or jointly with others;</p> <p>(III) Unless otherwise specified in these Articles of Association, the right to vote by hand or on a poll, but if there are more than one (1) proxy appointed by the shareholder, they may only exercise the voting power on a poll.</p>
<p>Article 80</p> <p>The proxy form shall be deposited at the domicile of the Company or such other places as the notice of relevant meeting may specify not less than twenty-four (24) hours prior to the convening of the meeting at which the relevant matters will be voted on, or twenty-four (24) hours before the designated voting time. If the principal authorizes any other person to sign the proxy form, the power of attorney or other authority shall be notarized. The notarized power of attorney or other authority must be delivered to the domicile of the Company or such other places specified in the notice of meeting together with the proxy form.</p> <p>If the principal is a corporation, its legal representatives or any other person authorized by its board of directors or other governing bodies shall act as a representative to attend the general meeting of the Company.</p>	<p>Article 80 Article 59</p> <p>The proxy form shall be deposited at the domicile of the Company or such other places as the notice of relevant meeting may specify not less than twenty-four (24) hours prior to the convening of the meeting at which the relevant matters will be voted on, or twenty-four (24) hours before the designated voting time. If the principal authorizes any other person to sign the proxy form, the power of attorney or other authority shall be notarized. The notarized power of attorney or other authority must be delivered to the domicile of the Company or such other places specified in the notice of meeting together with the proxy form.</p> <p>If the principal is a corporation, its legal representatives or any other person authorized by its board of directors or other governing bodies shall act as a representative to attend the general shareholders' meeting of the Company.</p>

Articles before amendments	Articles after amendments
<p>If a shareholder is a recognized clearing house or its agent within the meaning of the laws of Hong Kong, it may authorize one (1) or more proxy(ies) as it thinks fit to act as its proxy(ies) at any general meeting, class meeting of shareholders or creditors' meeting of the Company. However, if more than one (1) proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies may exercise the right, including but not limited to the right to speak and vote, on behalf of the recognized clearing house or its agent, as if they are the individual shareholders of the Company.</p>	<p>If a shareholder is a recognized clearing house or its agent within the meaning of <u>the relevant provision in force from time to time under</u> the laws of Hong Kong, it may authorize one (1) or more proxy(ies) as it thinks fit to act as its proxy(ies) at any <u>general shareholders'</u> meeting, <u>class meeting of shareholders</u> or creditors' meeting of the Company. However, if more than one (1) proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies may exercise the right, including but not limited to the right to speak and vote, on behalf of the recognized clearing house or its agent, as if they are the individual shareholders of the Company.</p>
<p>Article 81</p> <p>Any proxy form issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</p> <p>In addition to the above provisions, the aforesaid proxy form shall also contain the following: the number of shares represented by the proxy and the name of the proxy; whether the proxy has any voting right; whether the proxy has the right to vote on extempore proposals that may be added to the agenda of the meeting; the specific instructions as to how the proxy shall cast his/her vote if he or she has such right to vote; the date of issue and term of validity. If more than one proxy is appointed, the proxy form shall specify the number of shares represented by each of the proxies respectively.</p>	<p><u>Article 81</u> Article 60</p> <p>Any proxy form issued to a shareholder by the board of directors of the Company for use in appointing a proxy shall be in such format as to enable the shareholder to instruct the proxy to vote in favor of or against the proposals according to his/her free will, and instructions shall be given in respect of each single matter to be voted on at the meeting. The proxy forms shall contain a statement that in the absence of specific instructions by the shareholder, whether the proxy may vote as he/she thinks fit.</p> <p>In addition to the above provisions, the aforesaid proxy form shall also contain the following: the number of shares represented by the proxy and the name of the proxy; whether the proxy has any voting right; whether the proxy has the right to vote on extempore proposals that may be added to the agenda of the meeting; the specific instructions as to how the proxy shall cast his/her vote if he or she has such right to vote; the date of issue and term of validity. If more than one proxy is appointed, the proxy form shall specify the number of shares represented by each of the proxies respectively.</p>

Articles before amendments	Articles after amendments
<p>Any proxy attending a general meeting on behalf of a shareholder shall produce his/her identity documents and the proxy form signed by the principal or the principal's legal representative. The proxy form shall specify the date of issue. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her identity documents or a notarially certified copy of the resolution signed by the board of directors or other authorized bodies of the corporate shareholders or other notarially certified documents permitted by the Company, save for permitted clearing houses or their agent(s).</p>	<p>Any proxy attending a general-shareholders' meeting on behalf of a shareholder shall produce his/her identity documents and the proxy form signed by the principal or the principal's legal representative. The proxy form shall specify the date of issue. Where corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his/her identity documents or a notarially certified copy of the resolution signed by the board of directors or other authorized bodies of the corporate shareholders or other notarially certified documents permitted by the Company, save for permitted clearing houses or their agent(s).</p>
<p>Article 83</p> <p>Where the directors, supervisors, general manager, other senior management and such other personnel of the Company are required to attend the general meeting pursuant to the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association, they shall attend such meeting. Except for those related to trade secrets of the Company that shall not be disclosed, the directors, supervisors, general manager and other senior management attend or present at the meeting shall answer or provide explanation to the inquiries of shareholders at the general meeting.</p>	<p>Article 83 Article 62</p> <p>Where the directors, supervisors, general manager, other senior management and such other personnel of the Company are required to attend <u>or observe</u> the general-shareholders' meeting pursuant to the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association, they shall attend <u>or observe</u> such meeting. Except for those related to trade secrets of the Company that shall not be disclosed, the directors, supervisors, general manager and other senior management attend or present at the meeting shall answer or provide explanation to the inquiries of shareholders at the general-shareholders' meeting.</p>

Articles before amendments	Articles after amendments
<p>Article 84</p> <p>If a general meeting is convened by the board of directors, the meeting shall be chaired and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to attend the meeting or fails to discharge his/her duties due to any reason, the meeting shall be chaired and presided over by the vice chairman of the board of directors. Where the position of vice chairman of the board of directors does not exist, or where the vice chairman of the board of directors is unable to attend the meeting or fails to discharge his/her duties due to any reason, the board of directors may designate one of the directors of the Company as its representative to convene and chair the meeting, or more than one half of the directors shall recommend a director to preside over the meeting. In the event that no chairman is designated, the attending shareholders shall elect one (1) person to chair the meeting; if for any reason, the shareholders fail to elect a chairman of the meeting, the shareholder (including his/her proxy) holding the largest number of voting shares among the attending shareholders shall chair the meeting.</p> <p>If a general meeting is convened by the supervisory committee itself, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to or fails to discharge his/her duties, the meeting shall be presided over by one (1) of the supervisors recommended by more than one half of the supervisors.</p> <p>If a general meeting is convened by the shareholders themselves, the convener shall recommend a representative to preside over the meeting.</p>	<p>Article 84 Article 63</p> <p>If a general shareholders' general shareholders' meeting is convened by the board of directors, the meeting shall be chaired and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to attend the meeting or fails to discharge his/her duties due to any reason, the meeting shall be chaired and presided over by the vice chairman of the board of directors. Where the position of vice chairman of the board of directors does not exist, or where the vice chairman of the board of directors is unable to attend the meeting or fails to discharge his/her duties due to any reason, the board of directors may designate one of the directors of the Company as its representative to convene and chair the meeting, or more than one half of the directors shall recommend a director to preside over the meeting. In the event that no chairman is designated, the attending shareholders shall elect one (1) person to chair the meeting; if for any reason, the shareholders fail to elect a chairman of the meeting, the shareholder (including his/her proxy) holding the largest number of voting shares among the attending shareholders shall chair the meeting.</p> <p>If a general shareholders' general shareholders' meeting is convened by the supervisory committee itself, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to or fails to discharge his/her duties, the meeting shall be presided over by one (1) of the supervisors recommended by more than one half of the supervisors.</p> <p>If a general shareholders' general shareholders' meeting is convened by the shareholders themselves, the convener shall recommend a representative to preside over the meeting.</p>

Articles before amendments	Articles after amendments
<p>At a general meeting, if the chairman of the meeting contravenes the rules of procedures for the general meeting, making the meeting impossible to proceed, with consent from the attending shareholders holding more than one half of voting shares, the shareholders may recommend one (1) person to chair the general meeting and continue with the meeting. If for any reason the shareholders are unable to elect a chairman of the meeting, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall chair the meeting.</p>	<p>At a general shareholders' meeting, if the chairman of the meeting contravenes the rules of procedures for the general shareholders' meeting, making the meeting impossible to proceed, with consent from the attending shareholders holding more than one half of voting shares, the shareholders may recommend one (1) person to chair the general shareholders' meeting and continue with the meeting. If for any reason the shareholders are unable to elect a chairman of the meeting, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall chair the meeting.</p>
<p>Article 85</p> <p>The Company shall formulate the rules of procedures for the general meetings and specify in detail the procedures for convening and voting at the general meeting, as well as the principle for the authorization granted to the board of directors by the general meeting, and the authorization shall be clear and specific. The rules of procedures for the general meetings shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by the general meeting.</p>	<p>Article 85 Article 64</p> <p>The Company shall formulate the rules of procedures for the general shareholders' meetings and specify in detail the procedures for convening and voting at the general shareholders' meeting, as well as the principle for the authorization granted to the board of directors by the general shareholders' meeting, and the authorization shall be clear and specific. The rules of procedures for the general shareholders' meetings shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by the general shareholders' meeting.</p>
<p>Article 86</p> <p>The convener shall ensure the general meeting can be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made due to force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate the meeting immediately followed by a timely public announcement and report in accordance with the laws, administrative regulations, departmental rules, normative documents or the listing rules of the place where the shares of the Company are listed.</p>	<p>Article 86 Article 65</p> <p>The convener shall ensure the general shareholders' meeting can be conducted continuously until final resolutions are made. If the general shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate the meeting immediately followed by a timely public announcement and report in accordance with the laws, administrative regulations, departmental rules, normative documents or the listing rules of the place where the shares of the Company are listed.</p>

Articles before amendments	Articles after amendments
<p>Section 6</p> <p>Voting and Resolutions at General Meetings</p> <p>Article 87</p> <p>Resolutions of general meetings shall take the form of ordinary resolutions or special resolutions.</p> <p>An ordinary resolution at a general meeting shall be passed by more than one half (1/2) of the voting rights held by shareholders (including their proxies) attending the general meeting.</p> <p>A special resolution at a general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by shareholders (including their proxies) attending the general meeting.</p>	<p>Section 6</p> <p>Voting and Resolutions at <u>General Shareholders' Meetings</u></p> <p>Article 87 <u>Article 66</u></p> <p>Resolutions of <u>general-shareholders'</u> meetings shall take the form of ordinary resolutions or special resolutions.</p> <p>An ordinary resolution at a <u>general shareholders'</u> meeting shall be passed by more than one half (1/2) of the voting rights held by shareholders (including their proxies) attending the <u>general-shareholders'</u> meeting.</p> <p>A special resolution at a <u>general-shareholders'</u> meeting shall be passed by more than two-thirds (2/3) of the voting rights held by shareholders (including their proxies) attending the <u>general shareholders'</u> meeting.</p>
<p>Article 88</p> <p>The following matters shall be passed by way of an ordinary resolution at a general meeting:</p> <p>(I) The work reports of the board of directors and the supervisory committee;</p> <p>(II) The profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(III) The appointment and removal of members of the board of directors and supervisory committee (not being employee representatives), and their remuneration and payment method thereof;</p> <p>(IV) The annual financial budgets, reports of final accounts, balance sheets, income statements and other financial statements of the Company;</p>	<p>Article 88 <u>Article 67</u></p> <p>The following matters shall be passed by way of an ordinary resolution at a <u>general shareholders'</u> meeting:</p> <p>(I) The work reports of the board of directors and the supervisory committee;</p> <p>(II) The profit distribution plan and loss recovery plan formulated by the board of directors;</p> <p>(III) The appointment and removal of members of the board of directors and supervisory committee (not being employee representatives), and their remuneration and payment method thereof;</p> <p>(IV) The annual financial budgets, reports of final accounts, balance sheets, income statements and other financial statements of the Company;</p> <p>(IV) The annual reports of the Company;</p>

Articles before amendments	Articles after amendments
<p>(V) The annual reports of the Company;</p> <p>(VI) The decision for the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p>(VII) The matters other than those requiring the approval by way of special resolutions in accordance with provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association.</p>	<p>(VI)(V)The decision for the appointment or replacement of the accounting firms which provide audit services to the Company;</p> <p><u>(VI) Issuance of corporate bonds;</u></p> <p>(VII) The matters other than those requiring the approval by way of special resolutions in accordance with provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association.</p>
<p>Article 89</p> <p>The following matters shall be passed by way of a special resolution at a general meeting:</p> <p>(I) The increase or reduction of the registered capital and the issuance of any kinds of shares, share warrants and other similar securities by the Company;</p> <p>(II) The issuance of corporate bonds and the listing proposal of the Company;</p> <p>(III) The division, merger, dissolution and liquidation or alteration of corporate form of the Company;</p> <p>(IV) The matters related to any purchase or disposals of major assets by the Company within one year or any guarantees provided of the amount exceeding 30% of the Company's audited total assets for the latest period;</p> <p>(V) The amendments to these Articles of Association;</p>	<p><u>Article 89 Article 68</u></p> <p>The following matters shall be passed by way of a special resolution at a <u>general shareholders'</u> meeting:</p> <p>(I) The increase or reduction of the registered capital and the issuance of any kinds of shares, share warrants and other similar securities by the Company;</p> <p><u>(II) The issuance of corporate bonds and the listing proposal of the Company;</u></p> <p>(III)<u>(II)</u>The division, <u>spin-off</u>, merger, dissolution and liquidation, <u>listing scheme</u>, or alteration of corporate form of the Company;</p> <p>(IV)<u>(III)</u>The matters related to any purchase or disposals of major assets by the Company within one year or any guarantees provided of the amount exceeding 30% of the Company's audited total assets for the latest period;</p> <p>(V)<u>(IV)</u>The amendments to these Articles of Association;</p>

Articles before amendments	Articles after amendments
<p>(VI) Any other matters as specified in the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association, which, considered by the shareholders at a general meeting and resolved by way of an ordinary resolution, may have a material impact on the Company and shall be adopted by way of a special resolution.</p>	<p>(VI)(V) Any other matters as specified in the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles of Association, which, considered by the shareholders at a <u>general-shareholders'</u> meeting and resolved by way of an ordinary resolution, may have a material impact on the Company and shall be adopted by way of a special resolution.</p>
<p>Article 90</p> <p>A shareholder (including his/her proxy) shall be entitled to one vote for every share with voting right held when voting. However, shares held by the Company shall not carry any voting rights and shall not be counted into the total shares with voting rights represented by shareholders attending the general meeting.</p> <p>Pursuant to applicable laws, administrative regulations, departmental rules, normative documents and listing rules of the place where the shares of the Company are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.</p>	<p>Article 90 Article 69</p> <p>A shareholder (including his/her proxy) shall be entitled to one vote for every share with voting right held when voting. However, shares held by the Company shall not carry any voting rights and shall not be counted into the total shares with voting rights represented by shareholders attending the <u>general-shareholders'</u> meeting.</p> <p>Pursuant to applicable laws, administrative regulations, departmental rules, normative documents and listing rules of the place where the shares of the Company are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.</p>
<p>Article 91</p> <p>When a connected transaction is considered at a general meeting, connected shareholders shall not vote, and the voting shares they represent shall not be counted in the total number of valid voting shares; any resolution made at the general meeting shall adequately disclose information related to voting by non-connected shareholders. Where applicable laws, administrative regulations, departmental rules, normative documents or the listing rules of the place where the shares of the Company are listed have any other provisions in this regard, such provisions shall prevail.</p>	<p>Article 91 Article 70</p> <p>When a connected transaction is considered at a <u>general-shareholders'</u> meeting, connected shareholders shall not vote, and the voting shares they represent shall not be counted in the total number of valid voting shares; any resolution made at the <u>general-shareholders'</u> meeting shall adequately disclose information related to voting by non-connected shareholders. Where applicable laws, administrative regulations, departmental rules, normative documents or the listing rules of the place where the shares of the Company are listed have any other provisions in this regard, such provisions shall prevail.</p>

Articles before amendments	Articles after amendments
<p>Article 92</p> <p>Any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p>	<p>Article 92 <u>Article 71</u></p> <p>Any vote of shareholders at a general shareholders’ meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p>
<p>Article 93</p> <p>A poll demanded on the election of the chairman of the meeting, or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken as the chairman of the meeting directs, and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at the meeting.</p>	<p>Article 93 <u>Article 72</u></p> <p>A poll demanded on the election of the chairman of the meeting, or the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other matters shall be taken as the chairman of the meeting directs, and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at the meeting.</p> <p><u>When a vote is cast, it may be cast by only one of the following methods, on-site, online or by other voting means. If one vote is cast by more than one method, the first vote shall prevail.</u></p>
<p>Article 94</p> <p>Shareholders who attend the general meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain.</p> <p>Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as “abstentions” in the voting results.</p>	<p>Article 94 <u>Article 73</u></p> <p>Shareholders who attend the general shareholders’ meeting shall take one of the following stances when a resolution is put forward for voting: for, against or abstain. <u>Exercise of voting rights in accordance with the instruction given by the actual beneficial owner to the securities registration and settlement organisation acting as the nominee of shares traded through the Stock Connect mechanism between China mainland and Hong Kong securities markets shall not be subject to the restriction under this Article.</u></p> <p>Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as “abstentions” in the voting results.</p>

Articles before amendments	Articles after amendments
<p>Article 97</p> <p>The chairman of the meeting shall decide whether the resolutions of the meeting have been passed according to the poll results and his/her decision shall be conclusive, announced at the meeting and be recorded in the minutes.</p>	<p>Article 97 <u>Article 76</u></p> <p>The chairman of the meeting shall decide whether the resolutions of the meeting have been passed according to the poll results and his/her decision shall be conclusive, announced at the meeting and be recorded in the minutes.</p>
<p>Article 98</p> <p>If the chairman of the meeting has any doubt on the poll results of the proposed resolutions, he/she may arrange for vote counting. If the chairman of the meeting does not arrange for vote counting and the shareholders or their proxies attending the meeting object to the results announced by the chairman, they shall have the right to demand vote counting immediately after announcement of the poll results, and the chairman of the meeting shall arrange for vote counting immediately.</p> <p>If vote counting is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting. Minutes of meetings together with the signature book of the shareholders attending the meeting and proxy forms shall be kept at the domicile of the Company.</p>	<p>Article 98 <u>Article 77</u></p> <p>If the chairman of the meeting has any doubt on the poll results of the proposed resolutions, he/she may arrange for vote counting. If the chairman of the meeting does not arrange for vote counting and the shareholders or their proxies attending the meeting object to the results announced by the chairman, they shall have the right to demand vote counting immediately after announcement of the poll results, and the chairman of the meeting shall arrange for vote counting immediately.</p> <p>If vote counting is held at a general meeting, the result of the counting shall be recorded in the minutes of the meeting. Minutes of meetings together with the signature book of the shareholders attending the meeting and proxy forms shall be kept at the domicile of the Company.</p>
<p>Article 99</p> <p>Shareholders may access the photocopies of minutes of meetings for free during the office hours of the Company. If any shareholder asks the Company for the photocopies of relevant meeting minutes, the Company shall send the photocopies within seven (7) days after receipt of reasonable fees.</p>	<p>Article 99</p> <p>Shareholders may access the photocopies of minutes of meetings for free during the office hours of the Company. If any shareholder asks the Company for the photocopies of relevant meeting minutes, the Company shall send the photocopies within seven (7) days after receipt of reasonable fees.</p>

Articles before amendments	Articles after amendments
<p>Section 7</p> <p>Special Procedures for Voting by Class Shareholders</p> <p>Article 100</p> <p>Shareholders holding different classes of shares shall be shareholders of different classes.</p> <p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>Apart from the holders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares shall be considered as different classes of shareholders. Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”.</p>	<p>Section 7</p> <p>Special Procedures for Voting by Class Shareholders</p> <p>Article 100</p> <p>Shareholders holding different classes of shares shall be shareholders of different classes.</p> <p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>Apart from the holders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares shall be considered as different classes of shareholders. Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”.</p>

Articles before amendments	Articles after amendments
<p>Article 101</p> <p>The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 102 to Article 106 of these Articles of Association. The quorum required for convening such class meeting (other than an adjourned meeting) must be at least one-third (1/3) of the holders of the issued shares of that class.</p> <p>No approval by a general meeting or a class meeting is required for variation or abrogation of rights resulting from any change in domestic or foreign laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, or those resulting from decisions made by domestic or foreign regulatory authorities.</p> <p>The holders of domestic shares of the Company may transfer all or part of their shares to overseas investors for listing and trading overseas, or convert all or part of the domestic shares (or other unlisted shares) into overseas listed foreign shares for listing and trading on overseas stock exchanges, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class of shareholders and no approval by a general meeting or a class meeting is required.</p>	<p><u>Article 101</u></p> <p>The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution at the general meeting and at a separate class meeting by the shareholders of the affected class in accordance with Articles 102 to Article 106 of these Articles of Association. The quorum required for convening such class meeting (other than an adjourned meeting) must be at least one-third (1/3) of the holders of the issued shares of that class.</p> <p>No approval by a general meeting or a class meeting is required for variation or abrogation of rights resulting from any change in domestic or foreign laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, or those resulting from decisions made by domestic or foreign regulatory authorities.</p> <p>The holders of domestic shares of the Company may transfer all or part of their shares to overseas investors for listing and trading overseas, or convert all or part of the domestic shares (or other unlisted shares) into overseas listed foreign shares for listing and trading on overseas stock exchanges, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class of shareholders and no approval by a general meeting or a class meeting is required.</p>

Articles before amendments	Articles after amendments
<p>Article 102</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(I) The increase or decrease in the number of shares of such class or the increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(II) The conversion of all or part of the shares of such class into shares of another class or the conversion of all or part of the shares of another class into shares of such class or the grant of the rights to such conversion;</p> <p>(III) The removal or reduction of rights to accrued dividends or cumulative dividends attached to the shares of such class;</p> <p>(IV) The reduction or removal of a dividend preference or property distribution preference during the liquidation of the Company, attached to the shares of such class;</p> <p>(V) The addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire the securities of the Company attached to the shares of such class;</p> <p>(VI) The removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to the shares of such class;</p>	<p>Article 102</p> <p>The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(I) The increase or decrease in the number of shares of such class or the increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(II) The conversion of all or part of the shares of such class into shares of another class or the conversion of all or part of the shares of another class into shares of such class or the grant of the rights to such conversion;</p> <p>(III) The removal or reduction of rights to accrued dividends or cumulative dividends attached to the shares of such class;</p> <p>(IV) The reduction or removal of a dividend preference or property distribution preference during the liquidation of the Company, attached to the shares of such class;</p> <p>(V) The addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire the securities of the Company attached to the shares of such class;</p> <p>(VI) The removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to the shares of such class;</p>

Articles before amendments	Articles after amendments
<p>(VII) The creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;</p> <p>(VIII) The imposition of restrictions or additional restrictions on the transfer of or ownership of the shares of such class;</p> <p>(IX) The issuance of rights to subscribe for, or convert into, the shares of such class or another class;</p> <p>(X) The increase in the rights and privileges of the shares of another class;</p> <p>(XI) A restructuring proposal of the Company that causes shareholders of different classes to bear liability to different extents during the restructuring;</p> <p>(XII) Any amendment to or repeal of the provisions of this section.</p>	<p>(VII) The creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;</p> <p>(VIII) The imposition of restrictions or additional restrictions on the transfer of or ownership of the shares of such class;</p> <p>(IX) The issuance of rights to subscribe for, or convert into, the shares of such class or another class;</p> <p>(X) The increase in the rights and privileges of the shares of another class;</p> <p>(XI) A restructuring proposal of the Company that causes shareholders of different classes to bear liability to different extents during the restructuring;</p> <p>(XII) Any amendment to or repeal of the provisions of this section.</p>
<p>Article 103</p> <p>Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall have the rights to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of Article 101, except that interested shareholders do not have rights to vote at class meetings.</p>	<p>Article 103</p> <p>Shareholders of the affected class, whether or not having the right to vote at the general meeting, shall have the rights to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of Article 101, except that interested shareholders do not have rights to vote at class meetings.</p>

Articles before amendments	Articles after amendments
<p>The term “interested shareholders” referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) If the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open market transactions on a stock exchange in accordance with Article 28 of these Articles of Association, the controlling shareholders as defined in Chapter 18 of these Articles of Association shall be the “interested shareholders”;</p> <p>(II) If the Company has repurchased its own shares by an off-market agreement outside of a stock exchange in accordance with Article 28 of these Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) Under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest different from the interest of other shareholders of the same class shall be the “interested shareholders”.</p>	<p>The term “interested shareholders” referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) If the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through open market transactions on a stock exchange in accordance with Article 28 of these Articles of Association, the controlling shareholders as defined in Chapter 18 of these Articles of Association shall be the “interested shareholders”;</p> <p>(II) If the Company has repurchased its own shares by an off-market agreement outside of a stock exchange in accordance with Article 28 of these Articles of Association, holders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) Under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest different from the interest of other shareholders of the same class shall be the “interested shareholders”.</p>
<p>Article 104</p> <p>Resolutions of a class meeting may be passed only by shareholders attending the class meeting who represent more than two-thirds (2/3) of the voting rights in accordance with Article 102.</p>	<p>Article 104</p> <p>Resolutions of a class meeting may be passed only by shareholders attending the class meeting who represent more than two-thirds (2/3) of the voting rights in accordance with Article 102.</p>

Articles before amendments	Articles after amendments
<p>Article 105</p> <p>When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 72 of these Articles of Association shall apply.</p> <p>Where the listing rules of the place where the shares of the Company are listed have any specific provisions in this regard, such provisions shall prevail.</p>	<p>Article 105</p> <p>When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 72 of these Articles of Association shall apply.</p> <p>Where the listing rules of the place where the shares of the Company are listed have any specific provisions in this regard, such provisions shall prevail.</p>
<p>Article 106</p> <p>The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.</p> <p>The procedures of a class meeting shall, to the extent possible, be identical with the procedures of a general meeting. The provisions of these Articles of Association in relation to the procedures for the holding of a general meeting shall be applicable to a class meeting.</p>	<p>Article 106</p> <p>The notice of the class meeting shall be delivered only to the shareholders entitled to voting thereat.</p> <p>The procedures of a class meeting shall, to the extent possible, be identical with the procedures of a general meeting. The provisions of these Articles of Association in relation to the procedures for the holding of a general meeting shall be applicable to a class meeting.</p>
<p>Article 107</p> <p>The special procedures for voting in the class meetings shall not apply under the following circumstances:</p> <p>(I) Where the Company issues domestic shares and overseas listed foreign shares, upon approval by way of a special resolution by its shareholders at a general meeting, either separately or concurrently, once every twelve (12) months and the respective number of domestic shares and overseas listed foreign shares to be issued is not more than twenty per cent (20%) of the same class of shares in issue;</p>	<p>Article 107</p> <p>The special procedures for voting in the class meetings shall not apply under the following circumstances:</p> <p>(I) Where the Company issues domestic shares and overseas listed foreign shares, upon approval by way of a special resolution by its shareholders at a general meeting, either separately or concurrently, once every twelve (12) months and the respective number of domestic shares and overseas listed foreign shares to be issued is not more than twenty per cent (20%) of the same class of shares in issue;</p>

Articles before amendments	Articles after amendments
<p>(II) Where the Company’s plan to issue domestic shares and overseas listed foreign shares upon its establishment is implemented within fifteen (15) months from the date of approval by the China Securities Regulatory Commission;</p> <p>(III) Where the holders of domestic shares of the Company transfer their shares to overseas investors for listing and trading on overseas stock exchanges, or convert all or part of the domestic shares into overseas listed shares for listing and trading on overseas stock exchanges upon the approval from securities regulatory authorities.</p>	<p>(II) Where the Company’s plan to issue domestic shares and overseas listed foreign shares upon its establishment is implemented within fifteen (15) months from the date of approval by the China Securities Regulatory Commission;</p> <p>(III) Where the holders of domestic shares of the Company transfer their shares to overseas investors for listing and trading on overseas stock exchanges, or convert all or part of the domestic shares into overseas listed shares for listing and trading on overseas stock exchanges upon the approval from securities regulatory authorities.</p>
<p>Article 113</p> <p>Directors shall be elected or change by the general meeting with a term of office for three (3) years. Directors may serve consecutive terms if re-elected, unless otherwise provided in relevant laws and regulations and these Articles of Association,</p> <p>The term of office of a Director shall commence from the date when such Director takes office, until the expiry of the term of the Board of Directors.</p> <p>Written notices of the intention to nominate a candidate for election as a Director and the acceptance of nomination by such candidate, shall be given to the Company no less than seven (7) days prior to the date of convening the general meeting.</p> <p>A general meeting may remove a director before expiry of his/her term of office by an ordinary resolution subject to compliance with relevant regulations. Removal of Director shall not prejudice such Director’s right to claim for compensation under any contract.</p>	<p>Article 113 Article 83</p> <p>Directors shall be elected or change by the general shareholders’ meeting with a term of office for three (3) years. Directors may serve consecutive terms if re-elected, unless otherwise provided in relevant laws and regulations and these Articles of Association,</p> <p>The term of office of a Director shall commence from the date when such Director takes office, until the expiry of the term of the Board of Directors.</p> <p>Written notices of the intention to nominate a candidate for election as a Director and the acceptance of nomination by such candidate, shall be given to the Company no less than seven (7) days prior to the date of convening the general shareholders’ meeting.</p> <p>A general shareholders’ meeting may remove a director before expiry of his/her term of office by an ordinary resolution subject to compliance with relevant regulations. Removal of Director shall not prejudice such Director’s right to claim for compensation under any contract.</p>

Articles before amendments	Articles after amendments
<p>Article 114</p> <p>A director shall continue to perform his duties in accordance with relevant regulations and these Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office or if the resignation of a director results in the number of directors being less than the quorum.</p> <p>A director may resign before the expiration of his/her term of office. If a Director resigns, such Director shall tender in writing a letter of resignation to the Board, and the Board shall disclose relevant information in a timely manner and when necessary. Except that the members of the Board fall below the minimum statutory requirements due to the resignation of a Director set out in this Article, the resignation of a Director shall take effect at the time when the letter of resignation has been served on the Board, unless a later effective date of resignation is prescribed in the letter of resignation. If the resignation of an independent non-executive director results in the number of independent non-executive director of the Board of the Company being less than the quorum, the resignation of this independent non-executive director shall be effective only after the succeeding independent non-executive director has filled his vacancy.</p> <p>Any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next annual general meeting of the Company and shall be eligible for re-election at the meeting. Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, any director appointed by the Board to fill a casual vacancy to the Board shall be elected at the first general meeting after acceptance of the appointment.</p>	<p>Article 114 Article 84</p> <p>A director shall continue to perform his duties in accordance with relevant regulations and these Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office or if the resignation of a director results in the number of directors being less than the quorum.</p> <p>A director may resign before the expiration of his/her term of office. If a Director resigns, such Director shall tender in writing a letter of resignation to the Board, and the Board shall disclose relevant information in a timely manner and when necessary. Except that the members of the Board fall below the minimum statutory requirements due to the resignation of a Director set out in this Article, the resignation of a Director shall take effect at the time when the letter of resignation has been served on the Board, unless a later effective date of resignation is prescribed in the letter of resignation. If the resignation of an independent non-executive director results in the number of independent non-executive director of the Board of the Company being less than the quorum, the resignation of this independent non-executive director shall be effective only after the succeeding independent non-executive director has filled his vacancy.</p> <p>Any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next annual <u>general shareholders'</u> meeting of the Company and shall be eligible for re-election at the meeting. Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, any director appointed by the Board to fill a casual vacancy to the Board shall be elected at the first <u>general shareholders'</u> meeting after acceptance of the appointment.</p>

Articles before amendments	Articles after amendments
<p>Article 116</p> <p>A Director shall comply with laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company shares are listed and these Articles of Association, and shall owe fiduciary duties towards the Company in the following aspects:</p> <p>(I) not to use his/her powers and positions to receive bribes or other illegal income or embezzle properties of the Company;</p> <p>(II) not to misappropriate assets or funds of the Company;</p> <p>(III) not to deposit assets or funds of the Company in accounts in his/her own name or other person's name;</p> <p>(IV) not to lend funds of the Company to any persons or provide guarantee to other persons with assets of the Company without the approval of a general meeting or the Board, in violation of the provisions of these Articles of Association;</p>	<p>Article 116 Article 86</p> <p>A Director shall comply with laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company shares are listed and these Articles of Association, and shall owe fiduciary duties towards the Company in the following aspects:</p> <p>(I) not to use his/her powers and positions to receive bribes or other illegal income or embezzle properties of the Company;</p> <p>(II) not to misappropriate assets or funds of the Company;</p> <p>(III) not to deposit assets or funds of the Company in accounts in his/her own name or other person's name;</p> <p>(IV) not to lend funds of the Company to any persons or provide guarantee to other persons with assets of the Company without the approval of a general shareholders' meeting or the Board, in violation of the provisions of these Articles of Association;</p>

Articles before amendments	Articles after amendments
(V) not to enter into any contracts or transactions with the Company in violation of the provisions of these Articles of Association or without the approval of a general meeting;	(V) not to enter into any contracts or transactions with the Company in violation of the provisions of these Articles of Association or without the approval of a <u>general-shareholders'</u> meeting;
(VI) not to use his/her powers and position to obtain for himself/herself or others any business opportunities which should have been the business opportunities of the Company or to be engaged or engage others to engage for himself/herself or others in the same type of business which the Company is engaged in without the approval of a general meeting;	(VI) not to use his/her powers and position to obtain for himself/herself or others any business opportunities which should have been the business opportunities of the Company or to be engaged or engage others to engage for himself/herself or others in the same type of business which the Company is engaged in without the approval of a <u>general-shareholders'</u> meeting;
(VII) not to encroach the commission generated as a result of any transaction with the Company;	(VII) not to encroach the commission generated as a result of any transaction with the Company;
(VIII) not to disclose any secrets of the Company without any authorization;	(VIII) not to disclose any secrets of the Company without any authorization;
(IX) not to prejudice the interests of the Company by using his/her related relationship; not to disclose any material information that have not been disclosed; not to gain illegal profit with inside information; the directors shall undertake non-competition obligations after termination of their employment under the agreement with the Company;	(IX) not to prejudice the interests of the Company by using his/her related relationship; not to disclose any material information that have not been disclosed; not to gain illegal profit with inside information; the directors shall undertake non-competition obligations after termination of their employment under the agreement with the Company;
(X) to safeguard the interest of the Company and the shareholders as a whole and not to pursue interest for de facto controller, shareholders, employees or themselves or other third party in a manner that cause any damage to the interest of the Company nor prejudice the interests of the Company by using his/her related relationship;	(X) to safeguard the interest of the Company and the shareholders as a whole and not to pursue interest for de facto controller, shareholders, employees or themselves or other third party in a manner that cause any damage to the interest of the Company nor prejudice the interests of the Company by using his/her related relationship;

Articles before amendments	Articles after amendments
<p>(XI) to comply with other duties of loyalty under the laws, administrative regulations, departmental rules, normative documents, the listing rules of the places where the shares of the Company are listed and these Articles of Association.</p> <p>Any income obtained by a Director in violation of the above provisions shall be attributable to the Company; if the Company suffers any losses, such Director shall be liable to compensate.</p>	<p>(XI) to comply with other duties of loyalty under the laws, administrative regulations, departmental rules, normative documents, the listing rules of the places where the shares of the Company are listed and these Articles of Association.</p> <p>Any income obtained by a Director in violation of the above provisions shall be attributable to the Company; if the Company suffers any losses, such Director shall be liable to compensate.</p>
<p>Article 119</p> <p>If a Director fails to attend any two (2) consecutive Board meetings in person or by appointing other Directors to attend such meetings on his/her behalf, such Director shall be deemed incapable of performing his/her duties, and the Board of Directors shall make recommendation to a general meeting for replacement.</p>	<p>Article 119 Article 89</p> <p>If a Director fails to attend any two (2) consecutive Board meetings in person or by appointing other Directors to attend such meetings on his/her behalf, such Director shall be deemed incapable of performing his/her duties, and the Board of Directors shall make recommendation to a general shareholders' meeting for replacement.</p>
<p>Article 124</p> <p>The Independent non-executive Director shall have the following powers in addition to those powers conferred upon him/her by the Company Law and other relevant laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company shares are listed and these Articles of Association:</p> <p>(I) to propose the convening of extraordinary general meetings. If the Board refuses to do so, he/she may propose to the Supervisor Committee to convene extraordinary general meetings;</p> <p>(II) to propose to convene Board meetings;</p>	<p>Article 124 Article 94</p> <p>The Independent non-executive Director shall have exercise the following powers in addition to those powers conferred upon him/her by the Company Law and other relevant laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company shares are listed and these Articles of Association:</p> <p>(I) to propose the convening of extraordinary general shareholders' meetings. If the Board refuses to do so, he/she may propose to the Supervisor Committee to convene extraordinary general shareholders' meetings;</p> <p>(II) to propose to convene Board meetings;</p>

Articles before amendments	Articles after amendments
<p>(III) to engage auditing firms or consultancy firms necessary for performing duties;</p> <p>(IV) to offer independent opinions on matters related to the remuneration plans, incentive scheme and so forth for the Company's Directors and senior management members;</p> <p>(V) to offer his/her independent opinions on the material connected transactions (as determined according to the criteria issued by the regulatory authorities in the place(s) of listing from time to time);</p> <p>(VI) publicly solicit proxies from shareholders before general meetings.</p> <p>The Company shall ensure that Independent non-executive Directors will enjoy the same right to information as other Directors.</p>	<p>(III) to engage auditing firms or consultancy firms necessary for performing duties;</p> <p>(IV) to offer independent opinions on matters related to the remuneration plans, incentive scheme and so forth for the Company's Directors and senior management members;</p> <p>(V) to offer his/her independent opinions on the material connected transactions (as determined according to the criteria issued by the regulatory authorities in the place(s) of listing from time to time);</p> <p>(VI) publicly solicit proxies from shareholders before <u>general shareholders'</u> meetings;</p> <p><u>(VII) other powers as specified under the laws, administrative regulations, the rules of the CSRC, and the Hong Kong Listing Rules.</u></p> <p><u>The exercise of the above powers in items (I) to (III) by an independent non-executive director is subject to the consent of a majority of all independent non-executive directors.</u></p> <p>The Company shall ensure that Independent non-executive Directors will enjoy the same right to information as other Directors.</p>
<p>Article 125</p> <p>The Company shall have a Board which shall be accountable to the general meeting. The Board consists of 6-15 Directors, and the number of independent non-executive Directors shall be no less than three (3) and shall account for no less than one-third (1/3) of the total number of members of the Board.</p>	<p><u>Article 125 Article 95</u></p> <p>The Company shall have a Board which shall be accountable to the <u>general shareholders'</u> meeting. The Board consists of 6-15 Directors, and the number of independent non-executive Directors shall be no less than three (3) and shall account for no less than one-third (1/3) of the total number of members of the Board.</p>

Articles before amendments	Articles after amendments
<p>A director may be the general manager or other senior management officer concurrently, provided that the number of directors who serve as general manager or other senior management officers concurrently and director representatives of the employees shall not exceed one half (1/2) of the number of directors of the Company.</p> <p>A director is not required to hold the shares of the Company.</p> <p>An independent non-executive director shall have a term of office of three (3) years and maybe re-elected for a maximum period of not more than nine (9) years (if more than nine (9) years, such independent non-executive director's re-election shall be approved by the shareholders by means of separate resolution), unless the term of office of the independent non-executive director is otherwise stipulated by the relevant laws and regulations and listing rules of the stock exchange where the shares of the Company is listed.</p>	<p>A director may be the general manager or other senior management officer concurrently, provided that the number of directors who serve as general manager or other senior management officers concurrently and director representatives of the employees shall not exceed one half (1/2) of the number of directors of the Company.</p> <p>A director is not required to hold the shares of the Company.</p> <p>An independent non-executive director shall have a term of office of three (3) years and maybe re-elected for a maximum period of not more than nine (9) years (if more than nine (9) years, such independent non-executive director's re-election shall be approved by the shareholders by means of separate resolution), unless the term of office of the independent non-executive director is otherwise stipulated by the relevant laws and regulations and listing rules of the stock exchange where the shares of the Company is listed.</p>
<p>Article 126</p> <p>The Board shall be accountable to the general meeting and shall exercise the following powers and duties:</p> <p>(I) to convene a general meeting and report its work to such meeting;</p> <p>(II) to implement resolutions of a general meeting;</p> <p>(III) to decide on the operation plans and investment schemes of the Company and formulate development strategies of the Company;</p>	<p>Article 126 Article 96</p> <p>The Board shall be accountable to the general shareholders' meeting and shall exercise the following powers and duties:</p> <p>(I) to convene a general shareholders' general shareholders' meeting and report its work to such meeting;</p> <p>(II) to implement resolutions of a general shareholders' meeting;</p> <p>(III) to decide on the operation plans and, investment schemes of the Company and formulate development strategies of the Company;</p>

Articles before amendments	Articles after amendments
(IV) to prepare the draft annual budget and final accounts of the Company;	(IV) to prepare the draft annual budget and final accounts of the Company;
(V) to prepare the profit distribution plan and the loss recovery plan of the Company;	(V) to prepare the profit distribution plan and the loss recovery plan of the Company;
(VI) to prepare the plan for the Company to increase or reduce its registered capital, issuance of bonds and other securities and other listing plans;	(VI) to prepare the plan for the Company to increase or reduce its registered capital, issuance of bonds and other securities and other listing plans;
(VII) to prepare plans of the Company with respect to mergers, divisions, dissolution or changes of the form of the Company;	(VII) to prepare plans of the Company with respect to mergers, divisions, dissolution or changes of the form of the Company;
(VIII) to prepare plans of the Company with respect to material acquisitions and acquisition of the Company's shares;	(VIII) to prepare plans of the Company with respect to material acquisitions and acquisition of the Company's shares;
(IX) to decide on the establishment of internal organizations;	(IX) to decide on the establishment of internal organizations;
(X) to appoint or remove the general manager and secretary to the Board of the Company; to appoint or remove the deputy general manager, chief accountant, general counsel, marketing director and other senior management members nominated by the general manager, and decide on remunerations and rewards and punishments thereof;	(X) to appoint or remove the general manager and secretary to the Board of the Company <u>and decide on remunerations and rewards and punishments thereof;</u> to appoint or remove the deputy general manager, chief accountant, general counsel, marketing director and other senior management members nominated by the general manager, and decide on remunerations and rewards and punishments thereof;
(XI) to determine the composition of special committees under the Board, and the chairman (convener) of each special committee;	(XI) to determine the composition of special committees under the Board, and the chairman (convener) of each special committee;

Articles before amendments	Articles after amendments
<p>(XII) to establish a basic management system of the Company;</p> <p>(XIII) to prepare plans to amend the Articles of Association;</p> <p>(XIV) to propose to the general meeting with respect to the engagement or replacement of the audit firm of the Company;</p> <p>(XV) to receive the work report of the general manager of the Company and examine such work;</p> <p>(XVI) to manage the disclosure of information by the Company in accordance with laws and regulations, listing rules of the places where the shares of the Company are listed and the Company's internal rules and regulations;</p> <p>(XVII) to determine the investment, acquisition or disposal of assets, financing, connected transactions and other matters that need to be decided on by the Board in accordance with the provisions of laws, regulations and listing rules of the places where the shares of the Company are listed;</p> <p>(XVIII) to determine other material matters of the Company, except for the matters to be resolved at the general meeting in accordance with the Company Law and these Articles of Association;</p> <p>(XIX) to exercise any other duties and powers specified in relevant laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the Company is listed or the Articles of Association.</p>	<p>(XII) to establish a basic management system of the Company;</p> <p>(XIII) to prepare plans to amend the Articles of Association;</p> <p>(XIV) to propose to the <u>general shareholders'</u> meeting with respect to the engagement or replacement of the audit firm of the Company;</p> <p>(XV) to receive the work report of the general manager of the Company and examine such work;</p> <p>(XVI) to manage the disclosure of information by the Company in accordance with laws and regulations, listing rules of the places where the shares of the Company are listed and the Company's internal rules and regulations;</p> <p>(XVII) to determine the <u>external</u> investment, acquisition or disposal of assets, <u>pledge over assets, external guarantees, entrusted asset management financing,</u> connected transactions, <u>external donations,</u> and other matters that need to be decided on by the Board <u>within the authorization by the shareholders' meeting in accordance with the provisions of laws, regulations and listing rules of the places where the shares of the Company are listed;</u></p> <p>(XVIII) to determine other material matters of the Company, except for the matters to be resolved at the <u>general shareholders'</u> meeting in accordance with the Company Law and these Articles of Association;</p> <p>(XIX) to exercise any other duties and powers specified in relevant laws, administrative regulations, departmental rules, normative documents, listing rules of the places where <u>the shares of</u> the Company is listed or the Articles of Association.</p>

Articles before amendments	Articles after amendments
<p>Except for the Board resolutions in respect of the matters specified in clauses (VI), (VII) and (XIII) above which shall be passed by not less than two-thirds (2/3) of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.</p> <p>For the above matters of duties and powers exercised by the Board which is beyond the scope of authorization of the general meeting or any transaction or arrangement of the Company which shall be considered and approved by a general meeting according to listing rules of the places where the shares of the Company are listed, shall be submitted to the general meeting for consideration and approval.</p> <p>The Board shall also be responsible for the following matters:</p> <ul style="list-style-type: none"> (I) to develop, review and improve the system and status of corporate governance of the Company; (II) to review and supervise training and continuous professional development of directors and senior management; (III) to review and supervise the systems established by the Company in accordance with the laws and relevant rules by the securities regulatory authorities of the places where the shares of the Company are listed and the relevant compliance as well as the relevant disclosure; (IV) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors of the Company. <p>These functions for the purpose of corporate governance shall be performed by the Board, while the Board may also delegate its duties to one or more special committees under the Board.</p>	<p>Except for the Board resolutions in respect of the matters specified in clauses (VI), (VII) and (XIII) above which shall be passed by not less than two-thirds (2/3) of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.</p> <p>For the above matters of duties and powers exercised by the Board which is beyond the scope of authorization of the general shareholders' meeting or any transaction or arrangement of the Company which shall be considered and approved by a general shareholders' meeting according to listing rules of the places where the shares of the Company are listed, shall be submitted to the general shareholders' meeting for consideration and approval.</p> <p>The Board shall also be responsible for the following matters:</p> <ul style="list-style-type: none"> (I) to develop, review and improve the system and status of corporate governance of the Company; (II) to review and supervise training and continuous professional development of directors and senior management; (III) to review and supervise the systems established by the Company in accordance with the laws and relevant rules by the securities regulatory authorities of the places where the shares of the Company are listed and the relevant compliance as well as the relevant disclosure; (IV) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors of the Company. <p>These functions for the purpose of corporate governance shall be performed by the Board, while the Board may also delegate its duties to one or more special committees under the Board.</p>

Articles before amendments	Articles after amendments
<p>Article 127</p> <p>In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) months before the proposed disposal, exceeds thirty-three per cent (33%) of the fixed assets value set out in the latest balance sheet approved by the general meetings, the Board shall not dispose of or consent to dispose of such fixed assets without prior approval by the general meeting.</p> <p>The term “fixed assets disposal” referred to in this Article includes transferring certain interests in assets, but excludes provision of guarantees with fixed assets.</p> <p>The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a violation of the first paragraph of this Article.</p>	<p>Article 127</p> <p>In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) months before the proposed disposal, exceeds thirty-three per cent (33%) of the fixed assets value set out in the latest balance sheet approved by the general meetings, the Board shall not dispose of or consent to dispose of such fixed assets without prior approval by the general meeting.</p> <p>The term “fixed assets disposal” referred to in this Article includes transferring certain interests in assets, but excludes provision of guarantees with fixed assets.</p> <p>The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a violation of the first paragraph of this Article.</p>
<p>Article 128</p> <p>The Board shall formulate the rules of procedures for the Board of Directors to ensure the implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the Board of Directors shall be appended to these Articles of Association. It shall be formulated by the Board and approved by the general meeting.</p>	<p>Article 128 <u>Article 97</u></p> <p>The Board shall formulate the rules of procedures for the Board of Directors to ensure the implementation of the resolutions of the <u>general shareholders’</u> meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the Board of Directors shall be appended to these Articles of Association. It shall be formulated by the Board and approved by the <u>general shareholders’</u> meeting.</p>
<p>Article 130</p> <p>The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(II) to procure and check the implementation of resolution of the Board;</p>	<p>Article 130 <u>Article 99</u></p> <p>The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over <u>general shareholders’</u> meetings and to convene and preside over Board meetings;</p> <p>(II) to procure and check the implementation of resolution of the Board;</p>

Articles before amendments	Articles after amendments
<p>(III) to sign on securities issued by the Company;</p> <p>(IV) other functions and powers authorized by the Board;</p> <p>(V) other functions and powers stipulated in the laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the shares of the Company are listed and these Articles of Association.</p>	<p>(III) to sign on securities issued by the Company;</p> <p>(IV) other functions and powers authorized by the Board;</p> <p>(V) other functions and powers stipulated in the laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the shares of the Company are listed and these Articles of Association.</p>
<p>Article 137</p> <p>When a Director is related to companies which are the subject of a resolution to be decided at a Board meeting, the related Director shall not vote on that resolution, and shall not vote on behalf of other Directors. Such Board meeting can be held if more than one half of the non-related Directors attend. Resolutions made by the Board meeting shall be passed by more than one half of the non-related Directors, provided that for matters which are required to be approved by voting by two-thirds or more of the Directors solutions shall be approved by voting by two-third or more of the non-related Directors. If less than three (3) non-related Directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.</p>	<p>Article 137 Article 106</p> <p>When a Director is related to companies which are the subject of a resolution to be decided at a Board meeting, the related Director shall not vote on that resolution, and shall not vote on behalf of other Directors. Such Board meeting can be held if more than one half of the non-related Directors attend. Resolutions made by the Board meeting shall be passed by more than one half of the non-related Directors, provided that for matters which are required to be approved by voting by two-thirds or more of the Directors solutions shall be approved by voting by two-third or more of the non-related Directors. If less than three (3) non-related Directors attend the Board meeting, the matter shall be submitted to the general shareholders' meeting for consideration.</p>
<p>Article 140</p> <p>All directors shall be notified of all material matters to be resolved at the Board meeting at the time required by the Articles of Association and be provided with sufficient information strictly in accordance with the procedures as stipulated. Directors may request supplementary information. When at least one-fourth (1/4) of directors or at least two (2) independent non-executive directors consider the information provided is incomplete, the argument is not sufficient or where an informed judgment cannot be made due to other reasons, they may jointly propose to postpone the Board meeting or to postpone the discussion of certain matters. The Board shall accept such proposal.</p>	<p>Article 140 Article 109</p> <p>All directors shall be notified of all material matters to be resolved at the Board meeting at the time required by the Articles of Association and be provided with sufficient information strictly in accordance with the procedures as stipulated. Directors may request supplementary information. When at least one-fourth (1/4) of directors or at least two (2) independent non-executive directors consider the information provided is incomplete, the argument is not sufficient or where an informed judgment cannot be made due to other reasons, they may jointly propose to postpone the Board meeting or to postpone the discussion of certain matters. The Board shall accept such proposal.</p>

Articles before amendments	Articles after amendments
<p>Article 145</p> <p>The secretary of the board of directors shall be a natural person with the necessary professional knowledge and experience, and shall be appointed or dismissed by the Board. The main duties of the secretary of the Board are:</p> <p>(I) to guarantee that the Company has complete organizational documents and records; to keep and manage shareholders' information; to assist the directors in addressing the routine tasks of the Board;</p> <p>(II) to organize and arrange for the Board meetings and general meetings, to prepare meeting materials, to handle relevant meeting affairs, to be responsible for keeping minutes of the meetings and to ensure their accuracy, to keep meeting documents and minutes and to take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported to the Board with suggestions proposed;</p> <p>(III) as the contact person between the Company and the securities regulatory authorities, to be responsible for preparation and timely submission of the documents as required to the regulatory authorities, and to accept any task from the regulatory authorities and organize the implementation thereof;</p>	<p>Article 145 Article 114</p> <p>The secretary of the board of directors shall be a natural person with the necessary professional knowledge and experience, and shall be appointed or dismissed by the Board. The main duties of the secretary of the Board are:</p> <p>(I) to guarantee that the Company has complete organizational documents and records; to keep and manage shareholders' information; to assist the directors in addressing the routine tasks of the Board;</p> <p>(II) to organize and arrange for the Board meetings and general shareholders' meetings, to prepare meeting materials, to handle relevant meeting affairs, to be responsible for keeping minutes of the meetings and to ensure their accuracy, to keep meeting documents and minutes and to take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported to the Board with suggestions proposed;</p> <p>(III) as the contact person between the Company and the securities regulatory authorities, to be responsible for preparation and timely submission of the documents as required to the regulatory authorities, and to accept any task from the regulatory authorities and organize the implementation thereof;</p>

Articles before amendments	Articles after amendments
<p>(IV) to be responsible for coordinating and organizing information disclosure of the Company, to establish and improve the information disclosure system, to participate in all meetings of the Company involving information disclosure, and to keep informed of the material operational decisions and relevant information of the Company in a timely manner;</p> <p>(V) to ensure the proper establishment of the register of members of the Company, and to ensure timely access to the relevant records and documents by the individuals who are entitled to access such information;</p> <p>(VI) to perform other duties and powers as conferred by the Board, as well as other duties and powers as required by laws and regulations and the stock exchange of the place which the Company's shares are listed.</p>	<p>(IV) to be responsible for coordinating and organizing information disclosure of the Company, to establish and improve the information disclosure system, to participate in all meetings of the Company involving information disclosure, and to keep informed of the material operational decisions and relevant information of the Company in a timely manner;</p> <p>(V) to ensure the proper establishment of the register of members of the Company, and to ensure timely access to the relevant records and documents by the individuals who are entitled to access such information;</p> <p>(VI) to perform other duties and powers as conferred by the Board, as well as other duties and powers as required by laws and regulations and the stock exchange of the place which the Company's shares are listed.</p>
<p>Article 151</p> <p>The Company shall have one (1) general manager and several deputy general managers in light of requirements in its operation, one (1) secretary to the Board of Directors, one (1) chief accountant, one (1) general counsel and one (1) marketing director. A director may serve as general manager or other senior management officers concurrently. The general manager and other senior management shall be hired and dismissed by the Board</p>	<p><u>Article 151</u> Article 120</p> <p>The Company shall have one (1) general manager and several deputy general managers in light of requirements in its operation, one (1) secretary to the Board of Directors, one (1) chief accountant, <u>and</u> one (1) general counsel <u>and one</u> <u>(1) marketing director</u>. A director may serve as general manager or other senior management officers concurrently. The general manager and other senior management shall be hired and dismissed by the Board</p>

Articles before amendments	Articles after amendments
<p>General manager, deputy general manager, secretary to the Board of Directors, chief accountant, general counsel and marketing director of the Company shall be members of senior management.</p> <p>Deputy general manager, chief accountant, general counsel and marketing director shall be nominated by the general manager and appointed or dismissed by the Board of Directors. Deputy general manager, chief accountant, general counsel and marketing director may resign before the expiration of their respective term of service.</p>	<p>General manager, deputy general manager, secretary to the Board of Directors, chief accountant, and general counsel and marketing director of the Company shall be members of senior management.</p> <p>Deputy general manager, chief accountant, and general counsel and marketing director shall be nominated by the general manager and appointed or dismissed by the Board of Directors. Deputy general manager, chief accountant, and general counsel and marketing director may resign before the expiration of their respective term of service.</p>
<p>Article 152</p> <p>A person who holds an office other than that of the Director or Supervisor in the controlling shareholder or beneficial controller of the Company shall not act as a senior management of the Company.</p>	<p><u>Article 152 Article 121</u></p> <p>A person who holds an office other than that of the Director or Supervisor in the controlling shareholder or beneficial controller of the Company shall not act as a senior management of the Company.</p> <p><u>Senior management of the Company shall only be remunerated by the Company, instead of being remunerated by the controlling shareholder.</u></p>
<p>Article 155</p> <p>The general manager shall report to the Board of Directors and have the following duties and powers:</p> <p>(I) to be in charge of the Company’s operation and management, to organise and implement the resolutions of the Board and to report his work to the Board;</p>	<p><u>Article 155 Article 124</u></p> <p>The general manager shall report to the Board of Directors and have the following duties and powers:</p> <p>(I) to be in charge of the Company’s operation and management, to organise and implement the resolutions of the Board and to report his work to the Board;</p>

Articles before amendments	Articles after amendments
<p>(II) to organise and implement the Company’s annual operation plan and investment plans;</p> <p>(III) to prepare the plan for the setup of internal management of the Company;</p> <p>(IV) to establish the basic management system of the Company;</p> <p>(V) to formulate the Company’s specific rules;</p> <p>(VI) to propose to the Board to appoint or dismiss the deputy manager, chief accountant, general counsel and marketing director;</p> <p>(VII) To propose to the Board to appoint or dismiss the officers other than those whose appointment or termination shall be decided by the Board;</p> <p>(VIII) Other powers granted by these Articles of Association or the Board.</p> <p>The general manager of the Company may attend the Board meeting. The general manager who is not a director has no right to vote at the board meetings.</p>	<p>(II) to organise and implement the Company’s annual operation plan and investment plans;</p> <p>(III) to prepare the plan for the setup of internal management of the Company;</p> <p>(IV) to establish the basic management system of the Company;</p> <p>(V) to formulate the Company’s specific rules;</p> <p>(VI) to propose to the Board to appoint or dismiss the deputy manager, chief accountant, and general counsel and marketing director;</p> <p>(VII) To propose to the Board decide to appoint or dismiss the officers other than those whose appointment or termination shall be decided by the Board;</p> <p>(VIII) Other powers granted by these Articles of Association or the Board.</p> <p>The general manager of the Company may attend the Board meeting. The general manager who is not a director has no right to vote at the board meetings.</p>

Articles before amendments	Articles after amendments
<p>Article 163</p> <p>The Company shall have a Supervisory Committee. The Supervisory Committee shall be comprised of three (3) Supervisors. The proportion of Employee Representative Supervisors shall not be less than one third (1/3). Shareholder Representative Supervisors shall be elected and dismissed by the general meetings. Employee Representative Supervisors shall be elected by employee representative meetings, employee meetings or other forms of democratic elections.</p> <p>The Supervisory Committee shall have one (1) chairman, which shall be appointed or dismissed by the votes of two thirds (2/3) (two thirds inclusive) or more of the members of the Supervisory Committee.</p>	<p>Article 163 Article 132</p> <p>The Company shall have a Supervisory Committee. The Supervisory Committee shall be comprised of three (3) Supervisors. The proportion of Employee Representative Supervisors shall not be less than one third (1/3). Shareholder Representative Supervisors shall be elected and dismissed by the general shareholders' meetings. Employee Representative Supervisors shall be elected by employee representative meetings, employee meetings or other forms of democratic elections.</p> <p>The Supervisory Committee shall have one (1) chairman, which shall be appointed or dismissed by the votes of two thirds (2/3) (two thirds inclusive) or more a simple majority of the members of the Supervisory Committee.</p>
<p>Article 164</p> <p>The Supervisory Committee shall report to the general meetings. The Supervisory Committee shall exercise the following duties and powers:</p> <p>(I) to review the financial position of the Company;</p> <p>(II) to supervise the performance of Directors and senior management members of their duties to the Company, and propose dismissal of Directors and senior management members that have violated the laws, administrative regulations, these Articles of Association or the resolutions of the general meetings;</p>	<p>Article 164 Article 133</p> <p>The Supervisory Committee shall report to the general shareholders' meetings. The Supervisory Committee shall exercise the following duties and powers:</p> <p>(I) to review the financial position of the Company;</p> <p>(II) to supervise the performance of Directors and senior management members of their duties to the Company, and propose dismissal of Directors and senior management members that have violated the laws, administrative regulations, these Articles of Association or the resolutions of the general shareholders' meetings;</p>

Articles before amendments	Articles after amendments
<p>(III) to demand rectification by Directors and senior management members when the acts of such persons are prejudicial to the Company’s interest and, if necessary, report to the general meeting or relevant national competent authorities;</p>	<p>(III) to demand rectification by Directors and senior management members when the acts of such persons are prejudicial to the Company’s interest and, if necessary, report to the general meeting or relevant national competent authorities;</p>
<p>(IV) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board fails to perform such duties as specified by the Company Law;</p>	<p>(IV) to propose the convening of an extraordinary general shareholders’ meeting, and to convene and preside over the general shareholders’ meeting when the Board fails to perform such duties as specified by the Company Law;</p>
<p>(V) to propose the convening of an extraordinary Board meeting;</p>	<p>(V) to propose the convening of an extraordinary Board meeting;</p>
<p>(VI) to put forward proposals to general meetings;</p>	<p>(VI) to put forward proposals to general shareholders’ meetings;</p>
<p>(VII) to initiate litigations against Directors and senior management members in accordance with provisions of the Company Law;</p>	<p>(VII) to initiate litigations against Directors and senior management members in accordance with provisions of the Company Law;</p>
<p>(VIII) to review financial information such as financial reports, business reports, and profit distribution plans as proposed by the Board to the general meetings, and to engage certified public accountants and practicing auditors in the name of the Company to assist with further examination if there are any queries;</p>	<p>(VIII) to review financial information such as financial reports, business reports, and profit distribution plans as proposed by the Board to the general shareholders’ meetings, and to engage certified public accountants and practicing auditors in the name of the Company to assist with further examination if there are any queries;</p>
<p>(IX) other duties and powers conferred by the laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the Company is listed and these Articles of Association.</p>	<p>(IX) other duties and powers conferred by the laws, administrative regulations, departmental rules, normative documents, listing rules of the place where the shares of the Company isare listed and these Articles of Association.</p>

Articles before amendments	Articles after amendments
<p>Article 166</p> <p>The meeting of the Supervisory Committee shall vote by way of disclosed ballot, written resolution or other means of voting approved by the regulatory authority. Any resolution made by video-conference, teleconference, facsimile or other communication equipment in the meeting of the Supervisory Committee shall be signed by the voting Supervisors.</p> <p>Voting procedures: A meeting of the Supervisory Committee shall be attended by more than one half of the Supervisors. Each Supervisor has one vote. Voting shall be conducted by disclosed ballot. Supervisors shall attend meetings of the Supervisory Committee in person. In the event a Supervisor is unable to attend the meeting for any reason, he/she may authorize another Supervisor in writing to attend the meeting on his/her behalf. Such power of attorney shall specify the scope of authorization. A supervisor may cast an affirmative, an opposing or an abstention vote. Each attending supervisor shall indicate his intention by choosing one of the above. The chairman of the meeting shall request any supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, and such supervisor shall be regarded as having abstained from voting if he refuses to vote again. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>The resolutions of the Supervisory Committee shall be passed by over two-third (2/3) (inclusive) of the members of the Supervisory Committee by voting.</p>	<p>Article 166 Article 135</p> <p>The meeting of the Supervisory Committee shall vote by way of disclosed ballot, written resolution or other means of voting approved by the regulatory authority. Any resolution made by video-conference, teleconference, facsimile or other communication equipment in the meeting of the Supervisory Committee shall be signed by the voting Supervisors.</p> <p>Voting procedures: A meeting of the Supervisory Committee shall be attended by more than one half of the Supervisors. Each Supervisor has one vote. Voting shall be conducted by disclosed ballot. Supervisors shall attend meetings of the Supervisory Committee in person. In the event a Supervisor is unable to attend the meeting for any reason, he/she may authorize another Supervisor in writing to attend the meeting on his/her behalf. Such power of attorney shall specify the scope of authorization. A supervisor may cast an affirmative, an opposing or an abstention vote. Each attending supervisor shall indicate his intention by choosing one of the above. The chairman of the meeting shall request any supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, and such supervisor shall be regarded as having abstained from voting if he refuses to vote again. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>The resolutions of the Supervisory Committee shall be passed by over two-third (2/3) (inclusive) a simple majority of the all the members of the Supervisory Committee Supervisors by voting.</p>

Articles before amendments	Articles after amendments
<p>Article 168</p> <p>The Supervisory Committee shall formulate rules of procedures for the meetings of the Supervisory Committee, specifying the method for discussion and voting procedures of meetings, in order to ensure the efficient work and scientific decision making of the Supervisory Committee. The rules of procedures for the meetings of the Supervisory Committee shall be attached as an annex to the Articles of Association, formulated by the Supervisory Committee and approved at the general meeting of the Company.</p>	<p>Article 168 Article 137</p> <p>The Supervisory Committee shall formulate rules of procedures for the meetings of the Supervisory Committee, specifying the method for discussion and voting procedures of meetings, in order to ensure the efficient work and scientific decision making of the Supervisory Committee. The rules of procedures for the meetings of the Supervisory Committee shall be attached as an annex to the Articles of Association, formulated by the Supervisory Committee and approved at the generalshareholders' meeting of the Company.</p>

Articles before amendments	Articles after amendments
<p>Article 173</p> <p>Apart from the qualifications specified in other provisions of these Articles of Association, a person may not serve as a Director, supervisor or any other senior management member of the Company if any of the following circumstances apply:</p> <p>(I) a person without capacity or with restricted capacity for civil acts;</p> <p>(II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such criminal offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of completion of the implementation of such punishment or deprivation;</p> <p>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of the company or enterprise;</p>	<p>Article 173 Article 142</p> <p>Apart from the qualifications specified in other provisions of these Articles of Association, a person may not serve as a Director, supervisor or any other senior management member of the Company if any of the following circumstances apply:</p> <p>(I) a person without capacity or with restricted capacity for civil acts;</p> <p>(II) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist economic order and has been punished because of committing such criminal offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of completion of the implementation of such punishment or deprivation, <u>or who has been sentenced to probation and a period of two (2) years have not elapsed since the date of expiration of the probation period;</u></p> <p>(III) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvency and liquidation of the company or enterprise;</p>

Articles before amendments	Articles after amendments
<p>(IV) a person who is a former legal representative of a company or enterprise that had its business license revoked due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license;</p>	<p>(IV) a person who is a former legal representative of a company or enterprise that had its business license revoked <u>or ordered to be closed</u> due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business license <u>or closure by order</u>;</p>
<p>(V) a person who has a relatively large amount of debts due and outstanding;</p>	<p>(V) a person who has a relatively large amount of debts due and outstanding <u>and listed by the People's Court as a dishonest person</u>;</p>
<p>(VI) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p>	<p>(VI) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where said investigation or prosecution is not yet concluded;</p>
<p>(VII) a person who is not eligible for enterprise leadership under the law and administrative regulations;</p>	<p>(VII) a person who is not eligible for enterprise leadership under the law and administrative regulations;</p>
<p>(VIII) non-natural person;</p>	<p>(VIII) non-natural person;</p>
<p>(IX) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he/she has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</p>	<p>(IX) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he/she has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;</p>
<p>(X) other circumstances prescribed by the law, administrative regulations, departmental regulations, normative documents or rules of security regulators in the territory where the Company's shares are listed.</p>	<p>(X)(VI) other circumstances prescribed by the law, administrative regulations, departmental regulations, normative documents or rules of security regulators in the territory where the Company's shares are listed.</p>

Articles before amendments	Articles after amendments
<p>Where the Company elects, appoints or employs its Directors, Supervisors, General Managers or other senior management members in violation of the provisions of the preceding paragraph, such election, appointment or employment shall be invalid. Where, during his/her term of office, a Director, Supervisor, General Manager or other senior management member is found to be a person as specified in the preceding paragraph of this Article, the Company shall remove him/her from office.</p>	<p>Where the Company elects, appoints or employs its Directors, Supervisors, General Managers or other senior management members in violation of the provisions of the preceding paragraph, such election, appointment or employment shall be invalid. Where, during his/her term of office, a Director, Supervisor, General Manager or other senior management member is found to be a person as specified in the preceding paragraph of this Article, the Company shall remove him/her from office.</p>
<p>Article 175</p> <p>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's Directors, Supervisors, General Manager and other senior management members owes the following duties to each shareholder when exercising the functions and powers of the Company entrusted to him/her:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act honestly and in the best interests of the Company;</p> <p>(III) not to expropriate the Company's property in any way, including, but not limited to, usurpation of opportunities which benefit the Company;</p> <p>(IV) not to expropriate individual rights of shareholders, including, but not limited to, rights to distribution and voting rights, except for the restructuring of the Company, which has been submitted to the shareholders for approval in accordance with these Articles of Association.</p>	<p><u>Article 175</u></p> <p><u>In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's Directors, Supervisors, General Manager and other senior management members owes the following duties to each shareholder when exercising the functions and powers of the Company entrusted to him/her:</u></p> <p><u>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</u></p> <p><u>(II) to act honestly and in the best interests of the Company;</u></p> <p><u>(III) not to expropriate the Company's property in any way, including, but not limited to, usurpation of opportunities which benefit the Company;</u></p> <p><u>(IV) not to expropriate individual rights of shareholders, including, but not limited to, rights to distribution and voting rights, except for the restructuring of the Company, which has been submitted to the shareholders for approval in accordance with these Articles of Association.</u></p>

Articles before amendments	Articles after amendments
	<p><u>Article 144</u></p> <p><u>The directors, supervisors, and other senior management of the Company have a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the Company’s interests, and must not use their powers to seek improper benefits.</u></p> <p><u>The directors, supervisors, and other senior management of the Company have a duty of diligence to the Company and by virtue of the management, they should exercise the reasonable concern of managers in performing their duties in the best interests of the Company.</u></p>
<p>Article 177</p> <p>The Directors, Supervisors, General Managers and other senior management members of the Company shall perform his/her duties in accordance with the fiduciary principle; and shall not put himself/herself in a position where his/her interest and his/her duty may conflict. This principle includes, but is not limited to, discharging the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to act within the scope of his/her powers and shall not exceed such powers;</p> <p>(III) to exercise the discretion conferred on him/her in person and shall not allow himself/herself to act under the control of others, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his/her discretion to others;</p>	<p><u>Article 177 Article 146</u></p> <p>The Directors, Supervisors, General Managers and other senior management members of the Company shall perform his/her duties in accordance with the fiduciary principle; and shall not put himself/herself in a position where his/her interest and his/her duty may conflict. This principle includes, but is not limited to, discharging the following obligations:</p> <p>(I) to act honestly in the best interests of the Company;</p> <p>(II) to act within the scope of his/her powers and shall not exceed such powers;</p> <p>(III) to exercise the discretion conferred on him/her in person and shall not allow himself/herself to act under the control of others, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a <u>general shareholders’</u> meeting, not to delegate the exercise of his/her discretion to others;</p>

Articles before amendments	Articles after amendments
(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;	(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
(V) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;	(V) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders given in a general shareholders' meeting, not to enter into any contract, transaction or arrangement with the Company;
(VI) not to use the Company's property in any way for his/her own benefit, without the informed consent of the shareholders given in a general meeting;	(VI) not to use the Company's property in any way for his/her own benefit, without the informed consent of the shareholders given in a general shareholders' meeting;
(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property in any way, including, but not limited to, opportunities which are favorable to the Company;	(VII) not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property in any way, including, but not limited to, opportunities which are favorable to the Company;
(VIII) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;	(VIII) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general shareholders' meeting;
(IX) to comply with these Articles of Association, to perform his/her duties in a faithful manner, to protect the Company's interests and not to exploit his/her position and power in the Company to advance his/her own interests;	(IX) to comply with these Articles of Association, to perform his/her duties in a faithful manner, to protect the Company's interests and not to exploit his/her position and power in the Company to advance his/her own interests;
(X) not to compete with the Company in any way, except with the informed consent of the shareholders given in a general meeting;	(X) not to compete with the Company in any way, except with the informed consent of the shareholders given in a general shareholders' meeting;

Articles before amendments	Articles after amendments
<p>(XI) not to misappropriate the Company’s funds or lend such funds to any other person, not to use the Company’s assets to set up deposit accounts in his/her own name or in the name of any other person or to use such assets to provide guarantee for the debts of a shareholder of the Company or any other personal liabilities;</p> <p>(XII) not to disclose any confidential information, which he/she has obtained during his/her term of office, without the informed consent of the shareholders in a general meeting; nor shall he/she use such information other than for the Company’s benefit, save that disclosure of such information to the court or other competent governmental authorities is permitted if:</p> <ol style="list-style-type: none"> (1) disclosure is required by law; (2) required in the public interests; (3) the interests of such Director, Supervisor, General Manager or other senior management member so require. 	<p>(XI) not to misappropriate the Company’s funds or lend such funds to any other person, not to use the Company’s assets to set up deposit accounts in his/her own name or in the name of any other person or to use such assets to provide guarantee for the debts of a shareholder of the Company or any other personal liabilities;</p> <p>(XII) not to disclose any confidential information, which he/she has obtained during his/her term of office, without the informed consent of the shareholders in a <u>general shareholders’</u> meeting; nor shall he/she use such information other than for the Company’s benefit, save that disclosure of such information to the court or other competent governmental authorities is permitted if:</p> <ol style="list-style-type: none"> (1) disclosure is required by law; (2) required in the public interests; (3) the interests of such Director, Supervisor, General Manager or other senior management member so require.
<p>Article 180</p> <p>Other than the situation provided under Article 57 of these Articles of Association, the Directors, Supervisors, General Managers and other senior management members of the Company may be released from liabilities for specific breaches of his/her duty with the informed consent of the shareholders given at a general meeting.</p>	<p><u>Article 180</u> <u>Article 149</u></p> <p>Other than the situation provided under Article <u>537</u> of these Articles of Association, the Directors, Supervisors, General Managers and other senior management members of the Company may be released from liabilities for specific breaches of his/her duty with the informed consent of the shareholders given at a <u>general shareholders’</u> meeting.</p>

Articles before amendments	Articles after amendments
<p>Article 184</p> <p>The Company shall neither directly or indirectly make a loan to or provide any security for the Directors, Supervisors, General Managers or other senior management members of the Company or its parent company, nor make a loan or provide any security for any of their respective associates.</p> <p>The foregoing provision is not applicable in the following circumstances:</p> <p>(I) the provision by the Company of a loan to or a security for its subsidiary;</p> <p>(II) the provision by the Company of a loan or a security or any other funds available to its Directors, Supervisors, General Managers and other senior management members to meet expenditure incurred or to be incurred by him/her for the purpose of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting;</p> <p>(III) if the ordinary business scope of the Company includes the lending of money and provision of security, the Company may make a loan to or provide a security for the relevant Directors, Supervisors, General Managers and other senior management members or their respective associates on normal commercial terms.</p>	<p>Article 184 Article 153</p> <p>The Company shall neither directly or indirectly make a loan to or provide any security for the Directors, Supervisors, General Managers or other senior management members of the Company or its parent company, nor make a loan or provide any security for any of their respective associates.</p> <p>The foregoing provision is not applicable in the following circumstances:</p> <p>(I) the provision by the Company of a loan to or a security for its subsidiary;</p> <p>(II) the provision by the Company of a loan or a security or any other funds available to its Directors, Supervisors, General Managers and other senior management members to meet expenditure incurred or to be incurred by him/her for the purpose of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the shareholders in a <u>general shareholders'</u> meeting;</p> <p>(III) if the ordinary business scope of the Company includes the lending of money and provision of security, the Company may make a loan to or provide a security for the relevant Directors, Supervisors, General Managers and other senior management members or their respective associates on normal commercial terms.</p>

Articles before amendments	Articles after amendments
<p>Article 186</p> <p>A security for the repayment of a loan, which has been provided by the Company acting in breach of Article 184(I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) the security was provided in connection with a loan, which was made to an associate of the Directors, Supervisors, General Managers and other senior management members of the Company or its parent company and the lender of such funds is not informed;</p> <p>(II) the collateral, which has been provided by the Company has already been legally disposed of by the lender to a bona fide purchaser.</p>	<p>Article 186 Article 155</p> <p>A security for the repayment of a loan, which has been provided by the Company acting in breach of Article 18453(I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) the security was provided in connection with a loan, which was made to an associate of the Directors, Supervisors, General Managers and other senior management members of the Company or its parent company and the lender of such funds is not informed;</p> <p>(II) the collateral, which has been provided by the Company has already been legally disposed of by the lender to a bona fide purchaser.</p>
<p>Article 189</p> <p>With prior approval given at a general meeting or Board meeting, the Company shall enter into written contracts with the Directors, Supervisors and other senior management members. Such written contracts shall contain at least the following provisions:</p> <p>(I) an undertaking by the director, supervisor and senior management to the Company to comply with the Company Law, the Special Regulations, these Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other regulations of the Hong Kong Stock Exchange and an agreement that the Company shall have the remedies provided in these Articles of Association and that neither the contract nor his office is capable of assignment;</p>	<p>Article 189 Article 158</p> <p>With prior approval given at a general meeting or Board meeting, the Company shall enter into written contracts with the Directors, Supervisors and other senior management members. Such written contracts shall contain at least the following provisions:</p> <p>(I) an undertaking by the director, supervisor and senior management to the Company to comply with the Company Law, the Special Regulations, these Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other regulations of the Hong Kong Stock Exchange and an agreement that the Company shall have the remedies provided in these Articles of Association and that neither the contract nor his office is capable of assignment;</p>

Articles before amendments	Articles after amendments
<p>(II) an undertaking by the director, supervisor and senior management to the Company (for and on behalf of each shareholder) to comply with and perform his/her obligations to shareholders as stipulated in these Articles of Association;</p> <p>(III) arbitration clause as provided in Article 239 of these Articles of Association;</p> <p>(IV) matters in relation to emoluments to Directors, Supervisors and senior management members.</p> <p>Such emoluments include:</p> <p>(I) emoluments in respect of his/her service as Directors, Supervisors or senior management members of the Company;</p> <p>(II) emoluments in respect of his/her service as Directors, Supervisors or senior management members of subsidiaries of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries;</p> <p>(IV) payment by way of compensation for loss of office, or as consideration for or in connection with his/her retirement from office.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for any benefits in respect of the aforesaid matter.</p> <p>The Company shall, on a regular basis, disclose to shareholders the emoluments obtained by the directors, supervisors and senior management members from the Company.</p>	<p>(II) an undertaking by the director, supervisor and senior management to the Company (for and on behalf of each shareholder) to comply with and perform his/her obligations to shareholders as stipulated in these Articles of Association;</p> <p>(III) arbitration clause as provided in Article 239 of these Articles of Association;</p> <p>(IV) matters in relation to emoluments to Directors, Supervisors and senior management members.</p> <p><u>Such emoluments include:</u></p> <p>(I) emoluments in respect of his/her service as Directors, Supervisors or senior management members of the Company;</p> <p>(II) emoluments in respect of his/her service as Directors, Supervisors or senior management members of subsidiaries of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the Company and its subsidiaries;</p> <p>(IV) payment by way of compensation for loss of office, or as consideration for or in connection with his/her retirement from office.</p> <p><u>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for any benefits in respect of the aforesaid matter.</u></p> <p>The Company shall, on a regular basis, disclose to shareholders the emoluments obtained by the directors, supervisors and senior management members from the Company.</p>

Articles before amendments	Articles after amendments
<p>Article 190</p> <p>The contract concerning the emoluments 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 at the general meeting, have the right to receive compensation or other payment in respect of his/her loss of office or retirement. A takeover of the Company referred to in the preceding paragraph means any of the followings:</p> <p>(I) a take-over offer made by any person to all the shareholders;</p> <p>(II) a take-over offer made by any person with the purpose of the offeror becoming a “controlling shareholder” as defined in Chapter 18 of these Articles of Association.</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 acceptance of said offer. The expense incurred in distributing that sum amongst those persons shall be borne by the relevant director or supervisor on a pro rata basis and may not paid out of that sum.</p>	<p>Article 190 Article 159</p> <p>The contract concerning the emoluments 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 at the general shareholders’ meeting, have the right to receive compensation or other payment in respect of his/her loss of office or retirement. A takeover of the Company referred to in the preceding paragraph means any of the followings:</p> <p>(I) a take-over offer made by any person to all the shareholders;</p> <p>(II) a take-over offer made by any person with the purpose of the offeror becoming a “controlling shareholder” as defined in Chapter 18 of these Articles of Association.</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 acceptance of said offer. The expense incurred in distributing that sum amongst those persons shall be borne by the relevant director or supervisor on a pro rata basis and may not paid out of that sum.</p>
<p>Article 193</p> <p>The Board of the Company shall present before the shareholders at every annual general meeting such financial reports to be prepared by the Company as required by the relevant laws, administrative regulations or normative documents promulgated by local governments or competent authorities and the listing rules of the place where the Company shares are listed.</p>	<p>Article 193 Article 162</p> <p>The Board of the Company shall present before the shareholders at every annual general shareholders’ meeting such financial reports to be prepared by the Company as required by the relevant laws, administrative regulations or normative documents promulgated by local governments or competent authorities and the listing rules of the place where the Company shares are listed.</p>

Articles before amendments	Articles after amendments
<p>Article 194</p> <p>The financial reports of the Company shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder of the Company shall be entitled to a copy of the financial reports referred to in this chapter.</p> <p>The Company shall deliver or send such report or directors' report, together with the balance sheet and income statement or the statement of income and expenditure or a summary of such financial report to every shareholder by post at the registered addresses of such shareholders no less than twenty-one (21) days before the date of the annual general meeting. The Company may proceed by way of announcements, including announcements via the Company's website, provided that such announcements are in compliance with the laws, administrative regulations, departmental rules and relevant requirements of the securities regulatory authority of the place which the Company's shares are listed.</p>	<p>Article 194 Article 163</p> <p>The financial reports of the Company shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every annual general shareholders' meeting. Each shareholder of the Company shall be entitled to a copy of the financial reports referred to in this chapter.</p> <p>The Company shall deliver or send such report or directors' report, together with the balance sheet and income statement or the statement of income and expenditure or a summary of such financial report to every shareholder by post at the registered addresses of such shareholders no less than twenty-one (21) days before the date of the annual general shareholders' meeting. The Company may proceed by way of announcements, including announcements via the Company's website, provided that such announcements are in compliance with the laws, administrative regulations, departmental rules and relevant requirements of the securities regulatory authority of the place which the Company's shares are listed.</p>

Articles before amendments	Articles after amendments
<p>Article 199</p> <p>The profit distribution proposal of the Company for each year shall be reviewed and approved at the general meeting. The Company shall distribute its after-tax profit for the current year in the order of:</p> <p>(I) recovering losses;</p> <p>(II) setting aside ten per cent (10%) after-tax profit of the current year as a statutory common reserve fund;</p> <p>(III) setting aside a discretionary common reserve fund according to resolutions of the general meeting;</p> <p>(IV) distributing dividends to shareholders.</p> <p>In the event that the accumulated statutory common reserve fund of the Company has reached at least fifty percent (50%) of the registered capital of the Company, no further allocations are required. The general meeting shall determine whether to allocate the discretionary reserve and the relevant proportion after allocating the statutory reserve and the risk reserve.</p> <p>If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before allocations are set aside for the statutory reserve fund.</p>	<p>Article 199 Article 168</p> <p>The profit distribution proposal of the Company for each year shall be reviewed and approved at the general shareholders' meeting. The Company shall distribute its after-tax profit for the current year in the order of:</p> <p>(I) recovering losses;</p> <p>(II) setting aside ten per cent (10%) after-tax profit of the current year as a statutory common reserve fund;</p> <p>(III) setting aside a discretionary common reserve fund according to resolutions of the general shareholders' meeting;</p> <p>(IV) distributing dividends to shareholders.</p> <p>In the event that the accumulated statutory common reserve fund of the Company has reached at least fifty percent (50%) of the registered capital of the Company, no further allocations are required. The general shareholders' meeting shall determine whether to allocate the discretionary reserve and the relevant proportion after allocating the statutory reserve and the risks reserve.</p> <p>If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before allocations are set aside for the statutory reserve fund.</p>

Articles before amendments	Articles after amendments
<p>If the general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company. After losses have been covered and the statutory reserve and risk reserve have been allocated in accordance with these Articles of Association, any remaining after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in the Company's Articles of Association.</p> <p>No profits shall be distributed in respect of the shares held by the Company.</p>	<p>If the general shareholders' meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company. After losses have been covered and the statutory reserve and risk reserve have been allocated in accordance with these Articles of Association, any remaining after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in the Company's Articles of Association.</p> <p>No profits shall be distributed in respect of the shares held by the Company.</p>
<p>Article 200</p> <p>Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the capital of the Company. However, capital reserve shall not be used to offset losses of the Company. If the statutory reserve is converted into capital, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital before the increase of the capital.</p> <p>Capital reserve fund includes the following items:</p> <ul style="list-style-type: none"> (I) premium received when shares are issued at a premium to their par value; (II) other income required to be included in the capital reserve fund by the competent finance department of the State Council. 	<p>Article 200 Article 169</p> <p>Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the capital of the Company. However, capital reserve shall not be used to offset losses of the Company. If the statutory reserve is converted into capital, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital before the increase of the capital.</p> <p>Capital reserve fund includes the following items:</p> <ul style="list-style-type: none"> (I) premium received when shares are issued at a premium to their par value; (II) other income required to be included in the capital reserve fund by the competent finance department of the State Council.

Articles before amendments	Articles after amendments
<p>Article 201</p> <p>The Company may distribute dividends in either cash or shares. Any distribution of dividends in shares shall be approved by a resolution at the general meeting and shall be submitted to relevant competent authorities such as securities regulatory authorities for approval in accordance with relevant laws and regulations.</p> <p>Cash dividends and other distributions declared by the Company to the holders of domestic shares shall be paid in Renminbi. Cash dividends and other distributions declared by the Company to the holders of foreign capital shares shall be declared and denominated in Renminbi, and paid in foreign currencies. Foreign currencies for the payment of cash dividends and other distributions payable by the Company to the holders of foreign capital shares shall be obtained pursuant to the relevant regulations on the administration of foreign exchange of the State.</p> <p>Unless otherwise provided by the relevant laws and regulations, where cash dividends and other distributions are paid in foreign currencies, the exchange rate shall be based on the average middle exchange rate of foreign currencies against Renminbi announced by the People’s Bank of China one calendar week preceding the date where such dividends or other distributions are declared.</p>	<p>Article 201 Article 170</p> <p>The Company may distribute dividends in either cash or shares. Any distribution of dividends in shares shall be approved by a resolution at the general shareholders’ meeting and shall be submitted to relevant competent authorities such as securities regulatory authorities for approval in accordance with relevant laws and regulations.</p> <p>Cash dividends and other distributions declared by the Company to the holders of domestic shares shall be paid in Renminbi. Cash dividends and other distributions declared by the Company to the holders of foreign capital shares shall be declared and denominated in Renminbi, and paid in foreign currencies HK\$. Foreign currencies for the payment of cash dividends and other distributions payable by the Company to the holders of foreign capital shares shall be obtained pursuant to the relevant regulations on the administration of foreign exchange of the State.</p> <p>Unless otherwise provided by the relevant laws and regulations, where cash dividends and other distributions are paid in foreign currencies, the exchange rate shall be based on the average middle exchange rate of foreign currencies against Renminbi announced by the People’s Bank of China one calendar week preceding the date where such dividends or other distributions are declared.</p>

Articles before amendments	Articles after amendments
<p>Article 203</p> <p>The Company shall appoint receiving agent(s) in Hong Kong for holders of the Overseas Listed Foreign Shares. Such receiving agent(s) shall receive and retain dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas Listed Foreign Shares on such shareholders' behalf, awaiting payment to the relevant shareholder.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company's shares are listed or the relevant regulations of the stock exchange.</p> <p>The receiving agents appointed by the Company for holders of overseas-listed foreign shares which are listed in Hong Kong shall be trust companies registered pursuant to the Trustee Ordinance of Hong Kong.</p>	<p>Article 203 Article 172</p> <p>The Company shall appoint receiving agent(s) in Hong Kong for holders of the Overseas Listed Foreign Shares. Such receiving agent(s) shall receive and retain dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas Listed Foreign Shares on such shareholders' behalf, awaiting payment to the relevant shareholder.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company's shares are listed and the rules of securities regulatory authorities or the relevant regulations of the stock exchange.</p> <p>The receiving agents appointed by the Company for holders of overseas-listed foreign shares which are listed in Hong Kong shall be trust companies registered pursuant to the Trustee Ordinance of Hong Kong.</p>
<p>Article 204</p> <p>The Company shall appoint an independent accounting firm which has obtained the qualification to engage in securities related businesses under the relevant regulations of the State to audit the Company's annual financial report and review other financial reports of the Company, and provide other relevant consultancy services. The first accounting firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.</p>	<p>Article 204 Article 173</p> <p>The Company shall appoint an independent accounting firm which has obtained the qualification to engage in securities related businesses under the relevant regulations of the State to audit the Company's annual financial report and review other financial reports of the Company, and provide other relevant consultancy services.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general shareholders' general shareholders' meeting and the accounting firm so appointed shall hold office until the conclusion of the first annual general shareholders' general shareholders' meeting.</p>

Articles before amendments	Articles after amendments
<p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board.</p> <p>The term of office of an accounting firm appointed by the Company shall be one (1) year commencing from the conclusion of each annual general meeting of shareholders until the conclusion of the next annual meeting of shareholders, and the appointment may be renewed.</p>	<p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board.</p> <p>The term of office of an accounting firm appointed by the Company shall be one (1) year commencing from the conclusion of each annual general-shareholders' meeting of shareholders until the conclusion of the next annual meeting of shareholders, and the appointment may be renewed.</p>
<p>Article 205</p> <p>The accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(I) to inspect the financial statements, books, and records of the Company at any time; and to require the directors, general manager or other senior management of the Company to provide relevant information and explanations;</p> <p>(II) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the purpose of discharging its duties;</p> <p>(III) to attend shareholders' general meetings and to receive all notices of, and other information relating to any general meeting, and to deliver speeches at any general meeting in relation to the matters concerning its role as the accounting firm of the Company.</p>	<p>Article 205 Article 174</p> <p>The accounting firm appointed by the Company shall enjoy the following rights:</p> <p>(I) to inspect the financial statements, books, and records of the Company at any time; and to require the directors, general manager or other senior management of the Company to provide relevant information and explanations;</p> <p>(II) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the purpose of discharging its duties;</p> <p>(III) to attend shareholders' general meetings and to receive all notices of, and other information relating to any general-shareholders' meeting, and to deliver speeches at any general-shareholders' meeting in relation to the matters concerning its role as the accounting firm of the Company.</p>

Articles before amendments	Articles after amendments
<p>Article 206</p> <p>In the event of any casual vacancy of the office of the accounting firm, before the convening of the general meeting, the Board of Directors may fill any casual vacancy in the office of the accounting firm subject to confirmation at the next annual general meeting, but while any such vacancy continues, the surviving or continuing firm, if any, may act.</p>	<p>Article 206 <u>Article 175</u></p> <p>In the event of any casual vacancy of the office of the accounting firm, before the convening of the general shareholders' meeting, the Board of Directors may fill any casual vacancy in the office of the accounting firm subject to confirmation at the next annual general shareholders' meeting, but while any such vacancy continues, the surviving or continuing firm, if any, may act.</p>
<p>Article 207</p> <p>The shareholders in a general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim against the Company, if any, for damages in respect of such removal.</p>	<p>Article 207 <u>Article 176</u></p> <p>The shareholders in a general shareholders' meeting may, by ordinary resolution, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim against the Company, if any, for damages in respect of such removal.</p>
<p>Article 208</p> <p>The remuneration of an accounting firm or the manner for determining the same shall be determined by the shareholders at a general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board.</p>	<p>Article 208 <u>Article 177</u></p> <p>The remuneration of an accounting firm or the manner for determining the same shall be determined by the shareholders at a general shareholders' meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board.</p>
<p>Article 209</p> <p>The Company's engagement, removal or discontinuance of engagement of an accounting firm shall be resolved by the shareholders at a general meeting, and such resolution shall be filed with securities regulatory authorities in accordance with the law and regulations.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm which was appointed by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p>	<p>Article 209</p> <p>The Company's engagement, removal or discontinuance of engagement of an accounting firm shall be resolved by the shareholders at a general meeting, and such resolution shall be filed with securities regulatory authorities in accordance with the law and regulations.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring accounting firm which was appointed by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p>

Articles before amendments	Articles after amendments
<p>(I) A copy of the proposal about the appointment or removal shall be sent to the firm proposed to be appointed or proposing to cease to act or the firm which has ceased to act in the relevant financial year before notice of general meeting is given to the shareholders. Ceasing to act includes leaving by removal, resignation and retirement.</p> <p>(II) If the firm which is about to cease to act makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by such accounting firm; and 2. send the duplicate copy of the statement in the form of an attachment to the notice to shareholders entitled thereto in a way stipulated by the Articles of Association. <p>(III) if the Company fails to send the statement of relevant accounting firm according to the provisions of item (II) above, the accounting firm may request the statement be read out at the general meeting and make further appeal.</p> <p>(IV) the leaving accounting firm shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office expires; 	<p>(I) A copy of the proposal about the appointment or removal shall be sent to the firm proposed to be appointed or proposing to cease to act or the firm which has ceased to act in the relevant financial year before notice of general meeting is given to the shareholders. Ceasing to act includes leaving by removal, resignation and retirement.</p> <p>(II) If the firm which is about to cease to act makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by such accounting firm; and 2. send the duplicate copy of the statement in the form of an attachment to the notice to shareholders entitled thereto in a way stipulated by the Articles of Association. <p>(III) if the Company fails to send the statement of relevant accounting firm according to the provisions of item (II) above, the accounting firm may request the statement be read out at the general meeting and make further appeal.</p> <p>(IV) the leaving accounting firm shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office expires;

Articles before amendments	Articles after amendments
<p>2. the general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>3. the general meeting, which is convened as a result of its resignation.</p> <p>The leaving accounting firm shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>	<p>2. the general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>3. the general meeting, which is convened as a result of its resignation.</p> <p>The leaving accounting firm shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.</p>
<p>Article 210</p> <p>Where the Company dismisses or ceases to re-appointing an accounting firm, prior notice shall be given to the accounting firm, and the accounting firm shall have the right to state its opinions to the general meeting. Where the accounting firm resigns, it shall explain at the general meeting whether there are any improper circumstances of the Company.</p>	<p>Article 210 Article 178</p> <p>Where the Company dismisses or ceases to re-appointing an accounting firm, prior notice shall be given to the accounting firm, and the accounting firm shall have the right is permitted to state its opinions to the general shareholders’ general shareholders’ meeting when votes are cast by the shareholders of the Company at the shareholders’ meeting of the Company in respect of the dismissal of such accounting firm. Where the accounting firm resigns, it shall explain at the general shareholders’ meeting whether there are any improper circumstances of the Company.</p>
<p>Article 211</p> <p>An accounting firm may resign its office by depositing a written resignation notice at the Company’s legal address. Such notice shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <p>(I) a statement to the effect that there are no circumstances connected with its resignation, which it considers should be brought to the notice of the shareholders or creditors of the Company;</p>	<p>Article 211 Article 179</p> <p>An accounting firm may resign its office by depositing a written resignation notice at the Company’s legal address. Such notice shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <p>(I) a statement to the effect that there are no circumstances connected with its resignation, which it considers should be brought to the notice of the shareholders or creditors of the Company;</p>

Articles before amendments	Articles after amendments
<p>(II) a statement of any other circumstances requiring an explanation.</p> <p>The Company shall send a copy of the notice referred to in the preceding paragraph to the relevant responsible department within fourteen (14) days after receipt. If the notice contains a statement as mentioned in item (II) of the preceding paragraph, the Company shall also send a copy thereof to each shareholder that has the right to receive the report of the Company’s financial situations. Subject to the laws, administrative regulations, departmental rules, the relevant requirements of securities regulatory authority in the jurisdiction in which the shares of the Company are listed, the Company may also send the aforesaid reports by way of announcements (including announcements via the Company’s website).</p> <p>If the notice of resignation of the accounting firm contains a statement in respect of any circumstances requiring an explanation, the firm may require the Board to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>	<p>(II) a statement of any other circumstances requiring an explanation.</p> <p>The Company shall send a copy of the notice referred to in the preceding paragraph to the relevant responsible department within fourteen (14) days after receipt. If the notice contains a statement as mentioned in item (II) of the preceding paragraph, the Company shall also send a copy thereof to each shareholder that has the right to receive the report of the Company’s financial situations. Subject to the laws, administrative regulations, departmental rules, the relevant requirements of securities regulatory authority in the jurisdiction in which the shares of the Company are listed, the Company may also send the aforesaid reports by way of announcements (including announcements via the Company’s website).</p> <p>If the notice of resignation of the accounting firm contains a statement in respect of any circumstances requiring an explanation, the firm may require the Board to convene an extraordinary <u>general shareholders’</u> meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.</p>
<p>Article 212</p> <p>Notices of the Company shall be served by the following method</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) by facsimile or e-mail;</p>	<p><u>Article 212</u> Article 180</p> <p>Notices of the Company shall be served by the following method</p> <p>(I) by hand;</p> <p>(II) by mail;</p> <p>(III) by facsimile or e-mail;</p>

Articles before amendments	Articles after amendments
<p>(IV) by making an announcement on the website or newspapers designated by the Company and stock exchanges in accordance with the laws, regulations and listing rules of the places where the Company's shares are listed;</p> <p>(V) by other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;</p> <p>(VI) by other means approved by the laws, regulations, relevant regulatory authorities at the place where the Company's shares are listed or means specified in these Articles of Association.</p>	<p>(IV) by making an announcement on the website or newspapers designated by the Company and stock exchanges in accordance with the laws, regulations and listing rules of the places where the Company's shares are listed;</p> <p>(V) by other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;</p> <p>(VI) by other means approved by the laws, regulations, relevant regulatory authorities at the place where the Company's shares are listed or means specified in these Articles of Association.</p>
<p>Where a notice is served by way of announcement, after the publication of such announcement, all related persons shall be deemed to have received the notice unless the regulatory authorities of the place where the Company's shares are listed requires otherwise.</p>	<p>Where a notice is served by way of announcement, after the publication of such announcement, all related persons shall be deemed to have received the notice unless the regulatory authorities of the place where the Company's shares are listed requires otherwise.</p>
<p>Unless otherwise provided in these Articles of Association, the notice delivered to each holder of the H Shares, if delivered by public announcement, the Company shall on the same day submit an electronic version, which may be published immediately to the Hong Kong Stock Exchange through the electronic upload system to publish it on the website of Hong Kong Stock Exchange in accordance with the requirements under the Listing Rules. The announcement shall be published on the Company's website at the same time. In addition, the Company shall deliver the notice to each holder of the H Shares in person or by prepaid mails according to their registered address.</p>	<p>Unless otherwise provided in these Articles of Association, the notice delivered to each holder of the H Shares, if delivered by public announcement, the Company shall on the same day submit an electronic version, which may be published immediately to the Hong Kong Stock Exchange through the electronic upload system to publish it on the website of Hong Kong Stock Exchange in accordance with the requirements under the Listing Rules. The announcement shall be published on the Company's website at the same time. In addition, the Company shall deliver the notice to each holder of the H Shares in person or by prepaid mails according to their registered address.</p>

Articles before amendments	Articles after amendments
<p>Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to (i) the announcement published in such Chinese newspapers as specified by the Chinese laws and regulations or the State securities regulatory agency, if such announcement is issued to domestic shareholders or within the PRC in accordance with relevant regulations and these Articles of Association; and (ii) the announcement being published on the website of the Hong Kong Stock Exchange specified in relevant listing rules, if such announcement is issued to holders of H shares or within Hong Kong in accordance with the relevant provisions and these Articles of Association. All notices or other documents required under Chapter 13 of the Hong Kong Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English, or accompanied by a certified English translation.</p> <p>Under the premise of the Company’s observation to the relevant listing rules of the place which the shares of the Company are listed, regarding the provision and/or distribution of corporate communications to holders of the overseas listed shares in accordance with the listing rules of the place which the shares of the Company are listed, the Company may also electronically or on the company’s website or such website of the stock exchange in the place which the shares of the Company are listed post such information so as to send out corporate communications to such holders, instead of delivery by hand or postage prepaid mail.</p>	<p>Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to (i) the announcement published in such Chinese newspapers as specified by the Chinese laws and regulations or the State securities regulatory agency, if such announcement is issued to domestic shareholders or within the PRC in accordance with relevant regulations and these Articles of Association; and (ii) the announcement being published on the website of the Hong Kong Stock Exchange specified in relevant listing rules, if such announcement is issued to holders of H shares or within Hong Kong in accordance with the relevant provisions and these Articles of Association. All notices or other documents required under Chapter 13 of the Hong Kong Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English, or accompanied by a certified English translation.</p> <p>Under the premise of the Company’s observation to the relevant listing rules of the place which the shares of the Company are listed, regarding the provision and/or distribution of corporate communications to holders of the overseas listed shares in accordance with the listing rules of the place which the shares of the Company are listed, the Company may also electronically or on the company’s website or such website of the stock exchange in the place which the shares of the Company are listed post such information so as to send out corporate communications to such holders, instead of delivery by hand or postage prepaid mail.</p>
<p>Article 213</p> <p>Unless otherwise provided in these Articles of Association, the notice means as set out in the preceding Article, may also be applicable to notices for general meetings, meetings of Board or the Supervisory Committee of the Company.</p>	<p><u>Article 213 Article 181</u></p> <p>Unless otherwise provided in these Articles of Association, the notice means as set out in the preceding Article, may also be applicable to notices for <u>general shareholders’</u> meetings, meetings of Board or the Supervisory Committee of the Company.</p>

Articles before amendments	Articles after amendments
<p>Article 223</p> <p>A balance sheet and a property list shall be prepared for the purpose of the reduction of registered capital of the Company.</p> <p>The Company shall inform its creditors of the reduction in capital within ten (10) days and publish an announcement of the reduction in the newspaper within thirty (30) days after the resolution regarding the reduction is made. The creditors may require the Company to pay its debts or provide guarantees for the debts within thirty (30) days upon receiving such notice or, in the absence of such notice, within forty-five (45) days from the date of the relevant announcement.</p>	<p>Article 223 Article 191</p> <p>A balance sheet and a property list shall be prepared for the purpose of the reduction of registered capital of the Company.</p> <p>The Company shall inform its creditors of the reduction <u>by the shareholders' meeting</u> in capital within ten (10) days and publish an announcement of the reduction in the newspaper within thirty (30) days after the resolution regarding the reduction is made. The creditors may require the Company to pay its debts or provide guarantees for the debts within thirty (30) days upon receiving such notice or, in the absence of such notice, within forty-five (45) days from the date of the relevant announcement.</p>

Articles before amendments	Articles after amendments
<p>Article 225</p> <p>The Company shall be dissolved upon the occurrence of any of the following events:</p> <p>(I) expiration of the term of business provided in these Articles of Association or other cause of dissolution as specified therein;</p> <p>(II) a special resolution on dissolution is passed at the general meeting;</p> <p>(III) dissolution is required due to the merger or division of the Company;</p> <p>(IV) the Company’s business license is revoked or the Company is ordered to close down or de-registered according to the law;</p> <p>(V) the Company is ordered to close down or dissolved according to the law for breaches of the laws and administrative regulations;</p> <p>(VI) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in shareholders’ interests, shareholders representing ten percent (10) % or above of the total voting rights of the Company may plead the people’s court to dissolve the Company.</p>	<p>Article 225 Article 193</p> <p>The Company shall be dissolved upon the occurrence of any of the following events:</p> <p>(I) expiration of the term of business provided in these Articles of Association or other cause of dissolution as specified therein;</p> <p>(II) a special resolution on dissolution is passed at the general shareholders’ meeting;</p> <p>(III) dissolution is required due to the merger or division of the Company;</p> <p>(IV) the Company’s business license is revoked or the Company is ordered to close down or de-registered according to the law;</p> <p>(V) the Company is ordered to close down or dissolved according to the law for breaches of the laws and administrative regulations;</p> <p>(VI) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in shareholders’ interests, shareholders representing ten percent (10) % or above of the total voting rights of the Company may plead the people’s court to dissolve the Company.</p>
<p>Article 226</p> <p>In the circumstance set out in item (I) of Article 225 of these Articles of Association, the Company may continue to subsist by amending these Articles of Association. An amendment to these Articles of Association requires affirmative votes by two-thirds (2/3) or more of the votes held by shareholders attending the general meeting.</p>	<p>Article 226 Article 194</p> <p>In the circumstance set out in item (I) of Article 225-193 of these Articles of Association, the Company may continue to subsist by amending these Articles of Association. An amendment to these Articles of Association requires affirmative votes by two-thirds (2/3) or more of the votes held by shareholders attending the general shareholders’ meeting.</p>

Articles before amendments	Articles after amendments
<p>Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) or (VI) of Article 225, it shall establish a liquidation committee within fifteen (15) days as of the dissolution circumstance arises and the liquidation shall be thereby started. The liquidation committee shall comprise directors or those determined at the general meeting. If the liquidation committee is not duly set up within 15 days, the creditors may plead the people’s court to designate related persons to form a liquidation committee to carry out the liquidation.</p>	<p>Where the Company is dissolved pursuant to sub-paragraphs (I), (II), (IV) or (VI) of Article 225193, it shall establish a liquidation committee within fifteen (15) days as of the dissolution circumstance arises and the liquidation shall be thereby started. The liquidation committee shall comprise directors or those determined at the general shareholders’ meeting. If the liquidation committee is not duly set up within 15 days, the creditors may plead the people’s court to designate related persons to form a liquidation committee to carry out the liquidation.</p>
<p>Article 227</p> <p>Where the Board of Directors resolves to liquidate the Company for any reason other than bankruptcy, the Board of Directors shall include a statement in its notice convening a general meeting for such issue, stating that the Board of the Directors has performed a full investigation on the Company, and believes the debts of the Company could be fully repaid within twelve (12) months as of the commencement of the liquidation.</p> <p>Upon passing the resolution for the liquidation of the Company at the general meeting, all functions and powers of the Board of Directors shall immediately cease.</p> <p>The liquidation committee shall act in accordance with the instructions of general meeting and make a report at least once every year at the general meeting on its income and expenses, the business of the Company and the progress of the liquidation, and present a final report at the general meeting upon completion of the liquidation.</p>	<p>Article 227 Article 195</p> <p>Where the Board of Directors resolves to liquidate the Company for any reason other than bankruptcy, the Board of Directors shall include a statement in its notice convening a general shareholders’ meeting for such issue, stating that the Board of the Directors has performed a full investigation on the Company, and believes the debts of the Company could be fully repaid within twelve (12) months as of the commencement of the liquidation.</p> <p>Upon passing the resolution for the liquidation of the Company at the general shareholders’ meeting, all functions and powers of the Board of Directors shall immediately cease.</p> <p>The liquidation committee shall act in accordance with the instructions of general shareholders’ meeting and make a report at least once every year at the general shareholders’ meeting on its income and expenses, the business of the Company and the progress of the liquidation, and present a final report at the general shareholders’ meeting upon completion of the liquidation.</p>

Articles before amendments	Articles after amendments
<p>Article 230</p> <p>After checking the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan to be confirmed by either a general meeting or the people’s court.</p> <p>The Company’s assets shall be distributed for repayments in the following sequence:</p> <p>(I) payment of liquidation expenses;</p> <p>(II) payment of staff wages, social insurance expenses and statutory compensation;</p> <p>(III) payment of outstanding taxes;</p> <p>(IV) payment of the Company’s debt;</p> <p>(V) distributed to its shareholders according to the proportion of their shareholdings.</p> <p>The Company’s assets shall not be distributed to its shareholders prior to repaying debts in accordance with the foregoing provisions in items (I) to (IV).</p> <p>During the liquidation period, the Company remains in existence; however, it shall not commence any business activity that is unrelated to liquidation. The Company’s assets shall not be distributed to shareholders prior to settling debts pursuant to the foregoing provision.</p>	<p>Article 230 Article 198</p> <p>After checking the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan to be confirmed by either a <u>general shareholders’</u> meeting or the people’s court.</p> <p>The Company’s assets shall be distributed for repayments in the following sequence:</p> <p>(I) payment of liquidation expenses;</p> <p>(II) payment of staff wages, social insurance expenses and statutory compensation;</p> <p>(III) payment of outstanding taxes;</p> <p>(IV) payment of the Company’s debt;</p> <p>(V) distributed to its shareholders according to the proportion of their shareholdings.</p> <p>The Company’s assets shall not be distributed to its shareholders prior to repaying debts in accordance with the foregoing provisions in items (I) to (IV).</p> <p>During the liquidation period, the Company remains in existence; however, it shall not commence any business activity that is unrelated to liquidation. The Company’s assets shall not be distributed to shareholders prior to settling debts pursuant to the foregoing provision.</p>

Articles before amendments	Articles after amendments
<p>Article 232</p> <p>Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and a statement of the income and expenses and the account books in respect of the liquidation period, and after verification by the PRC certified public accountants, shall submit the same to the general meeting or the relevant competent authorities for confirmation. The liquidation committee shall, within thirty (30) days after the general meeting or after obtaining confirmations from the relevant competent authorities, submit the aforesaid documents to the company registration authority, apply for deregistration of the Company, and announce the termination of the Company.</p>	<p>Article 232 Article 200</p> <p>Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and a statement of the income and expenses and the account books in respect of the liquidation period, and after verification by the PRC certified public accountants, shall submit the same to the general shareholders' meeting or the relevant competent authorities for confirmation. The liquidation committee shall, within thirty (30) days after the general shareholders' meeting or after obtaining confirmations from the relevant competent authorities, submit the aforesaid documents to the company registration authority, apply for deregistration of the Company, and announce the termination of the Company.</p>
<p>Article 235</p> <p>The Company shall revise the Articles of Association in any of the following cases:</p> <p>(I) after amendment has been made to the relevant laws, administrative regulations, departmental rules, normative rules or listing rules of the place which the shares of the Company are listed, the contents of the Articles of Association conflict with these amendments;</p> <p>(II) Any change in the Company's conditions which is not consistent with those matters recorded in the Articles of Association;</p> <p>(III) Any amendment of the Articles of Association resolved by the general meeting.</p>	<p>Article 235 Article 203</p> <p>The Company shall revise the Articles of Association in any of the following cases:</p> <p>(I) after amendment has been made to the relevant laws, administrative regulations, departmental rules, normative rules or listing rules of the place which the shares of the Company are listed, the contents of the Articles of Association conflict with these amendments;</p> <p>(II) Any change in the Company's conditions which is not consistent with those matters recorded in the Articles of Association;</p> <p>(III) Any amendment of the Articles of Association resolved by the general shareholders' meeting.</p>

Articles before amendments	Articles after amendments
<p>Article 236</p> <p>Where the amendments to the Articles of Association approved by the general meeting shall be subject to the approval of the relevant regulatory authorities, such amendments shall be submitted to the relevant regulatory authorities for approval; where amendments involve registration matters of the Company, procedures for change of registration shall be dealt with in accordance with the law.</p>	<p>Article 236 Article 204</p> <p>Where the amendments to the Articles of Association approved by the general shareholders' meeting shall be subject to the approval of the relevant regulatory authorities, such amendments shall be submitted to the relevant regulatory authorities for approval; where amendments involve registration matters of the Company, procedures for change of registration shall be dealt with in accordance with the law.</p>
<p>Article 237</p> <p>The Board of Directors shall revise these Articles of Association according to resolutions of the general meeting and approval comments of the relevant competent authorities.</p> <p>Any amendment to these Articles of Association shall take effect upon consideration and approval at the general meeting of the Company.</p>	<p>Article 237 Article 205</p> <p>The Board of Directors shall revise these Articles of Association according to resolutions of the general shareholders' meeting and approval comments of the relevant competent authorities.</p> <p>Any amendment to these Articles of Association shall take effect upon consideration and approval at the general shareholders' meeting of the Company.</p>

Articles before amendments	Articles after amendments
<p>CHAPTER 17</p> <p>SETTLEMENT OF DISPUTES</p> <p>Article 239</p> <p>The Company follows the rules of dispute resolution below:</p> <p>(I) Whenever any disputes or claims arise from rights or obligations conferred or imposed by these Articles of Association, the Company Law, services contracts and other relevant laws and administrative regulations concerning the affairs of the Company between the Company and its directors, supervisors and senior management, a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director, a supervisor or senior management of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such disputes or claims through arbitration.</p> <p>Where the aforesaid dispute or claim is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are the Company or shareholders, directors, supervisors or senior management of the Company, shall abide by the result of arbitration.</p> <p>Disputes over who is a shareholder and over the register of shareholders do not have to be resolved through arbitration.</p>	<p>CHAPTER 17</p> <p>SETTLEMENT OF DISPUTES</p> <p>Article 239</p> <p>The Company follows the rules of dispute resolution below:</p> <p>(I) Whenever any disputes or claims arise from rights or obligations conferred or imposed by these Articles of Association, the Company Law, services contracts and other relevant laws and administrative regulations concerning the affairs of the Company between the Company and its directors, supervisors and senior management, a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director, a supervisor or senior management of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares, the parties concerned shall resolve such disputes or claims through arbitration.</p> <p>Where the aforesaid dispute or claim is submitted for arbitration, the entire dispute or claim shall be resolved through arbitration; all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, if they are the Company or shareholders, directors, supervisors or senior management of the Company, shall abide by the result of arbitration.</p> <p>Disputes over who is a shareholder and over the register of shareholders do not have to be resolved through arbitration.</p>

Articles before amendments	Articles after amendments
<p>(II) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration.</p> <p>If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) The laws of PRC shall govern the arbitration of disputes or claims described in paragraph (I) above, unless otherwise provided by the laws or administrative regulations.</p> <p>(IV) The award of the arbitral body is final and shall be binding on the parties thereto.</p> <p>(V) For any arbitration agreement to be reached by directors, supervisors or senior management and the Company (including rules of settlement of disputes as provided in this Article), the Company shall represent both itself and each of the shareholders.</p> <p>(VI) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p>	<p>(II) The party seeking arbitration may elect to have the dispute or claim arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or by the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the party seeking arbitration submits a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the party seeking the arbitration.</p> <p>If the party seeking arbitration elects to arbitrate the dispute or claim at the Hong Kong International Arbitration Centre, then either party may apply to have such arbitration conducted in Shenzhen according to the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(III) The laws of PRC shall govern the arbitration of disputes or claims described in paragraph (I) above, unless otherwise provided by the laws or administrative regulations.</p> <p>(IV) The award of the arbitral body is final and shall be binding on the parties thereto.</p> <p>(V) For any arbitration agreement to be reached by directors, supervisors or senior management and the Company (including rules of settlement of disputes as provided in this Article), the Company shall represent both itself and each of the shareholders.</p> <p>(VI) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct a public hearing and announce its verdict.</p>

Articles before amendments	Articles after amendments
<p>Article 241</p> <p>These Articles of Association are written in Chinese. Should there be any discrepancy between the versions in other languages and the Chinese version, the latest Chinese version of the Articles of Association approved by and registered with the competent administration for industry and commerce shall prevail.</p>	<p>Article 241 Article 208</p> <p>These Articles of Association are written in Chinese. Should there be any discrepancy between the version the Articles of Association in other languages or various versions thereof and the Chinese version, the latest Chinese version of the Articles of Association approved by and registered with the competent administration for industry and commerce competent administration for market regulation shall prevail.</p>
<p>Article 242</p> <p>The term “or more”, “within”, “below”, as stated in these Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “more than”, “less than”, “exceeding”, “over” shall all exclude the given figure.</p>	<p>Article 242 Article 209</p> <p>The term “or more”, “within”, “below”, as stated in these Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “more than”, “less than”, “exceeding”, “over” shall all exclude the given figure.</p>

The English translation of the Articles of Association is an unofficial translation of the Chinese version. In the event of any discrepancy between the English translation hereof and the Chinese version hereof, the Chinese version shall prevail.