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Beijing Jingneng Clean Energy Co., Limited
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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors of the **"Board"** of Beijing Jingneng Clean Energy Co., Limited (the **"Company"**) hereby announces that on 5 December 2023, it has resolved, among other things, to amend certain provisions of the articles of association of the Company (the **"Articles of Association"**), object to the removal of the shareholders of the Company (the **"Shareholders"**)

in accordance with the provision of the special provisions of the conclusion of the offering and listing of shares of Joint Stock Limited Company (《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》) and the valid provision for the Articles of Association of the Company to be adopted to the PRC (《到境外上市公司章程必備條款》), the corresponding amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **"Listing Rules"**) will also proceed from Shareholders of the Company to amend the Articles of Association in connection with the practical management of the Company, for the purpose of complying with the change in the corresponding laws and rules and under the premise of compliance, improving the governance level of the Company and improving the governance efficiency.

For reference, Annex to this announcement contains details of the proposed amendments to the Articles of Association.

II. GENERAL

The Board has resolved to convene a general meeting to consider and approve the proposed amendments to the Articles of Association. A circular containing the proposed amendments to the Articles of Association, together with a notice of the general meeting, will be dispatched to the shareholders in due course.

Board of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

Beijing, the P.R.C.
5 December 2023

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Zhang Wei and Mr. Li Minghui; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 3 -

Original articles	Revised articles after the proposed amendments
<p>Article 8</p> <p>A rev^ed thro^e gh a r^eo^el^e t^eo^en a^e th^e g^en^er^eal m^ee^e t^eng, th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en t^ea^e k^e o^e ff^eet on th^e d^ea^e wh^en th^e o^ev^er^eo^eo^e l^eo^ed d^eo^e r^egn ch^ea^eo^eo^eo^e d^e b^e th^e o^em^ea^en a^e l^eo^ed d^e and comm^ene^e d^e d^engo^e n^e Th^e s^eto^eck x^ech^eang^e o^ef r^eong K^eong i^em^ed^e d^e with th^e a^e r^eo^eval from r^el^ev^eant d^e a^ertm^ento^e and r^eg^el^ea^eto^er a^e th^eo^er^et^eo^e of th^e L^eR. r^eom th^e e^eff^ect^ev^e d^ea^e of th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en, th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en ch^ea^ell^e r^el^ea^e th^e r^ev^eo^e o^e artcl^e o^e of aoo^ec^ea^et^eo^en of th^e o^em^ea^en wh^ech h^ea^eo^e b^en f^el^ed with th^e com^ea^en r^eg^ed^erat^eo^en a^e th^eo^er^et</p>	<p>Article 8</p> <p>A rev^ed thro^e gh a r^eo^el^e t^eo^en a^e th^e g^en^er^eal m^ee^e t^eng, th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en t^ea^e k^e o^e ff^eet on th^e d^ea^e wh^en th^e o^ev^er^eo^eo^e l^eo^ed d^eo^e r^egn ch^ea^eo^eo^eo^e d^e b^e th^e o^em^ea^en a^e l^eo^ed d^e and comm^ene^e d^e d^engo^e n^e Th^e s^eto^eck x^ech^eang^e o^ef r^eong K^eong i^em^ed^e d^e with th^e a^e r^eo^eval from r^el^ev^eant d^e a^ertm^ento^e and r^eg^el^ea^eto^er a^e th^eo^er^et^eo^e of th^e L^eR. r^eom th^e e^eff^ect^ev^e d^ea^e of th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en, th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en ch^ea^ell^e r^el^ea^e th^e r^ev^eo^e o^e artcl^e o^e of aoo^ec^ea^et^eo^en of th^e o^em^ea^en wh^ech h^ea^eo^e b^en f^el^ed with th^e com^ea^en r^eg^ed^erat^eo^en a^e th^eo^er^et</p>
<p>Article 9</p> <p>Witho^e t^e r^eg^e d^ee^e to th^e r^eo^ev^eo^eno^e o^ef Artcl^e 250, and a^ecc^eo^erd^eng to th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en, on^e ch^ea^e h^eo^eld^e r^e c^ea^en o^e th^e o^eth^er ch^ea^e h^eo^eld^e r^e, th^e ch^ea^e h^eo^eld^e r^e c^ea^en o^e th^e o^em^ea^en o^e d^er^ect^eo^er^e, o^e r^ev^eo^ero^e and o^en^er o^eff^ec^e r^eo^e. Th^e ch^ea^e h^eo^eld^e r^e c^ea^en o^e th^e o^em^ea^en. Th^e o^em^ea^en c^ea^en o^e th^e ch^ea^e h^eo^eld^e r^e, d^er^ect^eo^er^e, o^e r^ev^eo^ero^e and o^en^er o^eff^ec^e r^eo^e.</p> <p>o^er th^e r^eo^eo^e o^ef th^e a^ebo^ev^e a^eg^era^eh, th^e t^erm “o^e” ch^ea^ell^e i^enc^el^ed th^e i^ent^erat^eo^en of r^eo^ec^e d^engo^e n^e a^e co^ert o^er a^e l^eea^eto^en to a^en a^ebr^eat^eo^en o^erg^ea^en^eat^eo^en fo^er a^ebr^eat^eo^en</p>	<p>Article 98</p> <p>Witho^e t^e r^eg^e d^ee^e to th^e r^eo^ev^eo^eno^e o^ef Artcl^e 250, and a^ecc^eo^erd^eng to th^eo^e Artcl^e o^ef Aoo^ec^ea^et^eo^en, on^e ch^ea^e h^eo^eld^e r^e c^ea^en o^e th^e o^eth^er ch^ea^e h^eo^eld^e r^e, th^e ch^ea^e h^eo^eld^e r^e c^ea^en o^e th^e o^em^ea^en o^e d^er^ect^eo^er^e, o^e r^ev^eo^ero^e and o^en^er o^eff^ec^e r^eo^e. Th^e ch^ea^e h^eo^eld^e r^e c^ea^en o^e th^e o^em^ea^en. Th^e o^em^ea^en c^ea^en o^e th^e ch^ea^e h^eo^eld^e r^e, d^er^ect^eo^er^e, o^e r^ev^eo^ero^e and o^en^er o^eff^ec^e r^eo^e.</p> <p>o^er th^e r^eo^eo^e o^ef th^e a^ebo^ev^e a^eg^era^eh, th^e t^erm “o^e” ch^ea^ell^e i^enc^el^ed th^e i^ent^erat^eo^en of r^eo^ec^e d^engo^e n^e a^e co^ert o^er a^e l^eea^eto^en to a^en a^ebr^eat^eo^en o^erg^ea^en^eat^eo^en fo^er a^ebr^eat^eo^en</p>
<p>Article 15</p> <p>Th^e o^em^ea^en ch^ea^ell^e h^ea^ev^e o^erd^ena^er ch^ea^eo^e a^ell t^em^eo^e t^ema^e h^ea^ev^e o^eth^er k^end^eo^e o^ef ch^ea^eo^e a^eo^en^e d^ed, on a^e r^eo^eval b^e th^e a^e th^eo^er^et^eo^e th^e a^e a^e th^eo^er^e d^e b^e th^e s^et^ea^e o^e n^ecl</p>	<p>Article 154</p> <p>Th^e o^em^ea^en ch^ea^ell^e h^ea^ev^e o^erd^ena^er ch^ea^eo^e a^ell t^em^eo^e t^ema^e h^ea^ev^e o^eth^er k^end^eo^e o^ef ch^ea^eo^e a^eo^en^e d^ed, on a^e r^eo^eval b^e th^e a^e th^eo^er^et^eo^e th^e a^e a^e th^eo^er^e d^e b^e th^e s^et^ea^e o^e n^ecl upon fulfilling</p>

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<p>Article 18</p> <p>The Company ^{man} may ^{shall} be ^{be} charged ^{charge} to invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} and invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} on ^{on} a ^a review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions}.</p>	<p>Article 187</p> <p>The Company ^{man} may ^{shall} be ^{be} charged ^{charge} to invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} and invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} on ^{on} a ^a review ^{review} of the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions} <u>in accordance with the law</u>.</p>
<p>Article 19</p> <p>The overseas ^{overseas} listed ^{listed} company ^{company} shall ^{shall} be ^{be} charged ^{charge} to invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} and invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} on ^{on} a ^a review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions}.</p> <p>A review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions} shall ^{shall} be ^{be} charged ^{charge} to invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} and invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} on ^{on} a ^a review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions}.</p>	<p>Article 198</p> <p>The overseas ^{overseas} listed ^{listed} company ^{company} shall ^{shall} be ^{be} charged ^{charge} to invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} and invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} on ^{on} a ^a review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions}.</p> <p>A review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions} shall ^{shall} be ^{be} charged ^{charge} to invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} and invest ^{invest} in ⁱⁿ the ^{the} LR ^{LR} on ^{on} a ^a review ^{review} of the State ^{State} or ^{or} the ^{the} Securities and Futures Commission ^{Securities and Futures Commission} in ⁱⁿ charge ^{charge} of the ^{the} regulatory ^{regulatory} functions ^{functions}.</p>

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	<p>requirement of the foreign currency mark to and a reduction in a clearing not in a clearing in a clearing mark to</p>
<p>Article 21</p> <p>After the above-mentioned increase and offering, the capital structure of the company consists of 8,244,508,144 ordinary shares in total, of which</p> <p>Beijing Nerg Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the company's total shares</p> <p>Beijing International Electric Engineering Co., Ltd. holds 92,654,249 domestic investment shares, representing 1.124% in the company's total shares</p> <p>Beijing Taowen Capital Management and Investment Management Co., Ltd. holds 224,348,291 domestic investment shares, representing 2.721% in the company's total shares</p> <p>Beijing Direct Holding Group Co., Ltd. holds 16,035,322 domestic investment shares, representing 0.194% in the company's total shares</p> <p>The holders of overseas listed shares (i.e. Shareholders) hold 2,829,676,800 shares, representing 34.322% in the company's total shares</p>	<p>Article 210</p> <p>After the above-mentioned increase and offering, the capital structure of the company consists of 8,244,508,144 ordinary shares in total, of which</p> <p>Beijing Nerg Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the company's total shares</p> <p>Beijing International Electric Engineering Co., Ltd. holds 92,654,249 domestic investment shares, representing 1.124% in the company's total shares</p> <p>Beijing Taowen Capital Management and Investment Management Co., Ltd. holds 224,348,291 domestic investment shares, representing 2.721% in the company's total shares</p> <p>Beijing Direct Holding Group Co., Ltd. holds 16,035,322 domestic investment shares, representing 0.194% in the company's total shares</p> <p>The holders of overseas listed shares (i.e. Shareholders) hold 2,829,676,800 shares, representing 34.322% in the company's total shares</p>

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<p>charg^e of o^c r^t o^th^e ● m^a n^o b^o a^r d of dⁱ r^e c^t o^r s m^a r^a n^g f^o r mⁱ m^e n^t a^t i^o n of o^c hⁱ l^a n^o b^o m^a n^o f o^c a^r a^r s^o a^r s^o a^r s^o</p> <p>Th^e ● m^a n^o l^a n f^o r s^o a^r s^o a^r s^o of o^v r^e o^s l^a d dⁱ r^e c^t o^r s iⁿ a^c c^o r^d aⁿ c^e wⁱ t^h r^e c^e dⁱ n^g a^r a^r g^r a^h m^a b^e mⁱ m^e n^t d wⁱ t^h iⁿ 15 m^o n^t h^o s oⁿ a r^o v^a l b^e t^h t^a ● n^e cⁱ l^a a t^h o^r t^e oⁿ c^h a^r g^e of o^c r^t o^s</p>	<p>charg^e of o^c r^t o^th^e ● m^a n^o b^o a^r d of dⁱ r^e c^t o^r s m^a r^a n^g f^o r mⁱ m^e n^t a^t i^o n of o^c hⁱ l^a n^o b^o m^a n^o f o^c a^r a^r s^o a^r s^o a^r s^o</p> <p>Th^e ● m^a n^o l^a n f^o r s^o a^r s^o a^r s^o of o^v r^e o^s l^a d dⁱ r^e c^t o^r s iⁿ a^c c^o r^d aⁿ c^e wⁱ t^h r^e c^e dⁱ n^g a^r a^r g^r a^h m^a b^e mⁱ m^e n^t d wⁱ t^h iⁿ 15 m^o n^t h^o s oⁿ a r^o v^a l b^e t^h t^a ● n^e cⁱ l^a a t^h o^r t^e oⁿ c^h a^r g^e of o^c r^t o^s</p>
<p>Article 24</p> <p>Wh^e r^e th^e ● m^a n^o s^o o^v r^e o^s l^a d dⁱ r^e c^t o^r s aⁿ d d^o mⁱ nⁱ s^t r^u c^t u^r e iⁿ v^e s^t m^e n^t c^h a^r o^s o^c a^r a^r l^a t^h t^o t^a l n^u m^b e^r of c^h a^r o^s o^c cⁱ d^e iⁿ th^e s^o a^r s^o a^r s^o l^a n^o o^c hⁱ c^h a^r o^s c^h a^r l^a b^e fⁱ l^l o^b e^r sⁱ d^e iⁿ oⁿ oⁿ gⁱ l^l s^o a^r s^o a^r s^o Wh^e r^e o^c cⁱ d^e cⁱ r^e m^a n^o c^h a^r o^s m^a k^e iⁿ m^o o^b lⁱ f^o r^e v^e r^e o^c hⁱ oⁿ gⁱ l^l s^o a^r s^o a^r s^o t^o b^e fⁱ l^l o^b e^r sⁱ d^e iⁿ oⁿ oⁿ gⁱ l^l s^o a^r s^o a^r s^o t^h c^h a^r o^s m^a b^e s^o d^e iⁿ o^v r^a d^e g^e o^s o^b j^e c^t t^o th^e a^r r^o v^a l of th^e t^a ● n^e cⁱ l^a a t^h o^r t^e oⁿ c^h a^r g^e of o^c r^t o^s</p>	<p>Article 24</p> <p>Wh^e r^e th^e ● m^a n^o s^o o^v r^e o^s l^a d dⁱ r^e c^t o^r s aⁿ d d^o mⁱ nⁱ s^t r^u c^t u^r e iⁿ v^e s^t m^e n^t c^h a^r o^s o^c a^r a^r l^a t^h t^o t^a l n^u m^b e^r of c^h a^r o^s o^c cⁱ d^e iⁿ th^e s^o a^r s^o a^r s^o l^a n^o o^c hⁱ c^h a^r o^s c^h a^r l^a b^e fⁱ l^l o^b e^r sⁱ d^e iⁿ oⁿ oⁿ gⁱ l^l s^o a^r s^o a^r s^o Wh^e r^e o^c cⁱ d^e cⁱ r^e m^a n^o c^h a^r o^s m^a k^e iⁿ m^o o^b lⁱ f^o r^e v^e r^e o^c hⁱ oⁿ gⁱ l^l s^o a^r s^o a^r s^o t^o b^e fⁱ l^l o^b e^r sⁱ d^e iⁿ oⁿ oⁿ gⁱ l^l s^o a^r s^o a^r s^o t^h c^h a^r o^s m^a b^e s^o d^e iⁿ o^v r^a d^e g^e o^s o^b j^e c^t t^o th^e a^r r^o v^a l of th^e t^a ● n^e cⁱ l^a a t^h o^r t^e oⁿ c^h a^r g^e of o^c r^t o^s</p>
<p>Article 29</p> <p>f a dⁱ r^e c^t o^r s, o^v e^r s^e e^r o^r oⁿ s^e e^r o^r oⁿ s^e e^r o^r of th^e ● m^a n^o s^o a^r c^h a^r h^o l^d e^r h^o l^d iⁿ g 5% o^r m^o r^e of th^e c^h a^r o^s of th^e ● m^a n^o o^l l^o t^h c^h a^r o^s of th^e ● m^a n^o wⁱ t^h iⁿ o^x m^o n^t h^o s oⁿ b^e iⁿ g th^o o^c cⁱ d^e o^r b^o t^h c^h a^r o^s wⁱ t^h iⁿ o^x m^o n^t h^o s a^f t^e r^o l^l iⁿ g, a^l l th^e g^a n^o s^o iⁿ g th^e r^e of c^h a^r l^a b^e l^o n^g t^o th^e ● m^a n^o s^o c^h g^a n^o c^h a^r l^a b^e c^o l^l e^c t^e d b^y th^e b^o a^r d of dⁱ r^e c^t o^r s of th^e ● m^a n^o B^u t i^f a o^c r^t o^s c^o m^a n^o d^e r^e w^r i^t o^s n^o u^l d c^h a^r o^s th^e r^e b^e h^o l^d iⁿ g m^o r^e th^a n 5% of th^e c^h a^r o^s th^e o^u t^o of th^e c^h a^r o^s c^h a^r l^a n^o t^e b^e o^b j^e c^t t^o th^e o^a d o^x m^o n^t h^o s r^e dⁱ r^e c^t i^o n</p> <p>f th^e b^o a^r d of dⁱ r^e c^t o^r s of th^e ● m^a n^o d^e o^s n^o t c^o mⁱ l^l wⁱ t^h th^e f^o r^e g^o iⁿ g a^r a^r g^r a^h, th^e c^h a^r h^o l^d e^r s c^a n r^e q^u e^r t^h b^o a^r d t^o d^o wⁱ t^h iⁿ 30 d^a y^s f^o r th^e b^o a^r d d^e o^s n^o t eⁿ f^o r^e</p>	<p>Article 296</p> <p>f a dⁱ r^e c^t o^r s, o^v e^r s^e e^r o^r oⁿ s^e e^r o^r oⁿ s^e e^r o^r of th^e ● m^a n^o s^o a^r c^h a^r h^o l^d e^r h^o l^d iⁿ g 5% o^r m^o r^e of th^e c^h a^r o^s of th^e ● m^a n^o o^l l^o t^h c^h a^r o^s of th^e ● m^a n^o wⁱ t^h iⁿ o^x m^o n^t h^o s oⁿ b^e iⁿ g th^o o^c cⁱ d^e o^r b^o t^h c^h a^r o^s wⁱ t^h iⁿ o^x m^o n^t h^o s a^f t^e r^o l^l iⁿ g, a^l l th^e g^a n^o s^o iⁿ g th^e r^e of c^h a^r l^a b^e l^o n^g t^o th^e ● m^a n^o s^o c^h g^a n^o c^h a^r l^a b^e c^o l^l e^c t^e d b^y th^e b^o a^r d of dⁱ r^e c^t o^r s of th^e ● m^a n^o B^u t i^f a o^c r^t o^s c^o m^a n^o d^e r^e w^r i^t o^s n^o u^l d c^h a^r o^s th^e r^e b^e h^o l^d iⁿ g m^o r^e th^a n 5% of th^e c^h a^r o^s th^e o^u t^o of th^e c^h a^r o^s c^h a^r l^a n^o t^e b^e o^b j^e c^t t^o th^e o^a d o^x m^o n^t h^o s r^e dⁱ r^e c^t i^o n</p> <p><u>The shares or other securities in the nature of equity held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph,</u></p>

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<p>Each right within the said period, the shareholder is entitled to commence litigation in court in their own name for the interest of the Company</p>	<p><u>include those held by their spouses, parents and children and those held using the accounts of others.</u></p> <p>If the board of directors of the Company do not comply with the foregoing paragraph, the shareholder can request the board to do so within 30 days of the board do not enforce each right within the said period, the shareholder is entitled to commence litigation in court in their own name for the interest of the Company</p>
<p>Article 34</p> <p>With a resolution from relevant state authority to repurchase its own shares, the Company may proceed in any one of the following manners according to the requirements of relevant laws, administrative regulations and the listing rules of the place where the Company is listed or the Articles of Association</p> <ol style="list-style-type: none"> 1) Making of a repurchase offer in the open market to all shareholders 2) Repurchase through open transaction on a securities exchange 3) Repurchase by an agreement to tender a securities exchange 4) Other methods recognized by relevant regulatory authority 	<p>Article 341</p> <p>With a resolution from relevant state authority to repurchase its own shares, the Company may proceed in any one of the following manners according to the requirements of relevant laws, administrative regulations and the listing rules of the place where the Company is listed or the Articles of Association</p> <ol style="list-style-type: none"> 1) Making of a repurchase offer in the open market to all shareholders 2) Repurchase through open transaction on a securities exchange 3) Repurchase by an agreement to tender a securities exchange 4) Other methods recognized by relevant regulatory authority <p><u>The Company may repurchase its Shares through public centralized trading or other ways recognized by laws, administrative regulations and the China Securities Regulatory Commission. If the share purchase is made under the circumstances</u></p>

Original articles	Revised articles after the proposed amendments
	<p>stipulated in Items (3), (5) and (6) of paragraph 1 of Article 30 of the Articles of Association, centralized trading shall be adopted publicly.</p>
<p>Article 35</p> <p>The price for purchasing the common ownership shall be made other than by tender on the market shall be at a maximum price where the purchasing is made by way of tender, tender shall be made available to all holders of shares on the same terms</p>	<p>Article 352</p> <p>The price for purchasing the common ownership shall be made other than by tender on the market shall be at a maximum price where the purchasing is made by way of tender, tender shall be made available to all holders of shares on the same terms</p>
<p>Article 36</p> <p>Resolution of the common ownership in accordance with Article 33 (1) and (2) of the Articles of Association shall be subject to a resolution of the general meeting Resolution of the common ownership in accordance with Article 33 (3), (5) and (6) of the Articles of Association shall be a resolution of the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting</p> <p>Unless otherwise provided in the Law, the Law or the Regulations of the Law where the common ownership is held, after the common holder has sold his shares in accordance with Article 33 of the Articles of Association, his shares shall be cancelled within ten days after the sale in the circumstances set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4) and in the circumstances set out in item (3), (5) and</p>	

Original articles	Revised articles after the proposed amendments
<p>acco nt or ca ital common r o r v acco nt incl ding th e r m; mo from th e n w cha o (o ane) a th t m of r rcha o</p> <p>() Th e o mo ad b th e om an for th e (r o o o t forth b low cha ll b ad o t of th e om an o d d r b t a b l r o f t o</p> <p>1) Acq u i s i t i o n of th e right to b b a c k t o d o w n cha o</p> <p>2) Am ndm n t o t o an co n t r a c t for r rcha o of t o d o w n cha o</p> <p>3) R l o o from an of t o o b l i g a t i o n o n d e r an r rcha o co n t r a c t</p> <p>V) Aft r th e a v a l e of th e ann ll d cha o h o b n d d c t d from th e r g o r d e a i t a l of th e om an in acco d a n c e with r l v a n t r g l a t i o n o, th a t o r t i o n of th e a m o n t d d c t d from th e d o t r b t a b l r o f t o and o d t o b b a c k cha o a th e a v a l e of th e b o g h t b a c k cha o cha ll b incl d d n th e om an o r m m acco nt (o r ca ital co m m o n r o r v acco nt)</p>	<p>acco nt or ca ital common r o r v acco nt incl ding th e r m; mo from th e n w cha o (o ane) a th t m of r rcha o</p> <p>() Th e o mo ad b th e om an for th e (r o o o t forth b low cha ll b ad o t of th e om an o d d r b t a b l r o f t o</p> <p>1) Acq u i s i t i o n of th e right to b b a c k t o d o w n cha o</p> <p>2) Am ndm n t o t o an co n t r a c t for r rcha o of t o d o w n cha o</p> <p>3) R l o o from an of t o o b l i g a t i o n o n d e r an r rcha o co n t r a c t</p> <p>V) Aft r th e a v a l e of th e ann ll d cha o h o b n d d c t d from th e r g o r d e a i t a l of th e om an in acco d a n c e with r l v a n t r g l a t i o n o, th a t o r t i o n of th e a m o n t d d c t d from th e d o t r b t a b l r o f t o and o d t o b b a c k cha o a th e a v a l e of th e b o g h t b a c k cha o cha ll b incl d d n th e om an o r m m acco nt (o r ca ital co m m o n r o r v acco nt)</p>
<p>Chapter 5 Financial Assistance for Purchase of Company Shares</p> <p>Article 39</p> <p>Th e om an or t o o b o d a e o incl ding affl a o) cha ll not a n t m r o v d a n fin a n c i a l a s s i s t a n c e i n a n f o r m t o r c h a o r o r r o o e t v r c h a o r o of th e cha o n th e om an b r c h a o r o of cha o n th e om an o r f f r r d t o a b o v cha ll incl d e r o n o th a d r e c t l o r i n d r e c t l n d r t a k o b l i g a t i o n o f o r th e r o o of r c h a o n g cha o i n th e om an</p>	<p>Chapter 5 Financial Assistance for Purchase of Company Shares</p> <p>Article 39</p> <p>Th e om an or t o o b o d a e o incl ding affl a o) cha ll not a n t m r o v d a n fin a n c i a l a s s i s t a n c e i n a n f o r m t o r c h a o r o r r o o e t v r c h a o r o of th e cha o n th e om an b r c h a o r o of cha o n th e om an o r f f r r d t o a b o v cha ll incl d e r o n o th a d r e c t l o r i n d r e c t l n d r t a k o b l i g a t i o n o f o r th e r o o of r c h a o n g cha o i n th e om an</p>

Original articles	Revised articles after the proposed amendments
<p>The com an or to o bodar o incl ding afflat o) shall not a an tm rovdan financial oodance in an form to the bove obligatoro in ord r to r d e or docharge ther obligatono</p> <p>The rovdono of theo Artcle shall not a l to the circ matance o de oerb d in Artcle 39 of theo chatr</p>	<p>The com an or to o bodar o incl ding afflat o) shall not a an tm rovdan financial oodance in an form to the bove obligatoro in ord r to r d e or docharge ther obligatono</p> <p>The rovdono of theo Artcle shall not a l to the circ matance o de oerb d in Artcle 39 of theo chatr</p>
<p>Article 40</p> <p>or the r o o o of theo chatr, the term “financial oodance shall incl d b t not l mitd to) the financial oodance in the formo o t o t b low</p> <p>1) Gift</p> <p>2) Gant^{ee} incl ding the nder taking of labit or rovdono of roert b the gantor in ord r to oer the e rformance of the obligaton b the obligator), and mit not incl ding, howe v r, and mit arong from the com an own fa lt) and r lat o or waver of righto</p> <p>3) lovoon of a loan or concl oon of a contract nder which the obligatono of the com an ae to be f lled ror to the obligatono of the other at to the contract, or a change in the at to oech loan or contract awll ath oognmnt of righto nder oech loan or contract</p> <p>4) inancal oodance in an other form whn the com an onolvnt or honont ao to or whn oech oodance wo ld led to a mor r decton in the com an onto ao to</p>	<p>Article 40</p> <p>or the r o o o of theo chatr, the term “financial oodance shall incl d b t not l mitd to) the financial oodance in the formo o t o t b low</p> <p>1) Gift</p> <p>2) Gant^{ee} incl ding the nder taking of labit or rovdono of roert b the gantor in ord r to oer the e rformance of the obligaton b the obligator), and mit not incl ding, howe v r, and mit arong from the com an own fa lt) and r lat o or waver of righto</p> <p>3) lovoon of a loan or concl oon of a contract nder which the obligatono of the com an ae to be f lled ror to the obligatono of the other at to the contract, or a change in the at to oech loan or contract awll ath oognmnt of righto nder oech loan or contract</p> <p>4) inancal oodance in an other form whn the com an onolvnt or honont ao to or whn oech oodance wo ld led to a mor r decton in the com an onto ao to</p>

Original articles	Revised articles after the proposed amendments
<p>6) The contribution by the company for an employee share holding scheme provided that the company does not lead to a reduction in the net assets of the company or that if the company conducts a reduction, the financial position is not out of the company's distributable profits)</p>	<p>6) The contribution by the company for an employee share holding scheme provided that the company does not lead to a reduction in the net assets of the company or that if the company conducts a reduction, the financial position is not out of the company's distributable profits)</p>
<p>Article 44</p> <p>The company shall establish a register of shareholders in accordance with evidence from the relevant registration organisation, and shall enter therein the following particulars:</p> <ol style="list-style-type: none"> 1) The name, address (domestic), residence or nationality of each shareholder 2) The class and number of shares held by each shareholder 3) The amount paid or payable for the shares held by each shareholder 4) The order number of the shares held by each shareholder 5) The date on which each shareholder is registered as a shareholder and 6) The date on which each shareholder ceases to be a shareholder 	<p>Article 4437</p> <p>The company shall establish a register of shareholders in accordance with evidence from the relevant registration organisation, and shall enter therein the following particulars:</p> <ol style="list-style-type: none"> 1) The name, address (domestic), residence or nationality of each shareholder 2) The class and number of shares held by each shareholder 3) The amount paid or payable for the shares held by each shareholder 4) The order number of the shares held by each shareholder 5) The date on which each shareholder is registered as a shareholder and 6) The date on which each shareholder ceases to be a shareholder

Original articles	Revised articles after the proposed amendments
<p>The registrar of companies shall maintain a register of the names of the persons who are entitled to exercise the rights of the shareholders of the company, and shall be kept in Hong Kong.</p>	<p>The registrar of companies shall maintain a register of the names of the persons who are entitled to exercise the rights of the shareholders of the company, and shall be kept in Hong Kong.</p> <p><u>The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</u></p>
<p>Article 45</p> <p>The company shall maintain a register of the names of the persons who are entitled to exercise the rights of the shareholders of the company, and shall be kept in Hong Kong.</p>	<p>Article 45</p> <p>The company shall maintain a register of the names of the persons who are entitled to exercise the rights of the shareholders of the company, and shall be kept in Hong Kong.</p>

Original articles	Revised articles after the proposed amendments
<p>Change of and correction to each part of the register of shareholders shall be carried out in accordance with the Law of the place where each stock is</p>	<p>Change of and correction to each part of the register of shareholders shall be carried out in accordance with the Law of the place where each stock is</p>
<p>Article 48</p> <p>All and share are free transferable according to the Article of Association Unit commencing the following conditions, or the Board may decline to recognize an instrument of transfer without giving reason</p> <p>1) An transfer instrument or other instrument which relates to share ownership, or may affect share ownership, may not be registered, and relevant free not exceeding the maximum recorded in the listing rule of the Hong Kong stock exchange from time to time shall be added to the company for other registration</p> <p>2) The transfer instrument only relates to share held in Hong Kong</p> <p>3) The deadline for transfer instrument has already been added</p> <p>4) Relevant share certificate and other evidence with director may reasonable require to rev the transfer or right to transfer is lodged</p> <p>5) Transfer of an share to no more than for joint holders</p> <p>6) The share concerned is free of an lien in favor of the company</p> <p>7) An share shall not be transferred to an infant or to a person of unsound mind or under other legal disability</p>	<p>Article 48</p> <p>All and share are free transferable according to the Article of Association Unit commencing the following conditions, or the Board may decline to recognize an instrument of transfer without giving reason</p> <p>1) An transfer instrument or other instrument which relates to share ownership, or may affect share ownership, may not be registered, and relevant free not exceeding the maximum recorded in the listing rule of the Hong Kong stock exchange from time to time shall be added to the company for other registration</p> <p>2) The transfer instrument only relates to share held in Hong Kong</p> <p>3) The deadline for transfer instrument has already been added</p> <p>4) Relevant share certificate and other evidence with director may reasonable require to rev the transfer or right to transfer is lodged</p> <p>5) Transfer of an share to no more than for joint holders</p> <p>6) The share concerned is free of an lien in favor of the company</p> <p>7) An share shall not be transferred to an infant or to a person of unsound mind or under other legal disability</p>

Original articles	Revised articles after the proposed amendments
<p>Where the holder of a licence for the location of a licence shall comply with the following requirements</p> <p>1) The licensee shall submit the location in the form prescribed by the Commission accompanied by a notarial certificate or other declaration. The notarial certificate or other declaration shall include the licensee's reason for the location, the circumstances and roof of the location of the licensee and declaration stating that no other person may require registration of a licence holder in respect of the Relevant Share</p> <p>2) The Commission has not received a declaration requiring registration of a licence holder in respect of the share from any person other than the licensee before it decides that a licence shall be issued</p> <p>3) If the Commission decides to issue a licence certificate to the licensee, it shall block a block announcement of intention in the newspaper or electronic medium designated by the board of directors of the licensee. The block announcement shall be 90 days long which announcement shall be blocked for a period of not more than 30 days. The newspaper or electronic medium designated by the board of directors shall be the Chinese and English newspaper recognized by the Hong Kong Stock Exchange (hereinafter referred to as "the Exchange")</p> <p>4) Before blocking the block announcement of intention to issue a licence certificate, the Commission shall obtain a copy of the announcement to be blocked to the relevant exchange where it is located and make record with the exchange on receipt of a letter from the relevant exchange confirming</p>	<p>Where the holder of a licence for the location of a licence shall comply with the following requirements</p> <p>1) The licensee shall submit the location in the form prescribed by the Commission accompanied by a notarial certificate or other declaration. The notarial certificate or other declaration shall include the licensee's reason for the location, the circumstances and roof of the location of the licensee and declaration stating that no other person may require registration of a licence holder in respect of the Relevant Share</p> <p>2) The Commission has not received a declaration requiring registration of a licence holder in respect of the share from any person other than the licensee before it decides that a licence shall be issued</p> <p>3) If the Commission decides to issue a licence certificate to the licensee, it shall block a block announcement of intention in the newspaper or electronic medium designated by the board of directors of the licensee. The block announcement shall be 90 days long which announcement shall be blocked for a period of not more than 30 days. The newspaper or electronic medium designated by the board of directors shall be the Chinese and English newspaper recognized by the Hong Kong Stock Exchange (hereinafter referred to as "the Exchange")</p> <p>4) Before blocking the block announcement of intention to issue a licence certificate, the Commission shall obtain a copy of the announcement to be blocked to the relevant exchange where it is located and make record with the exchange on receipt of a letter from the relevant exchange confirming</p>

Original articles	Revised articles after the proposed amendments
<p>that the ann^enc^ement has^{ee} been do^ela^ed in the o^ert^eo^exch^eang^e. The blc^e ann^enc^ement shall b^e do^ela^ed in the o^ert^eo^exch^eang^e for a^e r^eod of 90 da^eo^e.</p> <p>If the a^el^ecat^eon for so^{oo}nc^e of a^e r^el^eac^ement char^eter^eific^e was ma^ed witho^e t^e cono^ent of the r^eg^eo^er^ed hold^er of the R^el^ev^eant ha^eo^e, the Com an shall ma^el to o^ech char^e hold^er a ho^eto^eo of the blc^e ann^enc^ement that it int^endo^e to bl^ech.</p> <p>5) U^eon ex^eir of the 90-da^e r^eod o^e ex^eid^e (in t^emo^e 3) and 4) h^ereof, if the Com an has^{ee} not r^eev^ed an ob^ect^eon to the so^{oo}nc^e of a^e r^el^eac^ement char^eter^eific^e from an^e r^eo^en, it ma^e so^{oo} a^e r^el^eac^ement char^eter^eific^e according to the a^el^ecat^eon of the a^el^ecat^e.</p> <p>6) Wh^en the Com an so^{oo} o^e a^e r^el^eac^ement char^eter^eific^e and r^etho^e Artcl^e, it shall imm^ediat^el can^ecl the orig^enal char^eter^eific^e and r^ecord o^ech can^ellat^eon and the so^{oo}nc^e of the r^el^eac^ement char^eter^eific^e in the r^eg^eo^er of char^e hold^ero^e.</p> <p>7) All ex^eno^eo^e for the can^ellat^eon of the orig^enal char^eter^eific^e and so^{oo}nc^e of a^e r^el^eac^ement char^eter^eific^e shall b^e born^e b^e the a^el^ecat^e. Th^e Com an shall b^e ent^el^ed to r^efo^e to tak^e an act^eon ntl^e r^eo^enabl^e g^{ant}^{ee} so^{oo}btan^ed from the a^el^ecat^e.</p>	<p>that the ann^enc^ement has^{ee} been do^ela^ed in the o^ert^eo^exch^eang^e. The blc^e ann^enc^ement shall b^e do^ela^ed in the o^ert^eo^exch^eang^e for a^e r^eod of 90 da^eo^e.</p> <p>If the a^el^ecat^eon for so^{oo}nc^e of a^e r^el^eac^ement char^eter^eific^e was ma^ed witho^e t^e cono^ent of the r^eg^eo^er^ed hold^er of the R^el^ev^eant ha^eo^e, the Com an shall ma^el to o^ech char^e hold^er a ho^eto^eo of the blc^e ann^enc^ement that it int^endo^e to bl^ech.</p> <p>5) U^eon ex^eir of the 90-da^e r^eod o^e ex^eid^e (in t^emo^e 3) and 4) h^ereof, if the Com an has^{ee} not r^eev^ed an ob^ect^eon to the so^{oo}nc^e of a^e r^el^eac^ement char^eter^eific^e from an^e r^eo^en, it ma^e so^{oo} a^e r^el^eac^ement char^eter^eific^e according to the a^el^ecat^eon of the a^el^ecat^e.</p> <p>6) Wh^en the Com an so^{oo} o^e a^e r^el^eac^ement char^eter^eific^e and r^etho^e Artcl^e, it shall imm^ediat^el can^ecl the orig^enal char^eter^eific^e and r^ecord o^ech can^ellat^eon and the so^{oo}nc^e of the r^el^eac^ement char^eter^eific^e in the r^eg^eo^er of char^e hold^ero^e.</p> <p>7) All ex^eno^eo^e for the can^ellat^eon of the orig^enal char^eter^eific^e and so^{oo}nc^e of a^e r^el^eac^ement char^eter^eific^e shall b^e born^e b^e the a^el^ecat^e. Th^e Com an shall b^e ent^el^ed to r^efo^e to tak^e an act^eon ntl^e r^eo^enabl^e g^{ant}^{ee} so^{oo}btan^ed from the a^el^ecat^e.</p>
<p>Article 53</p> <p>Aft^er the Com an has^{ee} so^{oo}d a^e r^el^eac^ement char^eter^eific^e in accord^enc^e with theo^e Artcl^e o^e of Assoc^eat^eon, it shall not d^el^et from the r^eg^eo^er of char^e hold^ero^e the nam^e of a bona f^ed r^ech^eo^er of the r^el^eac^ement char^eter^eific^e ment^eo^en^ed abov^e or of a char^e hold^er that so^{oo}</p>	<p>Article 53</p> <p>Aft^er the Com an has^{ee} so^{oo}d a^e r^el^eac^ement char^eter^eific^e in accord^enc^e with theo^e Artcl^e o^e of Assoc^eat^eon, it shall not d^el^et from the r^eg^eo^er of char^e hold^ero^e the nam^e of a bona f^ed r^ech^eo^er of the r^el^eac^ement char^eter^eific^e ment^eo^en^ed abov^e or of a char^e hold^er that so^{oo}</p>

Original articles	Revised articles after the proposed amendments
<p>who shall not be liable for any damage offered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent action on the part of the Company</p>	<p>who shall not be liable for any damage offered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent action on the part of the Company</p>
<p>Article 54</p>	<p>Article 54</p>
<p>Article 56</p> <p>Ordinary shareholders of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> 1) To receive dividends and other profit distributions on the basis of the number of shares held by them 2) To request, convene, hold, attend or send proxy to attend general meeting and exercise corresponding voting rights in accordance with the Law 3) To monitor, make suggestions or question the Company officers 4) To transfer, donate or pledge shares in accordance with the Law, administrative regulations and relevant provisions 	<p>Article 40</p> <p><u>The Company or its subsidiaries (including affiliates of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who acquires or intends to acquire shares of the Company.</u></p> <p>Article 56A2</p> <p>Ordinary shareholders Shareholders of the Company shall enjoy the following rights:</p> <ol style="list-style-type: none"> 1) To receive dividends and other profit distributions on the basis of the number of shares held by them 2) To request, convene, hold, attend or send proxy to attend general meeting and speak and exercise corresponding voting rights at the general meeting in accordance with the Law 3) To monitor, make suggestions or question the Company officers 4) To transfer, donate or pledge shares in accordance with the Law, administrative regulations and relevant provisions

Original articles	Revised articles after the proposed amendments
<p>territory where the company is domiciled, so will so revocable of the Articles of Association</p>	<p>territory where the company is domiciled, so will so revocable of the Articles of Association</p>
<p>5) To obtain relevant information in accordance with the Articles of Association of the company, which shall include</p>	<p>5) To obtain relevant information in accordance with the Articles of Association of the company, which shall include</p>
<p>1 To obtain the Articles of Association of the company after amendment of a charge to cover the costs</p>	<p>1 To obtain the Articles of Association of the company after amendment of a charge to cover the costs</p>
<p>2 Being entitled to account, after amendment of reasonable charge, to make a copy of</p>	<p>2 Being entitled to account, after amendment of reasonable charge, to make a copy of</p>
<p>ii) copy of all parts of the register of shareholders</p>	<p>ii) copy of all parts of the register of shareholders</p>
<p>iii) relevant information of the directors, officers and other officers of the company, including</p>	<p>iii) relevant information of the directors, officers and other officers of the company, including</p>
<p>a current and relevant names and addresses</p>	<p>a current and relevant names and addresses</p>
<p>b main address (domestic)</p>	<p>b main address (domestic)</p>
<p>c nationality</p>	<p>c nationality</p>
<p>d full-time and all other part-time occupation and duties</p>	<p>d full-time and all other part-time occupation and duties</p>
<p>e identification card number and telephone number</p>	<p>e identification card number and telephone number</p>
<p>iii) the data of the company is recorded in the</p>	<p>iii) the data of the company is recorded in the</p>
<p>iv) report of the aggregate value, number of shares and high and low price of each class of shares bought back by the company since the last financial year will so all the expenses and by the company therefor</p>	<p>iv) report of the aggregate value, number of shares and high and low price of each class of shares bought back by the company since the last financial year will so all the expenses and by the company therefor</p>

Original articles	Revised articles after the proposed amendments
<p>v) bondo^o α bo^o m^o n t^o o f g^e n^e r^a l m^e t^o n g^o r^e o l t^o n o o f b o^a r d m^e t^o n g^o r^e o l t^o n o o f t h^e b o^a r d o f o^e r v^o r o m^e t^o n g^o f n^a n c^a l r^e o r t o^o</p> <p>v^o) t h^e c o^m a n o^o m o^o α r^e c^e n t a d^e d f n^a n c^a l d^e m^e n t o^o a n d r^e o r t o f t h^e b o^a r d o f d^r c t o r o^o a d^r o r o^o a n d t h^e b o^a r d o f o^e r v^o r o^o</p> <p>v^o) c o^o o f t h^e l^a d^e α a n n a l r^e o r t w h i c h h a o^o b^e n f i d w i t h t h^e c o^m a n r^e g i o t r a t i o n a t h o r t o r o t h^e r c o^m t^e n t a t h o r t o^o f o r r^e c o r d</p> <p>o c m^e n t o r f r^e d t o i n v^o), v^o), v^o), v^o), v^o) a n d v^o) a b o v^e d h a l l b^e m a i n t a n d a t t h^e c o^m a n o^o d o m c i l^e a n d r i n c^a l l a c^e o f b o^a n c o^o i n i n g K o n g a c c o r d i n g t o t h^e r^e q u i r m e n t o^o o f t h^e R i o^o G o v^e r n i n g t h^e b o^a r d i n g o f s e c r i o^o n T h^e s t o c k e x c h a n g e o f i n g K o n g i n t^e d a n d s h a l l b^e m a d^e a v a i l a b l^e f o r i n o^e c t i o n b^e t h^e b l o c a n d d i a^e h o l d r o f f^e o f c h a r g^e, a n d d i a^e h o l d r o m a^o, a f t^e r a m e n t o f r^e a o n a b l^e c h a r g^e o^o m a k^e c o^o o f o c h d o c m^e n t o^o x c^e t f o r m^o n t^o o f g^e n^e r^a l m^e t^o n g^o w h i c h d h a l l b^e m a d^e a v a i l a b l^e f o r i n o^e c t i o n b^e d i a^e h o l d r o^o n l)</p> <p>6) W h e n t h^e c o^m a n t^e r m i n a^e o o r l q u a d^e o^o r e c^e v^e t o d i a^e o f r e m a i n i n g a o t o o f t h^e c o^m a n a c c o r d i n g t o t h^e d i a^e o h l d</p> <p>7) f a d i a^e h o l d r o o o o t h^e m e r g^e r o r d i v i o o n o f t h^e c o^m a n a g^e n^e r^a l m^e t^o n g^o, h e m a r q^e α t h^e c o^m a n t o b^e b a c k h o d i a^e o^o</p> <p>8) t h^e r r i g h t o^o n d^e r t h^e l a w, a d m i n i s t r a t i v^e r^e g l a y o n o^o d^e a t m e n t a l r^e g l a y o n o^o a n d t h^e o A r t i c l^e o o f A o o c i a t i o n</p>	<p>v) bondo^o α bo^o m^o n t^o o f g^e n^e r^a l m^e t^o n g^o r^e o l t^o n o o f b o^a r d m^e t^o n g^o r^e o l t^o n o o f t h^e b o^a r d o f o^e r v^o r o m^e t^o n g^o f n^a n c^a l r^e o r t o^o</p> <p>v^o) t h^e c o^m a n o^o m o^o α r^e c^e n t a d^e d f n^a n c^a l d^e m^e n t o^o a n d r^e o r t o f t h^e b o^a r d o f d^r c t o r o^o a d^r o r o^o a n d t h^e b o^a r d o f o^e r v^o r o^o</p> <p>v^o) c o^o o f t h^e l^a d^e α a n n a l r^e o r t w h i c h h a o^o b^e n f i d w i t h t h^e c o^m a n r^e g i o t r a t i o n a t h o r t o r o t h^e r c o^m t^e n t a t h o r t o^o f o r r^e c o r d</p> <p>o c m^e n t o r f r^e d t o i n v^o), v^o), v^o), v^o), v^o) a n d v^o) a b o v^e d h a l l b^e m a i n t a n d a t t h^e c o^m a n o^o d o m c i l^e a n d r i n c^a l l a c^e o f b o^a n c o^o i n i n g K o n g a c c o r d i n g t o t h^e r^e q u i r m e n t o^o o f t h^e R i o^o G o v^e r n i n g t h^e b o^a r d i n g o f s e c r i o^o n T h^e s t o c k e x c h a n g e o f i n g K o n g i n t^e d a n d s h a l l b^e m a d^e a v a i l a b l^e f o r i n o^e c t i o n b^e t h^e b l o c a n d d i a^e h o l d r o f f^e o f c h a r g^e, a n d d i a^e h o l d r o m a^o, a f t^e r a m e n t o f r^e a o n a b l^e c h a r g^e o^o m a k^e c o^o o f o c h d o c m^e n t o^o x c^e t f o r m^o n t^o o f g^e n^e r^a l m^e t^o n g^o w h i c h d h a l l b^e m a d^e a v a i l a b l^e f o r i n o^e c t i o n b^e d i a^e h o l d r o^o n l)</p> <p>(5) To inspect the Articles of Articles</p>

Original articles	Revised articles after the proposed amendments
<p>Where an ^eron directl or indir^ectl having right^e and int^er^ecto fal to doclo^e o ch right^e and int^er^ecto, th^e ^eom an shall not^e x re^eo to right^e to harm an right of o ch^e ron attach^ed to th^e cha^e om r l o t of o ch^e ron</p>	<p>7) f a cha^e hold^er o o o o th^e m rgr or div^eoⁿ of th^e ^eom an a ag n r al m^e tng, h^e ma^e r q^e d th^e ^eom an to b^e back h^eo cha^e o</p> <p>8) th^e r right^e nd r th^e Law, admin^etrav^e r g Law no^e d^e atm n t al r g Law no^e and th^eo Artcl^e o of Assoc^eat^eoⁿ</p> <p>Where an ^eron directl or indir^ectl having right^e and int^er^ecto fal to doclo^e o ch right^e and int^er^ecto, th^e ^eom an shall not^e x re^eo to right^e to harm an right of o ch^e ron attach^ed to th^e cha^e om r l o t of o ch^e ron</p>
<p>Article 61</p> <p>old ro of ord n a cha^e o of th^e ^eom an shall hav^e th^e following obligat^eo no^e</p> <p>ha^e hold^e ro shall not b^e an l ablt^e for f rth^e r contr b^e t^eo n to cha^e ca t al oth^e r than th^e cond^e t^eo no agr^e d to a a o bcer b^e r of th^e r l v ant cha^e o o n o bcer^e t^eo n</p>	<p>Article 6147</p> <p>old ro of ord n a cha^e o Shareholders of th^e ^eom an shall hav^e th^e following obligat^eo no^e</p> <p>ha^e hold^e ro shall not b^e an l ablt^e for f rth^e r contr b^e t^eo n to cha^e ca t al oth^e r than th^e cond^e t^eo no agr^e d to a a o bcer b^e r of th^e r l v ant cha^e o o n o bcer^e t^eo n</p>
<p>Article 62</p> <p>n add^e t^eo n to th^e obligat^eo no^e nd r th^e Law, admin^etrav^e r g Law no^e or th^e l o tng r l o of th^e o c r t^e o xchang^e o) o n whch th^e cha^e o of th^e ^eom an ar l o t d, controlling cha^e hold^e ro ma not, n th^e x re^eo of th^e r o ha^e hold^e ro ow ro, mak^e d c o o no r g d e d to th^e int^er^ecto of al or at of th^e cha^e hold^e ro a r o l t of th^e x re^eo of th^e r votng right^e o n th^e o o o t forth b^e low</p>	<p>Article 6248</p> <p>n add^e t^eo n to th^e obligat^eo no^e nd r th^e Law, admin^etrav^e r g Law no^e or th^e l o tng r l o of th^e o c r t^e o xchang^e o) o n whch th^e cha^e o of th^e ^eom an ar l o t d, controlling cha^e hold^e ro ma not, n th^e x re^eo of th^e r o ha^e hold^e ro ow ro, mak^e d c o o no r g d e d to th^e int^er^ecto of al or at of th^e cha^e hold^e ro a r o l t of th^e x re^eo of th^e r votng right^e o n th^e o o o t forth b^e low</p>

Original articles	Revised articles after the proposed amendments
<p>1) Removing a director or officer of the corporation to act honorably in the best interests of the company</p> <p>2) A removing director or officer for his own or another's benefit to derive the company of its right in a way including but not limited to) an opportunity that is favorable to the company</p> <p>3) A removing director or officer for his own or another's benefit to derive other shareholder's rights or interests including but not limited to) the right to director's and voting rights, but not including restricting of the company omitted to and added at the shareholder's general meeting in accordance with the Article of Association of the company</p>	<p>1) Removing a director or officer of the corporation to act honorably in the best interests of the company</p> <p>2) A removing director or officer for his own or another's benefit to derive the company of its right in a way including but not limited to) an opportunity that is favorable to the company</p> <p>3) A removing director or officer for his own or another's benefit to derive other shareholder's rights or interests including but not limited to) the right to director's and voting rights, but not including restricting of the company omitted to and added at the shareholder's general meeting in accordance with the Article of Association of the company</p>

Original articles	Revised articles after the proposed amendments
<p>Article 65</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>(3) Review and approve the report of the board of directors</p> <p>(12) Review and approve the external grant (to which shall be referred at the general meeting as described in article 64 of the Articles of Association</p> <p>(15) Review share incentive plan</p> <p>(17) Review other matters to be resolved at the general meeting as prescribed by the law, administrative regulations, departmental regulations, listing rules of the local stock exchange where the company is listed or the Articles of Association</p>	<p>Article 650</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>(3) Review and approve the report of the board of directors</p> <p>(12) Review and approve the external grant (to which shall be referred at the general meeting as described in article 64<u>51</u> of the Articles of Association</p> <p>(15) Review share incentive plan <u>and employee stock ownership plan</u></p> <p><u>(17) Review the Company's external donations and sponsorships whose single amount reaches 0.1% or more of the Company's latest audited net assets and are included in profit or loss for the current period;</u></p> <p>(178) Review other matters to be resolved at the general meeting as prescribed by the law, administrative regulations, departmental regulations, listing rules of the local stock exchange where the company is listed or the Articles of Association</p>

Original articles	Revised articles after the proposed amendments
<p data-bbox="114 172 796 234">Article 66</p> <p data-bbox="114 234 796 297">The following external</p>	

Original articles	Revised articles after the proposed amendments
<p>Article 73</p> <p>Shareholder holding more than 10% of share of company shall or together with other shareholder be entitled to request for an extraordinary general meeting or class meeting according to the following procedure</p> <p>1) Upon signing on or over a written request with the same content and format, and stating the object of the meeting, the shareholder may request the board of directors to convene an extraordinary general meeting or class meeting concerning the above request, the board of directors shall, in accordance with the Law, Administrative Regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days on receipt of the request. Shareholder has the right to demand the board of directors to state the date of convening the written request</p> <p>2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days on making the decision. Any change made to the original request in the notice shall be agreed by the relevant shareholder</p> <p>3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days on receipt of the request, shareholder may individually or together holding more than 10% of the share of the company be entitled to request the board of directors to hold an extraordinary general meeting or class meeting in writing</p>	<p>Article 7358</p> <p>Shareholder holding more than 10% of share of company shall or together with other shareholder be entitled to request for an extraordinary general meeting or class meeting according to the following procedure</p> <p>1) Upon signing on or over a written request with the same content and format, and stating the object of the meeting, the shareholder may request the board of directors to convene an extraordinary general meeting or class meeting concerning the above request, the board of directors shall, in accordance with the Law, Administrative Regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days on receipt of the request. Shareholder has the right to demand the board of directors to state the date of convening the written request</p> <p>2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days on making the decision. Any change made to the original request in the notice shall be agreed by the relevant shareholder</p> <p>3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days on receipt of the request, shareholder may individually or together holding more than 10% of the share of the company be entitled to request the board of directors to hold an extraordinary general meeting or class meeting in writing</p>

Original articles	Revised articles after the proposed amendments
<p>4) f th^e bo^ard of o^ber^vo^ro^gr^o to conv^en^e th^e xtr^ordⁿar^y g^en^er^al m^eetⁱng or cl^ass m^eetⁱng, it shall too^o a notⁱc^e of g^en^er^al m^eetⁱng withⁱn 5 da^y o^f on makⁱng th^e d^ecⁱoⁿ. An chaⁿg^e o^f mad^e to th^e origⁱnal r^eq^uir^ement in th^e notⁱc^e shall b^e agr^ed b^y th^e r^el^ev^ant cha^rhold^er^s.</p>	<p>4) f th^e bo^ard of o^ber^vo^ro^gr^o to conv^en^e th^e xtr^ordⁿar^y g^en^er^al m^eetⁱng or cl^ass m^eetⁱng, it shall too^o a notⁱc^e of g^en^er^al m^eetⁱng withⁱn 5 da^y o^f on makⁱng th^e d^ecⁱoⁿ. An chaⁿg^e o^f mad^e to th^e origⁱnal r^eq^uir^ement in th^e notⁱc^e shall b^e agr^ed b^y th^e r^el^ev^ant cha^rhold^er^s.</p>
<p>Article 76</p> <p>f a notⁱc^e of g^en^er^al m^eetⁱng do^es not o^ff th^e r^eo^od r^ol^e ty^poⁿo^r do^es not com^pl^y with Articl^e 73 h^er^ein, no votⁱng for d^ecⁱoⁿ sho^uld b^e h^eld a^t th^e g^en^er^al m^eetⁱng.</p>	<p>Article 7661</p> <p>f a notⁱc^e of g^en^er^al m^eetⁱng do^es not o^ff th^e r^eo^od r^ol^e ty^poⁿo^r do^es not com^pl^y with Articl^e 7360 h^er^ein, no votⁱng for d^ecⁱoⁿ sho^uld b^e h^eld a^t th^e g^en^er^al m^eetⁱng.</p>
<p>Article 78</p> <p>Th^e notⁱc^e of a g^en^er^al m^eetⁱng shall m^et th^e followⁱng r^eq^uir^ement^s:</p> <ol style="list-style-type: none"> 1) it shall b^e mad^e in writⁱng 2) it shall o^ff th^e lac^e, dat^e and tim^e of th^e m^eetⁱng 3) it shall o^ff th^e mat^eroⁱto b^e d^ecⁱoⁿ o^fd a^t th^e m^eetⁱng 4) e^xc^ept th^e cha^rhold^eng r^ec^ord dat^e for cha^rhold^er^s who a^re entⁱtl^ed to att^end th^e m^eetⁱng 5) it shall provⁱd^e to th^e cha^rhold^er^s th^e inform^ation and ex^plan^ation n^ec^eo^ss^ary for th^em to mak^e a wⁱd^e d^ecⁱoⁿ on th^e mat^eroⁱto b^e d^ecⁱoⁿ o^fd. Tho^ug^h r^enc^el^y shall a^ll b^ut not limⁱt) to r^eo^od m^erg^er, r^ech^ao^e of cha^ro^r, r^eorg^anⁱz^ation of cha^r capⁱtal or oth^er r^eo^rctⁱng, it shall provⁱd^e th^e o^ffⁱc^e. 	<p>Article 7863</p> <p>Th^e notⁱc^e of a g^en^er^al m^eetⁱng shall m^et th^e followⁱng r^eq^uir^ement^s <u>include the followings</u>:</p> <ol style="list-style-type: none"> 1) it shall b^e mad^e in writⁱng 2) it shall o^ff th^e lac^e, dat^e and tim^e of th^e m^eetⁱng 3) it shall o^ff th^e mat^eroⁱto b^e d^ecⁱoⁿ o^fd a^t th^e m^eetⁱng 4) e^xc^ept th^e cha^rhold^eng r^ec^ord dat^e for cha^rhold^er^s who a^re entⁱtl^ed to att^end th^e m^eetⁱng 5) it shall provⁱd^e to th^e cha^rhold^er^s th^e inform^ation and ex^plan^ation n^ec^eo^ss^ary for th^em to mak^e a wⁱd^e d^ecⁱoⁿ on th^e mat^eroⁱto b^e d^ecⁱoⁿ o^fd. Tho^ug^h r^enc^el^y shall a^ll b^ut not limⁱt) to r^eo^od m^erg^er, r^ech^ao^e of cha^ro^r, r^eorg^anⁱz^ation of cha^r capⁱtal or oth^er r^eo^rctⁱng, it shall provⁱd^e th^e o^ffⁱc^e.

Original articles	Revised articles after the proposed amendments
<p>condition and contract of an) of the record transaction and record exchange in the record and effect of the same</p> <p>6) An director, officer, manager or other officer or management member who has material conflict of interest in an matter object to decision shall disclose the nature and extent of each material conflict of interest of the effect of record matter on each director, officer, manager or other officer or management member in their capacity as shareholder so different from that of other shareholder of the same class, the difference shall also be disclosed</p> <p>7) It shall contain the full text of an order or resolution record to be adopted at the meeting</p> <p>8) It shall contain a clear statement that a shareholder who has right to attend and vote at the meeting shall have the right to a point on or more proxy to attend and vote on their behalf and that each proxy should not be a shareholder</p> <p>9) It shall state the time and place for the delivery of the proxy form for the meeting</p> <p>10) It shall state the name and telephone number of the contact person who handles the meeting affairs</p>	<p>condition and contract of an) of the record transaction and record exchange in the record and effect of the same</p> <p>6) An director, officer, manager or other officer or management member who has material conflict of interest in an matter object to decision shall disclose the nature and extent of</p>

Original articles	Revised articles after the proposed amendments
	<p><u>and may appoint a proxy in writing to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</u></p> <p><u>(4) the record date for shareholders who are entitled to attend the general meeting;</u></p> <p><u>(5) name and telephone number of the contact person for the meeting;</u></p> <p><u>(6) time and procedures of the voting through network or by any other means;</u></p> <p><u>(7) other contents stipulated in laws, administrative regulations, competent departmental rules, regulatory rules of the place where the Company's shares are listed and this Articles of Association.</u></p>
<p>Article 84</p> <p>If a shareholder who is a legal person appoints a representative to attend the meeting, the representative has the right to request the representative to present the identity proof for the shareholder and representative, as well as an authorization or a written letter from the board of directors of the shareholder who is a legal person or other authorized proof of the authorized person.</p>	<p>Article 8469</p> <p>If a shareholder who is a legal person appoints a representative to attend the meeting, the representative has the right to request the representative to present the identity proof for the shareholder and representative, as well as an authorization or a written letter from the board of directors of the shareholder who is a legal person or other authorized proof of the authorized person. <u>If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person.</u></p> <p>If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general meeting. Such authorized person are entitled to attend the meeting on behalf of the recognized clearing</p>

Original articles	Revised articles after the proposed amendments
	<u>house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</u>
<p>Article 86</p> <p>The notice of a meeting and voting proxy shall be filed at the domicile of the company or at another place specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the notice is signed by another person authorized by the contracting party, the authorization letter or other document authorizing the signator shall be notarized. The notarized authorization letter or other authorizing document shall be filed together with the notice of a meeting and the voting proxy at the domicile of the company or at another place specified in the notice of the meeting.</p>	<p>Article 8671</p> <p>The notice of a meeting and voting proxy shall be filed at the domicile of the company or at another place specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the notice is signed by another person authorized by the contracting party, the authorization letter or other document authorizing the signator shall be notarized. The notarized authorization letter or other authorizing document shall be filed together with the notice of a meeting and the voting proxy at the domicile of the company or at another place specified in the notice of the meeting.</p>
<p>Article 87</p> <p>An form issued by the board of directors of the company to the shareholder for the assignment of proxy shall give the shareholder free choice to instruct the proxy to cast vote in favor of or against each resolution and enable the shareholder to give or not instruct on each matter to be voted at the meeting.</p> <p>The authorization letter shall state that if the shareholder does not give or exercise instruction, the proxy shall vote at his/her own discretion.</p>	<p>Article 8772</p> <p>An form issued by the board of directors of the company to the shareholder for the assignment of proxy shall give the shareholder free choice to instruct the proxy to cast vote in favor of or against each resolution and enable the shareholder to give or not instruct on each matter to be voted at the meeting.</p> <p>The authorization letter shall state that if the shareholder does not give or exercise instruction, <u>whether</u> the proxy shall vote at his/her own discretion.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 88</p> <p>Where the entrusting art has decided, in accordance to act, withdrawn the signed a commitment prior to the voting, or the relevant chair has been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid so long as the person did not receive a written notice of the event before commencement of the relevant meeting</p>	<p>Article 88</p> <p>Where the entrusting art has decided, in accordance to act, withdrawn the signed a commitment prior to the voting, or the relevant chair has been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid so long as the person did not receive a written notice of the event before commencement of the relevant meeting</p>
<p>Article 94</p> <p>In the annual general meeting, the board of directors and board of ordinary directors shall report their work during the year to the general meeting and independent director shall do their own work report</p>	<p>Article 9478</p> <p>In the annual general meeting, the board of directors and board of ordinary directors shall report their work during the year to the general meeting and independent director shall do their own work report, which shall include the performance of independent non-executive directors</p>
<p>Article 101</p> <p>Subject to and conditional on compliance with applicable law, regulations and or requirements of the listing rule of the place where the company is incorporated, the board of directors and independent directors and other shareholders who qualify with relevant offered conditions may object for the voting chair from shareholders</p> <p>When the general meeting convenor is held at transaction, the related shareholders shall not participate in the voting of offered in the applicable law, regulations or listing rule of the place where the company is incorporated. No shareholder with voting rights will not be counted within the total number of valid votes. The block announcement on the voting</p>	<p>Article 10185</p> <p>Subject to and conditional on compliance with applicable law, regulations and or requirements of the listing rule of the place where the company is incorporated, the board of directors and independent directors and other shareholders who qualify with relevant offered conditions may object for the voting chair from shareholders, shall not participate in the voting of offered in the applicable law, regulations or listing rule of the place where the company is incorporated. No shareholder with voting rights will not be counted within the total number of valid votes. The block announcement on the voting</p>

Original articles	Revised articles after the proposed amendments
<p>Resolution of the general meeting shall fully disclose the voting results of the non-related party shareholders</p>	<p><u>persons being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights. When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</u></p> <p>When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</p>
<p>Article 103</p> <p>When a poll is taken at a meeting, a shareholder (including proxy) who has the right to two or more votes shall not cast all his votes in the same way</p>	<p>Article 103</p> <p>When a poll is taken at a meeting, a shareholder (including proxy) who has the right to two or more votes shall not cast all his votes in the same way</p>

Original articles	Revised articles after the proposed amendments
<p>Article 104</p> <p>When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote</p>	<p>Article 104</p> <p>When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote</p>
<p>Article 105</p> <p>As for the power to be exercised by the general meeting of shareholders except for each matter mentioned in paragraphs 1), 2), 3), 4), 5), 6), 10), 12), 14) and 17) in Article 63 or other matters in need of going through the special resolution in accordance with the Law, administrative regulations or the Articles of Association, the other matters shall be decided by ordinary resolution at a general meeting</p>	<p>Article 10587</p> <p>As for the power to be exercised by the general meeting of shareholders except for each matter mentioned in paragraphs 1), 2), 3), 4), 5), 6), 10), 12), 14), and 17) and (18) in Article 6350 or other matters in need of going through the special resolution in accordance with the Law, administrative regulations or the Articles of Association, the other matters shall be decided by ordinary resolution at a general meeting</p>
<p>Article 106</p> <p>As for the power to be exercised by the general meeting of shareholders other than those mentioned in paragraphs 7), 8) 9), 11), 13) and 15) in Article 63 or matters required by the Law, administrative regulations or the Articles of Association, or each matter resolved by the general meeting by ordinary resolution to be of significant impact to the company and thereby shall be decided by special resolution, shall be decided by special resolution at a general meeting. And each matter mentioned in paragraph 16) shall reflect all the above mentioned provisions on the ordinary resolution and special resolution in accordance with the specific content of shareholders' resolutions</p>	<p>Article 10688</p> <p>As for the power to be exercised by the general meeting of shareholders other than those mentioned in paragraphs 7), 8) 9), 11), 13) and 15) in Article 6350 or matters required by the Law, administrative regulations or the Articles of Association, or each matter resolved by the general meeting by ordinary resolution to be of significant impact to the company and thereby shall be decided by special resolution, shall be decided by special resolution at a general meeting. And each matter mentioned in paragraph 16) shall reflect all the above mentioned provisions on the ordinary resolution and special resolution in accordance with the specific content of shareholders' resolutions</p>
<p>Article 107</p> <p>The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been</p>	<p>Article 10789</p> <p>The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been</p>

Original articles	Revised articles after the proposed amendments
<p>Good record shall be found and shall be announced at the meeting and recorded in the minutes of meeting</p>	<p>Good record shall be found and shall be announced at the meeting and recorded in the minutes of meeting</p> <p><u>The physical meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</u></p>
<p>Article 109</p> <p>Content of voting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendance signed by the attendant shareholder and proxy shall be kept at the company's office for a period not less than 10 years.</p>	<p>Article 109</p> <p>Content of voting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendance signed by the attendant shareholder and proxy shall be kept at the company's office for a period not less than 10 years.</p>
<p>Article 110</p> <p>Shareholder may examine photocopy of the minutes of meeting during the company's office hours for free of charge. If a shareholder requests a photocopy of the relevant minutes of meeting, the company shall send such photocopy within seven days on receipt of a request of reasonable charge.</p>	<p>Article 110</p> <p>Shareholder may examine photocopy of the minutes of meeting during the company's office hours for free of charge. If a shareholder requests a photocopy of the relevant minutes of meeting, the company shall send such photocopy within seven days on receipt of a request of reasonable charge.</p>
<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholder who hold different classes of shares shall be shareholder of different classes</p>	<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholder who hold different classes of shares shall be shareholder of different classes</p>

Original articles	Revised articles after the proposed amendments
<p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the Law, administrative regulations and the Articles of Association.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting shares" must appear in the designation of each share.</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" or "limited voting".</p> <p>The Company shall not need to change or amend the shareholders' rights of a class of shares unless such change or amendment has been approved by a special resolution of the general meeting and by a two-thirds majority of the affected shareholders of the class of shares in accordance with Articles 114 to 118.</p> <p>The quorum for convening a general meeting of shareholders shall be the shareholders at least one-third of the paid-up shares of relevant class.</p>	<p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the Law, administrative regulations and the Articles of Association.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting shares" must appear in the designation of each share.</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" or "limited voting".</p> <p>The Company shall not need to change or amend the shareholders' rights of a class of shares unless such change or amendment has been approved by a special resolution of the general meeting and by a two-thirds majority of the affected shareholders of the class of shares in accordance with Articles 114 to 118.</p> <p>The quorum for convening a general meeting of shareholders shall be the shareholders at least one-third of the paid-up shares of relevant class.</p>
<p>Article 112</p> <p>Where a change in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulators or a authority which lead to the change of the class of shareholders' rights or rights shall not require the approval of shareholders meeting or class meeting.</p>	<p>Article 112</p> <p>Where a change in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulators or a authority which lead to the change of the class of shareholders' rights or rights shall not require the approval of shareholders meeting or class meeting.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 113</p> <p>The right of the holder of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <ol style="list-style-type: none"> 1 an increase or decrease in the number of shares of each class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileged or special rights to those of the shares of each class; 2 a change of all or part of the shares of each class into shares of another class, a conversion of all or part of the shares of another class into shares of each class or the grant of the right to each change; 3 a removal or reduction of rights to accrued dividends or to be paid dividends attached to shares of each class; 4 a reduction or removal of a dividend preference or to the distribution preference during liquidation of the company, attached to shares of each class; 5 an addition, removal or reduction of conversion rights, voting rights, transfer rights, pre-emptive rights to rights to receive rights to acquire shares of the company attached to shares of each class; 6 a removal or reduction of rights to receive amounts payable to the company in a particular circumstance attached to shares of each class; 7 a creation of a new class of shares with voting rights, distribution rights or other privileged or special rights to those of the shares of that class. 	<p>Article 113</p> <p>The right of the holder of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <ol style="list-style-type: none"> 1 an increase or decrease in the number of shares of each class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileged or special rights to those of the shares of each class; 2 a change of all or part of the shares of each class into shares of another class, a conversion of all or part of the shares of another class into shares of each class or the grant of the right to each change; 3 a removal or reduction of rights to accrued dividends or to be paid dividends attached to shares of each class; 4 a reduction or removal of a dividend preference or to the distribution preference during liquidation of the company, attached to shares of each class; 5 an addition, removal or reduction of conversion rights, voting rights, transfer rights, pre-emptive rights to rights to receive rights to acquire shares of the company attached to shares of each class; 6 a removal or reduction of rights to receive amounts payable to the company in a particular circumstance attached to shares of each class; 7 a creation of a new class of shares with voting rights, distribution rights or other privileged or special rights to those of the shares of that class.

Original articles	Revised articles

Original articles	Revised articles after the proposed amendments
<p>2 If the Company has brought back to own shareholders an agreement to take ^{exchange} in accordance with Article 32 hereof, holders of shares in relation to such agreement shall be "interested shareholders".</p> <p>3 Under a restructuring ^{restructuring} restructuring ^{restructuring} of the Company, shareholders who will be liable in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring ^{restructuring} restructuring ^{restructuring} of the Company that is different from the interest in other restructuring restructuring ^{restructuring} restructuring ^{restructuring} of other shareholders of the same class shall be "interested shareholders".</p>	<p>2 If the Company has brought back to own shareholders an agreement to take exchange in accordance with Article 32 hereof, holders of shares in relation to such agreement shall be "interested shareholders".</p> <p>3 Under a restructuring restructuring restructuring restructuring of the Company, shareholders who will be liable in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring restructuring restructuring restructuring of the Company that is different from the interest in other restructuring restructuring restructuring restructuring of other shareholders of the same class shall be "interested shareholders".</p>
<p>Article 115</p> <p>Resolution of a meeting of shareholders of different classes may be adopted only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 114.</p>	<p>Article 115</p> <p>Resolution of a meeting of shareholders of different classes may be adopted only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 114.</p>
<p>Article 116</p> <p>When the Company is to hold a class ^{class} meeting, the road ^{road} of issuing a written notice shall be the same as the road ^{road} of issuing a written notice of a non-class meeting to be convened together with other class meeting, and the provision ^{provision} provision ^{provision} of Article 77 of the Articles ^{Articles} of Association shall apply.</p> <p>If the company ^{company} company ^{company} is required by the law ^{law} law ^{law} where the company ^{company} company ^{company} is located, other requirements shall prevail.</p>	<p>Article 116</p> <p>When the Company is to hold a class meeting, the road of issuing a written notice shall be the same as the road of issuing a written notice of a non-class meeting to be convened together with other class meeting, and the provision of Article 77 of the Articles of Association shall apply.</p> <p>If the company company company company is required by the law law law law where the company company company company is located, other requirements shall prevail.</p>

Original articles	Revised articles after the proposed amendments

Original articles	Revised articles after the proposed amendments
<p>3) Where with the approval by the Director of Regulation a thorft of the total net the domestic shareholdings transfer the shareholding to the foreign investors for over-sea listing and trading, or convert all or part of the domestic shares into over-sea listed shares for listing and trading on over-sea stock exchange ()</p>	<p>3) Where with the approval by the Director of Regulation a thorft of the total net the domestic shareholdings transfer the shareholding to the foreign investors for over-sea listing and trading, or convert all or part of the domestic shares into over-sea listed shares for listing and trading on over-sea stock exchange ()</p>
<p>Article 120</p> <p>1) To ensure and oversee the thorough implementation of the guidelines and policies of the Board and the statutory provisions and decisions made by the Board, the Central Committee, the Committee of the Independent Board Committee and the Government, the Chairman and the Secretary and Administration Committee and the Beijing Ning Holding Co., Ltd through the Chairman</p>	<p>Article 120⁹²</p> <p>1) To ensure and oversee the thorough implementation of the guidelines and policies of the Board and the statutory provisions and decisions made by the Board, the Central Committee, the Committee of the Independent Board Committee and the Government, the Chairman and the Secretary and Administration Committee and the Beijing Ning Holding Co., Ltd through the Chairman</p>
<p>Article 124</p> <p>The directors, both collective and individual, are expected to fulfill their duties and duties of skill, care and diligence to a standard at least in compliance with the standard established by the Law of Hong Kong. Those who have ever director in the performance of his duties as a director</p> <p>a) act honestly and in good faith in the interests of the company as a whole</p> <p>b) act for no other purposes</p> <p>c) be responsible to the power for the decision or major decision of the company</p>	<p>Article 124⁹⁶</p> <p>The directors, both collective and individual, are expected to fulfill their duties and duties of skill, care and diligence to a standard at least in compliance with the standard established by the Law of Hong Kong. Those who have ever director in the performance of his duties as a director</p> <p>a) act honestly and in good faith in the interests of the company as a whole</p> <p>b) act for no other purposes</p> <p>c) be responsible to the power for the decision or major decision of the company</p>

Original articles	Revised articles after the proposed amendments
<p>d) avoid act and of ntal conflict of int r ct and conflict in d t</p> <p>e) disclooe f ll and fair h o int r ct in contract with th eoo r and</p> <p>f) a l o ch d gr ee of d kll, c a e and d l g n e o m a r e o n a b l b e x e c t d o f a e r o n o f h o k n o w l d g e and e x e r n e e and holding a d r e c t o r c h i n a l o d c o m a n</p>	<p>d) avoid act and of ntal conflict of int r ct and conflict in d t</p> <p>e) disclooe f ll and fair h o int r ct in contract with th eoo r and</p> <p>f) a l o ch d gr ee of d kll, c a e and d l g n e o m a r e o n a b l b e x e c t d o f a e r o n o f h o k n o w l d g e and e x e r n e e and holding a d r e c t o r c h i n a l o d c o m a n</p>
<p>Article 125</p> <p>The int ntion to nomina a candida o d r e c t o r and th e w r i t t e n n o t i c e o f o c h c a n d i d a t e r g a r d i n g h o w i l l i n g n o o t o a c c e t t h e n o m i n a t i o n c h a l l b e g i v e n t o t h e n o l a t e r t h a n 7 d a o r r o r t o t h e d a e o n t e d f o r o c h g e n e r a l m e e t i n g</p>	<p>Article 12597</p> <p>The int ntion to nomina a candida o d r e c t o r and th e w r i t t e n n o t i c e o f o c h c a n d i d a t e r g a r d i n g h o w i l l i n g n o o t o a c c e t t h e n o m i n a t i o n c h a l l b e g i v e n t o t h e n o l a t e r t h a n 7 d a o r r o r t o t h e d a e o n t e d f o r o c h g e n e r a l m e e t i n g</p>
<p>Article 127</p> <p>f th e m e m b e r o f t h e d r e c t o r o f a l l b e l o w t h e m i n i m m o t a t o r r e q u i r e m e n t d e t o a d r e c t o r o f e o g n a t i o n, t h e n o t i c e o f r e o g n a t i o n o f t h e r e o g n i n g d r e c t o r w i l l o n l y b e c o m e e f f e c t i v e n t i l a n e w d r e c t o r i s a p o i n t e d t o f i l l t h e v a c a n c y. T h e r e m a i n i n g m e m b e r s o f t h e b o a r d c h o l d c o n v e n e n e x t r a o r d i n a r y g e n e r a l m e e t i n g t o e l e c t a n e w d r e c t o r t o f i l l t h e v a c a n c y a s s o o n a s p o s s i b l e. I f t h e b o a r d o f d r e c t o r s a p p r o m i t t e d b y a l e g a l l a w a n d r e g l a t i o n, a p o i n t e d a n e w d r e c t o r t o f i l l t h e c a p a c i t y v a c a n c y i n t h e b o a r d o r a n a d d i t i o n a l d r e c t o r w i t h o u t v i o l a t i o n o f r e l e v a n t l a w, r e g l a t i o n a n d r e g l a t o r r i l e o f t h e l a c o w h e r e t h e c o m p a n y o c c a s i o n a l l y d, t h e</p>	<p>Article 12799</p> <p>f th e m e m b e r o f t h e d r e c t o r o f a l l b e l o w t h e m i n i m m o t a t o r r e q u i r e m e n t d e t o a d r e c t o r o f e o g n a t i o n, t h e n o t i c e o f r e o g n a t i o n o f t h e r e o g n i n g d r e c t o r w i l l o n l y b e c o m e e f f e c t i v e n t i l a n e w d r e c t o r i s a p o i n t e d t o f i l l t h e v a c a n c y. T h e r e m a i n i n g m e m b e r s o f t h e b o a r d c h o l d c o n v e n e n e x t r a o r d i n a r y g e n e r a l m e e t i n g t o e l e c t a n e w d r e c t o r t o f i l l t h e v a c a n c y a s s o o n a s p o s s i b l e. I f t h e b o a r d o f d r e c t o r s a p p r o m i t t e d b y a l e g a l l a w a n d r e g l a t i o n, a p o i n t e d a n e w d r e c t o r t o f i l l t h e c a p a c i t y v a c a n c y i n t h e b o a r d o r a n a d d i t i o n a l d r e c t o r w i t h o u t v i o l a t i o n o f r e l e v a n t l a w, r e g l a t i o n a n d r e g l a t o r r i l e o f t h e l a c o w h e r e t h e c o m p a n y o c c a s i o n a l l y d, t h e</p>

Original articles	Revised articles after the proposed amendments
<p>director of a joint venture at the next general meeting of the Company and be eligible for re-election</p>	<p>director of a joint venture at the next general meeting of the Company and be eligible for re-election</p>
<p>Article 138</p> <p>The board of directors exercise the following functions and powers</p> <p>(15) to form the stock option incentive plan of the Company</p> <p>(16) to manage information disclosure of the Company</p> <p>(17) to report to the board of directors on the performance or achievement of the accounting firms which provided audit services to the Company</p> <p>(18) to listen to work reports of the general manager and review his work</p> <p>(19) to appoint or replace the director or supervisor other than the employee representative director or supervisor in the Company or wholly owned subsidiary or nominal candidate director or supervisor other than the employee representative director or supervisor in the consolidated subsidiary and associate of the Company and recommend candidate for senior management in wholly owned subsidiary and consolidated subsidiary</p> <p>(20) to review and approve the major transaction of the Company external guarantee which is not covered by Article 64 for review and consideration at a general meeting</p>	<p>Article 13810</p> <p>The board of directors exercise the following functions and powers</p> <p>(15) to form the stock option incentive plan <u>and the employee stock ownership plan</u> of the Company</p> <p><u>(16) to consider the Company's external donations and sponsorships with a single amount of RMB3 million or more and less than 0.1% of the latest audited net assets included in the current period's profit and loss;</u></p> <p>(167) to manage information disclosure of the Company</p> <p>(178) to report to the board of directors on the performance or achievement of the accounting firms which provided audit services to the Company</p> <p>(189) to listen to work reports of the general manager and review his work</p> <p>1920 to appoint or replace the director or supervisor other than the employee representative director or supervisor in the Company or wholly owned subsidiary or nominal candidate director or supervisor other than the employee representative director or supervisor in the consolidated subsidiary and associate of the Company and</p>

Original articles	Revised articles after the proposed amendments
<p>21) Other powers authorized by the Law on Administrative Litigation and departmental regulations of the Litigation Law where the Chairman of the Board, the Article of Association and the general meeting</p> <p>22) In determining the objectives of rational and management of the Company, the board of directors and management team shall first of all ensure from the part of the Company. The objectives of rational and management of the Company include but not limited to</p> <p>except for the board resolution in respect of the matters referred in paragraph (6), 7) and 14) which shall be decided by more than two-thirds of the directors, the board resolution in respect of all other matters shall be decided by more than one-half of the directors</p>	<p>recommends candidates for senior management in wholly owned subsidiary and controlled subsidiary</p> <p>201) to review and approve the matters on the Company's external guarantee which are not covered by Article 64⁵¹ for review and consideration of the general meeting</p> <p>242) Other powers authorized by the Law on Administrative Litigation and departmental regulations of the Litigation Law where the Chairman of the Board, the Article of Association and the general meeting</p>

Original articles	Revised articles after the proposed amendments
	<p>22) in determining the objectives of the company, the board of directors and management team shall first of all know from the part of the company. The objectives of the company and management of the company shall be not limited to</p> <p>except for the board resolution of the matters referred in paragraphs (6), (7) and (14) which shall be good be more than two-thirds of the directors, the board resolution of all other matters shall be good be more than one-half of the directors. <u>Matters authorized by the board of directors to the management by the board shall be passed by more than two-thirds of the directors.</u></p>
<p>Article 140</p> <p>Each of the committees responsible to the board of directors and to members are composed of directors. Among which, the majority members in the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the qualification or required by the main board listing rules or a related accounting or related financial management experts. The board of directors may also set additional committees or advisory committees of the company. The board of directors shall also formally the scope of responsibility and role of each committee under the board of directors.</p>	<p>Article 14012</p> <p>Each of the committees responsible to the board of directors and to members are composed of directors. Among which, the majority members in the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the qualification or required by the main board listing rules <u>Hong Kong Listing Rules</u>, or a related accounting or related financial management experts. The board of directors may also set additional committees or advisory committees of the company. The board of directors shall also formally the scope of responsibility and role of each committee under the board of directors.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 141</p> <p>in case where the executed value of fixed amount to be paid for dividend by the board of directors, when aggregated with value of fixed amount to be paid within for month before the dividend dividend, exceeds 33% of the fixed amount to value of total in the last balance sheet considered by the general meeting, the board of directors shall not dividend or consent to dividend of cash fixed amount to without prior approval by the general meeting</p> <p>The term "fixed amount to dividend" referred to in the Article referred to among other things) transferring certain interest in amount, but not including provision of grant of bonus of fixed amount</p> <p>The validity of transaction regarding fixed amount to dividend by the company shall not be affected due to breach of the first paragraph of the Article</p>	<p>Article 141</p> <p>in case where the executed value of fixed amount to be paid for dividend by the board of directors, when aggregated with value of fixed amount to be paid within for month before the dividend dividend, exceeds 33% of the fixed amount to value of total in the last balance sheet considered by the board of directors shall not dividend or consent to dividend of cash fixed amount to without prior approval by the general meeting</p> <p>The term "fixed amount to dividend" referred to in the Article referred to among other things) transferring certain interest in amount, but not including provision of grant of bonus of fixed amount</p> <p>The validity of transaction regarding fixed amount to dividend by the company shall not be affected due to breach of the first paragraph of the Article</p>
<p>Article 144</p> <p>The part committee, chairman, and shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of observers may propose the holding of an extraordinary meeting of the board of directors</p> <p>Where there is urgent matter, the extraordinary board meeting may be held on a resolution by the chairman, which is not subject to the requirement of meeting notice</p>	<p>Article 14415</p> <p>The part committee, chairman, specialized committee of the board of directors, and shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of observers may propose the holding of an extraordinary meeting of the board of directors</p> <p>Where there is urgent matter, the extraordinary board meeting may be held on a resolution by the chairman, which is not subject to the requirement of meeting notice</p>

Original articles	Revised articles after the proposed amendments
<p>in the paragraph 3 of the Article, given that a prior notice shall be given to directors, officers and general manager</p> <p>Article 145</p> <p>The notice of board meeting may be delivered in the manner provided in Article 246 of the Article of Association</p>	<p>in the paragraph 34 of the Article, given that a prior notice shall be given to directors, officers and general manager</p> <p>Article 14516</p> <p>The notice of board meeting may be delivered in the manner provided in Article 24603 of the Article of Association</p>
<p>Article 148</p> <p>except for the consideration on the related transaction of the board of directors provided in Article 150, the board meeting shall not be held unless more than one half of the directors are present</p>	<p>Article 14819</p> <p>except for the consideration on the related transaction of the board of directors provided in Article 15021, the board meeting shall</p>

Original articles	Revised articles after the proposed amendments
<p>Article 180</p> <p>Resolutions at the meeting of the board of supervisors shall be good and valid more than two-thirds of the supervisors' votes.</p>	<p>Article 18051</p> <p>Resolutions at the meeting of the board of supervisors shall be good and valid <u>more than one half of the supervisors</u></p>
<p>Article 186</p> <p>The validity of an act of a director or officer on behalf of the Company towards a bona fide third party shall not be affected by an irregularity in the election or a defect in his qualification.</p>	<p>Article 186</p> <p>The validity of an act of a director or officer on behalf of the Company towards a bona fide third party shall not be affected by an irregularity in the election or a defect in his qualification.</p>
<p>Article 187</p> <p>In addition to the obligations imposed by law, administrative regulations or listing rules of the stock exchange upon which each of the Company is listed, the Company's directors, officers, managers and other personnel owe a duty to each shareholder, in the exercise of their functions and powers of the Company, entered into the following:</p> <ol style="list-style-type: none"> 1 not cause the Company to exceed the scope of business laid in its articles of incorporation; 2 act honestly in the best interests of the Company; 3 not exercise in any way the Company's corporate rights, including without limitation) or any other rights or advantages of the Company; and 4 not deprive the shareholders of their individual rights or interests, including without limitation) rights to distribution and voting rights, or to elect or to be elected as a director or officer of the Company. 	<p>Article 187</p> <p>In addition to the obligations imposed by law, administrative regulations or listing rules of the stock exchange upon which each of the Company is listed, the Company's directors, officers, managers and other personnel owe a duty to each shareholder, in the exercise of their functions and powers of the Company, entered into the following:</p> <ol style="list-style-type: none"> 1 not cause the Company to exceed the scope of business laid in its articles of incorporation; 2 act honestly in the best interests of the Company; 3 not exercise in any way the Company's corporate rights, including without limitation) or any other rights or advantages of the Company; and 4 not deprive the shareholders of their individual rights or interests, including without limitation) rights to distribution and voting rights, or to elect or to be elected as a director or officer of the Company.

Original articles	Revised articles after the proposed amendments
<p>the ●man o' bmit^ed to sh^ehold^ero' for a roval^e in accordanc^e with th^eo' Artcl^e o' of Assoc^eation</p>	<p>the ●man o' bmit^ed to sh^ehold^ero' for a roval^e in accordanc^e with th^eo' Artcl^e o' of Assoc^eation</p>
<p>Article 188</p> <p>each of th^e ●man o' r^ectoro' o' r^ev^eoro' g^en^eral man^eg^er and oth^er o^en^eor man^eg^ement m^emb^ero'ow o'ad t^e, in th^e x^ere^eo' of h^eo'ow ro' and d^eocharg^e of h^eo' d^et^eo' to x^ere^eo' th^e c^ea^e, d^eilig^enc^e and o^ekill th^eat ar^e r^eonabl^er d^ent^e r^eoon wo^eld x^ere^eo' in com^e ar^eabl^ec^erc m^eo^eanc^eo'</p>	<p>Article 188</p> <p>each of th^e ●man o' r^ectoro' o' r^ev^eoro' g^en^eral man^eg^er and oth^er o^en^eor man^eg^ement m^emb^ero'ow o'ad t^e, in th^e x^ere^eo' of h^eo'ow ro' and d^eocharg^e of h^eo' d^et^eo' to x^ere^eo' th^e c^ea^e, d^eilig^enc^e and o^ekill th^eat ar^e r^eonabl^er d^ent^e r^eoon wo^eld x^ere^eo' in com^e ar^eabl^ec^erc m^eo^eanc^eo'</p>
<p>Article 189</p> <p>Th^e ●man o' d^er^ectoro' o' r^ev^eoro' and o^en^eor man^eg^ement m^eo^e in th^e x^ere^eo' of th^e r^ed^et^eo' ab^ed b^e th^e r^enc^e l^eo' of good f^eath and ch^eall not l^eac^e th^e mo^elv^eo' in a o^eo^eon wh^er th^e r^eo' a conflict b^etw^en th^e r^e r^eoon^eal int^er o^e and th^e r^ed^et^eo' Th^eo' r^enc^e l^e ch^eall incl^ed^e (b^et not l^eim^ed to) th^e f^ell^ellm^ent of th^e follow^eing oblig^eationo'</p> <p>1 to act hon^eo^el^e in th^e b^eo^e int^er o^e of th^e ●man</p> <p>2 to x^ere^eo'ow ro' with^en th^e o^eo^e of th^e r^ef^enet^eono' and ow ro' and not to x^ec^ed o^ech ow ro'</p> <p>3 to r^eoon^eal x^ere^eo' th^e d^eo^eer t^eon v^eo^ed in h^em^eh^er, not to allow h^em^eo^elf h^ero^elf to b^e man^e l^ead b^e noth^er r^eoon and, not to d^el^eg^eat th^e x^ere^eo' of h^eo' d^eo^eer t^eon to noth^er at nl^eco^e r^emit^ed b^e th^e law and adm^en^eo^etr^eativ^e r^eg^el^eat^eono^eor with th^e inform^ed co^eno^ent of th^e g^en^eral m^eting</p> <p>4 to tr^eat sh^ehold^ero' of th^e o^eam^e cl^eoo^e e^eq^eal and to tr^eat sh^ehold^ero' of diff^eer^ent cl^eoo^e o^efarl</p>	<p>Article 189</p> <p>Th^e ●man o' d^er^ectoro' o' r^ev^eoro' and o^en^eor man^eg^ement m^eo^e in th^e x^ere^eo' of th^e r^ed^et^eo' ab^ed b^e th^e r^enc^e l^eo' of good f^eath and ch^eall not l^eac^e th^e mo^elv^eo' in a o^eo^eon wh^er th^e r^eo' a conflict b^etw^en th^e r^e r^eoon^eal int^er o^e and th^e r^ed^et^eo' Th^eo' r^enc^e l^e ch^eall incl^ed^e (b^et not l^eim^ed to) th^e f^ell^ellm^ent of th^e follow^eing oblig^eationo'</p> <p>1 to act hon^eo^el^e in th^e b^eo^e int^er o^e of th^e ●man</p> <p>2 to x^ere^eo'ow ro' with^en th^e o^eo^e of th^e r^ef^enet^eono' and ow ro' and not to x^ec^ed o^ech ow ro'</p> <p>3 to r^eoon^eal x^ere^eo' th^e d^eo^eer t^eon v^eo^ed in h^em^eh^er, not to allow h^em^eo^elf h^ero^elf to b^e man^e l^ead b^e noth^er r^eoon and, not to d^el^eg^eat th^e x^ere^eo' of h^eo' d^eo^eer t^eon to noth^er at nl^eco^e r^emit^ed b^e th^e law and adm^en^eo^etr^eativ^e r^eg^el^eat^eono^eor with th^e inform^ed co^eno^ent of th^e g^en^eral m^eting</p> <p>4 to tr^eat sh^ehold^ero' of th^e o^eam^e cl^eoo^e e^eq^eal and to tr^eat sh^ehold^ero' of diff^eer^ent cl^eoo^e o^efarl</p>

Original articles	Revised articles after the proposed amendments
<p>5 not to concl^ed^e a contract or^e nt^er into a transaction or arrang^ement with th^e ● m^e an^e ex^e t^e o^eth^e r w^eo^e rovd^ed in th^eo Artcl^e o^ef Assoc^eation of th^e ● m^e an^e or with th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>	<p>5 not to concl^ed^e a contract or^e nt^er into a transaction or arrang^ement with th^e ● m^e an^e ex^e t^e o^eth^e r w^eo^e rovd^ed in th^eo Artcl^e o^ef Assoc^eation of th^e ● m^e an^e or with th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>
<p>6 not to o^e th^e ● m^e an^e ro^e rt for h^eo^eown b^e n^e f^e t^e n^e an^e wa^e witho^e t th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>	<p>6 not to o^e th^e ● m^e an^e ro^e rt for h^eo^eown b^e n^e f^e t^e n^e an^e wa^e witho^e t th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>
<p>7 not to ex^e lo^est h^eo^eo^eo^etion to acc^e t br^eb^e o^eo^er oth^e r ill^e gal^e inco^em^e, mo^eo^e ro^e r^eat th^e ● m^e an^e o^e f ndo^e or ex^e ro^e r^eat th^e ● m^e an^e o^e ro^e rt b^e an^e m^e no^e incl^eding witho^e t limit^eation) o^e ort nt^e o^e adv^ent^eg^e o^e o^e to th^e ● m^e an^e</p>	<p>7 not to ex^e lo^est h^eo^eo^eo^etion to acc^e t br^eb^e o^eo^er oth^e r ill^e gal^e inco^em^e, mo^eo^e ro^e r^eat th^e ● m^e an^e o^e f ndo^e or ex^e ro^e r^eat th^e ● m^e an^e o^e ro^e rt b^e an^e m^e no^e incl^eding witho^e t limit^eation) o^e ort nt^e o^e adv^ent^eg^e o^e o^e to th^e ● m^e an^e</p>
<p>8 not to acc^e t comm^eo^eo^eno^en conn^ect^eo^en with ● m^e an^e o^e trans^eact^eo^en witho^e t th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>	<p>8 not to acc^e t comm^eo^eo^eno^en conn^ect^eo^en with ● m^e an^e o^e trans^eact^eo^en witho^e t th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>
<p>9 to abd^e b^e th^e Artcl^e o^ef Assoc^eation of th^e ● m^e an^e, r^eform h^eo^ed t^e o^e fath^e f ll^e, and rot^e et th^e nt^e r^e o^eo^ef th^e ● m^e an^e and not to ex^e lo^est h^eo^eo^eo^etion and o^e w^e r^e n^e th^e ● m^e an^e to adv^enc^e h^eo^eown r^evd^e nt^e r^e o^e</p>	<p>9 to abd^e b^e th^e Artcl^e o^ef Assoc^eation of th^e ● m^e an^e, r^eform h^eo^ed t^e o^e fath^e f ll^e, and rot^e et th^e nt^e r^e o^eo^ef th^e ● m^e an^e and not to ex^e lo^est h^eo^eo^eo^etion and o^e w^e r^e n^e th^e ● m^e an^e to adv^enc^e h^eo^eown r^evd^e nt^e r^e o^e</p>
<p>10 not to o^e k for h^emo^e lf h^e ro^e lf or oth^e ro th^e b^e o^en co^eo^e ort nt^e o^e o^e r^e g^e n^e l^e b^e lo^eng to th^e ● m^e an^e, o^e r^eat for h^emo^e lf or oth^e ro b^e o^en co^e o^e m^e l^ear to th^e ● m^e an^e o^e and com^e t^e with th^e ● m^e an^e in an^e wa^e witho^e t th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>	<p>10 not to o^e k for h^emo^e lf h^e ro^e lf or oth^e ro th^e b^e o^en co^eo^e ort nt^e o^e o^e r^e g^e n^e l^e b^e lo^eng to th^e ● m^e an^e, o^e r^eat for h^emo^e lf or oth^e ro b^e o^en co^e o^e m^e l^ear to th^e ● m^e an^e o^e and com^e t^e with th^e ● m^e an^e in an^e wa^e witho^e t th^e inform^ed cono^ent of th^e g^e n^e r^e l^e m^e tng</p>
<p>11 not to mo^eo^e ro^e r^eat ● m^e an^e f ndo^e or d^e o^eo^et th^e ● m^e an^e f ndo^e or o^eo^e to in an^e acc^eo^e nt nd^e r h^eo^eown or oth^e r o^e n^e an^e</p>	<p>11 not to mo^eo^e ro^e r^eat ● m^e an^e f ndo^e or d^e o^eo^et th^e ● m^e an^e f ndo^e or o^eo^e to in an^e acc^eo^e nt nd^e r h^eo^eown or oth^e r o^e n^e an^e</p>
<p>12 not to, in viol^eation of th^e rovd^eo^eno^eo^ef th^eo Artcl^e o^ef Assoc^eation, I nd^e f ndo^e to an^e oth^e r ro^e n^e or rovd^e o^e c^e rt for th^e ● m^e an^e o^e</p>	<p>12 not to, in viol^eation of th^e rovd^eo^eno^eo^ef th^eo Artcl^e o^ef Assoc^eation, I nd^e f ndo^e to an^e oth^e r ro^e n^e or rovd^e o^e c^e rt for th^e ● m^e an^e o^e</p>

Original articles	Revised articles after the proposed amendments
<p>shall hold forth their room with an interest of the Company, without the consent of the general meeting or board of directors</p>	<p>shall hold forth their room with an interest of the Company, without the consent of the general meeting or board of directors</p>
<p>13 not to harm the interest of the Company through acts of dishonesty</p>	<p>13 not to harm the interest of the Company through acts of dishonesty</p>
<p>14 not to disclose confidential information relating to the Company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to disclose information except in the interest of the Company; however, such information may be disclosed to the court or other government authority in any of the following circumstances</p>	<p>14 not to disclose confidential information relating to the Company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to disclose information except in the interest of the Company; however, such information may be disclosed to the court or other government authority in any of the following circumstances</p>
<p>1) provided by law</p> <p>2) required in the best interest or</p> <p>3) required in the interest of each director, officer or employee of the Company</p>	<p>1) provided by law</p> <p>2) required in the best interest or</p> <p>3) required in the interest of each director, officer or employee of the Company</p>
<p>The income gained in violation of the provisions of this Article by the person mentioned herein shall belong to the Company and for an amount owed to the Company as a result of such violation, the violating person shall be liable for compensation</p>	<p>The income gained in violation of the provisions of this Article by the person mentioned herein shall belong to the Company and for an amount owed to the Company as a result of such violation, the violating person shall be liable for compensation</p>
	<p><u>Directors shall comply with laws, administrative regulations, and this Articles of Association and, with the following duties of loyalty to the Company, directors:</u></p> <p><u>1. shall not exploit his position to accept bribes or other illegal income, misappropriate the Company's property;</u></p>

Original articles	Revised articles after the proposed amendments
	<p><u>2. shall not misappropriate the Company's funds;</u></p> <p><u>3. shall not deposit assets or funds of the Company into accounts held in their own names or in the name of any other individual;</u></p> <p><u>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</u></p> <p><u>5. shall not enter into contracts or transactions with the Company either in violation of these Articles of Association or without the consent of a general meeting;</u></p> <p><u>6. shall not, without the consent of a general meeting, take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or for any other person, or operate business similar to the Company's for himself/herself or for any other person;</u></p> <p><u>7. shall not accept commissions for transactions with the Company as their own;</u></p> <p><u>8. shall not disclose Company secrets without authorization;</u></p> <p><u>9. shall not make use of their related-party relationship to damage the Company's interests;</u></p> <p><u>10. shall have other duties of loyalty prescribed by laws, administrative regulations, departmental rules and the Articles of Association.</u></p>

Original articles	Revised articles after the proposed amendments
	<p><u>Any income obtained by a director in violation of this article shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.</u></p>
<p>Article 190</p> <p>Each director, officer, general manager or other officer management member of the Company shall not cause the following person or persons ("Connected Persons") to do what he is prohibited from doing</p> <p>1 the officer or minor child of each director, officer or officer management of the Company</p> <p>2 the trustee of a director, officer or officer management of the Company or of an officer referred in item 1) hereof</p> <p>3 the attorney of a director, officer or officer management of the Company or of an officer referred in item 1) and 2) hereof</p> <p>4 the company over which a director, officer or officer management of the Company, alone or jointly with an officer referred to in item 1), 2) and 3) hereof or another director, officer or officer management of the Company, has actual control and</p> <p>5 the director, officer or officer of a company being controlled or referred to in item 4) hereof</p>	<p>Article 190</p> <p>Each director, officer, general manager or other officer management member of the Company shall not cause the following person or persons ("Connected Persons") to do what he is prohibited from doing</p> <p>1 the officer or minor child of each director, officer or officer management of the Company</p> <p>2 the trustee of a director, officer or officer management of the Company or of an officer referred in item 1) hereof</p> <p>3 the attorney of a director, officer or officer management of the Company or of an officer referred in item 1) and 2) hereof</p> <p>4 the company over which a director, officer or officer management of the Company, alone or jointly with an officer referred to in item 1), 2) and 3) hereof or another director, officer or officer management of the Company, has actual control and</p> <p>5 the director, officer or officer of a company being controlled or referred to in item 4) hereof</p>

Original articles	Revised articles after the proposed amendments
	<p><u>Article 158</u></p> <p><u>Directors shall comply with laws, administrative regulations, and this Articles of Association, and, with the following duties of diligence to the Company, directors:</u></p> <p><u>1. shall be prudent, scrupulous and diligent in exercising the authority conferred by the Company to ensure that the business activities of the Company comply with the laws, administrative regulations and various national economic policy requirements of the state, and that the business activities do not go beyond the scope of business activities specified in the Company’s business license;</u></p> <p><u>2. shall treat all shareholders equally;</u></p> <p><u>3. shall keep abreast of the Company’s business operation management status;</u></p> <p><u>4. shall sign confirmation in writing for periodic reports of the Company, and ensure that the information disclosed by the Company is true, accurate, and complete;</u></p> <p><u>5. shall provide accurate information and materials to the board of supervisors, and shall not interfere with the performance of duties by the board of supervisors or individual supervisors;</u></p> <p><u>6. shall have other duties of diligence prescribed by laws, administrative regulations, departmental rules and these Articles of Association.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 195</p> <p>The Company shall not in any manner a tax for or on behalf of its directors, officers or employees.</p>	<p>Article 195</p> <p>The Company shall not in any manner a tax for or on behalf of its directors, officers or employees.</p>
<p>Article 196</p> <p>The Company shall not directly or indirectly provide a loan or loan credit for a director, officer or employee or management of the Company or of the Company's parent company, or connected person of the above-mentioned person.</p> <p>The provisions of the preceding paragraph shall not apply to the following circumstances:</p> <p>1 the provision of a loan or loan credit by the Company for a body of the Company</p> <p>2 the provision of a loan or loan credit or other funds by the Company to a director, officer or employee or management of the Company under a service contract provided by the general meeting, to enable him to exercise his office for the sake of the Company or for the performance of his Company duties and</p> <p>3 the provision of a loan or loan credit by the Company to a relevant director, officer or employee or management of the Company or to a connected person thereof on normal commercial terms, if the ordinary business of the Company includes the lending of money or the provision of loan credit</p>	<p>Article 196</p> <p>The Company shall not directly or indirectly provide a loan or loan credit for a director, officer or employee or management of the Company or of the Company's parent company, or connected person of the above-mentioned person.</p> <p>The provisions of the preceding paragraph shall not apply to the following circumstances:</p> <p>1 the provision of a loan or loan credit by the Company for a body of the Company</p> <p>2 the provision of a loan or loan credit or other funds by the Company to a director, officer or employee or management of the Company under a service contract provided by the general meeting, to enable him to exercise his office for the sake of the Company or for the performance of his Company duties and</p> <p>3 the provision of a loan or loan credit by the Company to a relevant director, officer or employee or management of the Company or to a connected person thereof on normal commercial terms, if the ordinary business of the Company includes the lending of money to the company</p>

Original articles	Revised articles after the proposed amendments
<p>Article 197</p> <p>A loan provided by the Company in violation of the relevant Article shall be immediately re- callable by the relevant representative of the loan, regardless of the term of the loan</p>	<p>Article 197</p> <p>A loan provided by the Company in violation of the relevant Article shall be immediately re-callable by the relevant representative of the loan, regardless of the term of the loan</p>
<p>Article 198</p> <p>A loan grant^{ee} provided by the Company in breach of violation under Article 196 shall be enforceable against the Company, provided that</p> <p>1. when the loan is provided to a connected person of a director, officer or other member of the Company or to any entity connected with the Company, the loan provided is not enforceable against the Company and</p> <p>2. the collateral provided by the Company has been lawful and the loan provided to a bona fide recipient</p>	<p>Article 198</p> <p>A loan grantee provided by the Company in breach of violation under Article 196 shall be enforceable against the Company, provided that</p> <p>1. when the loan is provided to a connected person of a director, officer or other member of the Company or to any entity connected with the Company, the loan provided is not enforceable against the Company and</p> <p>2. the collateral provided by the Company has been lawful and the loan provided to a bona fide recipient</p>
<p>Article 199</p> <p>For the purpose of the relevant article of this chapter, the term “ offer ” shall include an act whereby a grantor assumes liability or provides support to grant^{ee} or offer the performance of obligation by an obligor</p>	<p>Article 199</p> <p>For the purpose of the relevant article of this chapter, the term “offer” shall include an act whereby a grantor assumes liability or provides support to grantee or offer the performance of obligation by an obligor</p>
<p>Article 200</p> <p>In addition to an right and remedy provided by the law and administrative regulations, where a director, officer and other member of the Company in breach of has done to the Company, the Company has the right to</p>	<p>Article 200</p> <p>In addition to an right and remedy provided by the law and administrative regulations, where a director, officer and other member of the Company in breach of has done to the Company, the Company has the right to</p>

Original articles	Revised articles after the proposed amendments
<p>1 demand the relevant director, officer or member management to compensate for the loss or damage caused by the company as a consequence of his dereliction of duty</p> <p>2 rescind a contract or transaction concluded by the company with the relevant director, officer or member management or contract with a third party where such third party is aware or shall be aware that the director, officer or member management is entering the company in breach of his obligation to the company)</p> <p>3 demand the relevant director, officer or member management to order the gain derived from the breach of his obligation</p> <p>4 recover an amount received by the relevant director, officer or member management that shall have been received by the company, including but not limited to) commissions</p> <p>5 demand the relevant director, officer or member management to return the interest and or proceeds and on the fund that shall have been given to the company and</p> <p>6 take legal proceedings to decide that director, officer or member management should return to the company the profit obtained as a consequence of his breach of obligation</p>	<p>1 demand the relevant director, officer or member management to compensate for the loss or damage caused by the company as a consequence of his dereliction of duty</p> <p>2 rescind a contract or transaction concluded by the company with the relevant director, officer or member</p>

Original articles	Revised articles after the proposed amendments
<p>in addition, the Company shall enter into a contract in writing with each director, officer and officer containing at least the following provisions:</p> <p>1) and taking by the director, officer or officer to the Company that he shall observe and comply with the Company Law, the Regulations, the Articles of Association and other regulations of the Hong Kong exchange, and an agreement that the Company shall have the right to recover in the Articles of Association and that neither the contract nor his/her office is assignable</p> <p>2) and taking by the director, officer or officer to the Company that he shall act as an agent for each shareholder to observe and comply with his obligation to shareholders as laid in the Articles of Association and</p> <p>3) the arbitration clause set out in Article 250 thereof</p>	<p>in addition, the Company shall enter into a contract in writing with each director, officer and officer containing at least the following provisions:</p> <p>1) and taking by the director, officer or officer to the Company that he shall observe and comply with the Company Law, the Regulations, the Articles of Association and other regulations of the Hong Kong exchange, and an agreement that the Company shall have the right to recover in the Articles of Association and that neither the contract nor his/her office is assignable</p> <p>2) and taking by the director, officer or officer to the Company that he shall act as an agent for each shareholder to observe and comply with his obligation to shareholders as laid in the Articles of Association and</p> <p>3) the arbitration clause set out in Article 250 thereof</p>
	<p><u>Article 162</u></p> <p><u>The senior management members of the Company shall carry out their duties honestly and faithfully, and protect the best interests of the Company and all of its shareholders as a whole. A senior management member of the Company shall be liable for compensation according to the law if he/she fails to perform his/her duties honestly and faithfully or in breach of his/her fiduciary duties, thereby causing damage to the interests of the Company and its public shareholders.</u></p>

Original articles	Revised articles after the proposed amendments

Original articles	Revised articles after the proposed amendments
<p>or the resolution of the general meeting, the term "takeover of the company" shall refer to any of the following circumstances:</p> <p>1. any person making a general offer to all the shareholders;</p> <p>2. any person making a general offer of shares of the company to the controlling shareholder and his/her family;</p> <p>If the relevant director or officer fails to comply with this Article, any shareholder who has sold his shares prior to the acceptance of the above-mentioned offer, and the exercise of the right of distribution of cash dividends on a pro rata basis shall be borne by the relevant director or officer and may not be deducted from cash dividends.</p>	<p>or the resolution of the general meeting, the term "takeover of the company" shall refer to any of the following circumstances:</p> <p>1. any person making a general offer to all the shareholders;</p> <p>2. any person making a general offer of shares of the company to the controlling shareholder and his/her family;</p> <p>If the relevant director or officer fails to comply with this Article, any shareholder who has sold his shares prior to the acceptance of the above-mentioned offer, and the exercise of the right of distribution of cash dividends on a pro rata basis shall be borne by the relevant director or officer and may not be deducted from cash dividends.</p>
<p>Article 207</p> <p>At least 21 days before the annual general meeting, the company shall deliver the aforementioned report to each holder of overseas listed foreign shares with the registered mail or other means including through the company website or other website designated by the relevant stock exchange) permitted by the stock exchange for the listing of the company's shares with the address object to the registered address in the shareholder register.</p>	<p>Article 207170</p> <p>At least 21 days before the annual general meeting, the company shall deliver the aforementioned report to each holder of overseas listed foreign shares with the registered mail or other means including through the company website or other website designated by the relevant stock exchange) permitted by the stock exchange for the listing of the company's shares with the address object to the registered address in the shareholder register.</p>
<p>Article 208</p> <p>The financial statements of the company shall be prepared not only in accordance with the accounting standards, laws and regulations but also in accordance with international accounting</p>	<p>Article 208</p> <p>The financial statements of the company shall be prepared not only in accordance with the accounting standards, laws and regulations but also in accordance with international accounting</p>

Original articles	Revised articles after the proposed amendments
<p>standard or the accounting standard of the Lac (o) o to d th L.R. wh r ch e o of th m an ar l o d f th r ar m a o r d f f r n e o n th f n a n c i a l a c c o u n t i n g i n a c c o r d a n c e w i t h t h e t w o o t o f a c c o u n t i n g a n d a r d o o c h d f f r n e o c h a l l b e a d d e n n o t o a n d d t o o c h f n a n c i a l a c c o u n t i n g o r r o o o f t h e m a n o d o r b t o n o f a f t e r t a x r o f t o i n a g v n f o c a l e a, t h e o m a l l r a m o n t o f a f t e r t a x r o f t o d o w n i n t h e a b o v e m e n t o n d t w o k i n d o f f n a n c i a l a c c o u n t i n g c h a l l g o v r n</p>	<p>standard or the accounting standard of the Lac (o) o to d th L.R. wh r ch e o of th m an ar l o d f th r ar m a o r d f f r n e o n th f n a n c i a l a c c o u n t i n g i n a c c o r d a n c e w i t h t h e t w o o t o f a c c o u n t i n g a n d a r d o o c h d f f r n e o c h a l l b e a d d e n n o t o a n d d t o o c h f n a n c i a l a c c o u n t i n g o r r o o o f t h e m a n o d o r b t o n o f a f t e r t a x r o f t o i n a g v n f o c a l e a, t h e o m a l l r a m o n t o f a f t e r t a x r o f t o d o w n i n t h e a b o v e m e n t o n d t w o k i n d o f f n a n c i a l a c c o u n t i n g c h a l l g o v r n</p>
<p>Article 209</p> <p>n t r m r o l t o r f n a n c i a l i n f o r m a t i o n b l o c k e d o r d i s c l o o d b t h e m a n c h a l l b e r e a d i n a c c o r d a n c e w i t h L.R. a c c o u n t i n g a n d a r d o, l a w o a n d r e g l a t i o n o a s w e l l a s i n t e r n a t i o n a l a n d a r d o o r t h e a c c o u n t i n g a n d a r d o o f t h e L a c (o) o t o d t h L.R. wh r ch e o of th m an ar l o d</p>	<p>Article 209</p> <p>n t r m r o l t o r f n a n c i a l i n f o r m a t i o n b l o c k e d o r d i s c l o o d b t h e m a n c h a l l b e r e a d i n a c c o r d a n c e w i t h L.R. a c c o u n t i n g a n d a r d o, l a w o a n d r e g l a t i o n o a s w e l l a s i n t e r n a t i o n a l a n d a r d o o r t h e a c c o u n t i n g a n d a r d o o f t h e L a c (o) o t o d t h L.R. wh r ch e o of th m an ar l o d</p>
<p>Article 216</p> <p>T h a n a m o n t a d i n a d v a n c e o f c a l l o n a n c h e o f t h e m a n m a c a r i n t e r a t b t c h a l l n o t e n t i l t h e h o l d e r o f t h e c h e t o a t t a c h e i n r o e t t h e r o f i n a d v a n d o b o q e n t l d e c l a d</p>	<p>Article 216</p> <p>T h a n a m o n t a d i n a d v a n c e o f c a l l o n a n c h e o f t h e m a n m a c a r i n t e r a t b t c h a l l n o t e n t i l t h e h o l d e r o f t h e c h e t o a t t a c h e i n r o e t t h e r o f i n a d v a n d o b o q e n t l d e c l a d</p>
<p>Article 217</p> <p>U n d e r t h e r e m o i n r o a n t t o r e l v a n t L.R. l a w o a n d r e g l a t i o n t h e m a n m a x r e o t h e r i g h t t o f o r f e t n c l a m e d d v a n d o, b t t a t o w r c h a l l n o t b e e x r e o d n t l A q 1 K 1 n -</p>	<p>5q5G5Td,wando, Tj > A1- 5q5G5Td,w a a n t Tj > KA KGot</p>

Original articles	Revised articles after the proposed amendments
<p>Where power is taken by the Company to cancel ending dividend and warrant to be paid, if such warrant has been left unchanged, it will not be recorded until such warrant has been left unchanged on two consecutive occasions. However, such power may be recorded after the first occasion on which such a warrant is returned and dividend</p> <p>Where power is taken by the Company, with the resolution determined by the board of directors, to sell the overseas located foreign share of a shareholder who is not transferable it will not be recorded in the</p> <p>1) dividend on the related share has been dividend at least 3 times within 12 months and has not been claimed and</p> <p>2) the Company has advised in writing one or more times one of the Company listing location after the 12 months has been located, claiming intention to sell the share and informing the stock exchange of such intention</p>	<p>Where power is taken by the Company to cancel ending dividend and warrant to be paid, if such warrant has been left unchanged, it will not be recorded until such warrant has been left unchanged on two consecutive occasions. However, such power may be recorded after the first occasion on which such a warrant is returned and dividend</p> <p>Where power is taken by the Company, with the resolution determined by the board of directors, to sell the overseas located foreign share of a shareholder who is not transferable it will not be recorded in the</p> <p>1) dividend on the related share has been dividend at least 3 times within 12 months and has not been claimed and</p> <p>2) the Company has advised in writing one or more times one of the Company listing location after the 12 months has been located, claiming intention to sell the share and informing the stock exchange of such intention</p>
<p>Article 220</p> <p>The first accounting firm of the Company may be appointed by the shareholders meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.</p> <p>If the Company is unable to appoint meeting does not record to power under the relevant provisions, the board of directors shall record such power.</p>	<p>Article 220180</p> <p>The first accounting firm of the Company may be appointed by the shareholders meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.</p> <p>If the Company is unable to appoint meeting does not record to power under the relevant provisions, the board of directors shall record such power.</p>

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<p>Article 222</p> <p>An accounting firm employed by the Company shall have the following rights:</p> <p>1. the right of access at any time to the accounting books, records or vouchers of the Company and the right to require directors and other officers management of the Company to provide the relevant information and explanation;</p> <p>2. the right to require the Company to take all reasonable measures to obtain from its officers or other information and explanation necessary for the accounting firm to perform its duties;</p> <p>3. the right to attend general meetings and receive a notice or other information concerning any meeting which shareholders have a right to receive, and to be heard at any general meeting on any matter which relates to the accounting firm of the Company.</p>	<p>Article 222182</p> <p>An accounting firm employed by the Company shall have the following rights:</p> <p>1. the right of access at any time to the accounting books, records or vouchers of the Company and the right to require directors and other officers management of the Company to provide the relevant information and explanation;</p> <p>2. the right to require the Company to take all reasonable measures to obtain from its officers or other information and explanation necessary for the accounting firm to perform its duties;</p> <p>3. the right to attend general meetings and receive a notice or other information concerning any meeting which shareholders have a right to receive, and to be heard at any general meeting on any matter which relates to the accounting firm of the Company.</p> <p><u>The Company shall commit to provide true and complete accounting evidences, books, financial and accounting reports and other accounting information to the accounting firm it employs without any refusal, withholding and misrepresentation.</u></p>
<p>Article 223</p> <p>If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>Article 223</p> <p>If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy still exists, such accounting firms shall continue to act.</p>

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<p>Article 224</p> <p>The general meeting may, by means of an ordinary resolution, disqualify an accounting firm prior to the expiration of its term of appointment, notwithstanding anything in the contract between the accounting firm and the company, but without prejudice to such accounting firm's right, if any, to claim damages from the company in respect of such disqualification.</p>	<p>Article 224183</p> <p>The general meeting may, by means of an ordinary resolution, disqualify an accounting firm prior to the expiration of its term of appointment, notwithstanding anything in the contract between the accounting firm and the company, but without prejudice to such accounting firm's right, if any, to claim damages from the company in respect of such disqualification.</p>
<p>Article 226</p> <p>The appointment, disqualification or removal of the members of the management of an accounting firm shall be decided on by the general meeting and reported to the statutory auditor or the person in charge of records for the record.</p> <p>Where the company is intended to appoint a resolution at a general meeting to appoint a non-embodied accounting firm to fill a vacancy of the position of the accounting firm, or to disqualify an accounting firm before the expiration of its term of office, each shareholder shall be dealt with the following provisions:</p> <ol style="list-style-type: none"> 1) Before the general meeting notice, the resolution on the appointment or disqualification shall be delivered to the accounting firm to be appointed or to leave its office or address in the relevant financial year in which shall include disqualification, resignation and retirement for an accounting firm. 2) If the accounting firm to leave its office makes an statement in writing and requires the statement to be informed to shareholders that 	<p>Article 226</p> <p>The appointment, disqualification or removal of the members of the management of an accounting firm shall be decided on by the general meeting and reported to the statutory auditor or the person in charge of records for the record.</p> <p>Where the company is intended to appoint a resolution at a general meeting to appoint a non-embodied accounting firm to fill a vacancy of the position of the accounting firm, or to disqualify an accounting firm before the expiration of its term of office, each shareholder shall be dealt with the following provisions:</p> <ol style="list-style-type: none"> 1) Before the general meeting notice, the resolution on the appointment or disqualification shall be delivered to the accounting firm to be appointed or to leave its office or address in the relevant financial year in which shall include disqualification, resignation and retirement for an accounting firm. 2) If the accounting firm to leave its office makes an statement in writing and requires the statement to be informed to shareholders that

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<p>●m an, n^e co^bing too l^e for th^e r^ec^et of o^ch a^cam nt, o^th^e r^wo th^e ●m an ch^all tak^e th^e follow^g m^a r^o</p> <p>1 Vak^g ndr^ect^onoⁿ th^e not^e to th^e r^ol^ton th^at th^e l^eav^g acc^ont^g firm h^ao m^ad^e o^ch a^cam nt and</p> <p>2 ● o^f o^ch a^cam nt o^th^e ann^x to th^e not^e ch^all b^e oⁿt to ch^a h^old r^wth th^e m^ano^ot forth in th^e Art^cl o^f Acc^ouⁿon</p> <p>3) I^rov^d d th^e ●m an f^al^d to d^elv^r o^ch a^cam nt b^y th^e r^el^vant acc^ont^g in acc^ord^{nc} with th^e r^ov^onoⁿ in a^gra^h 2) of th^e art^cl, th^e acc^ont^g firm conc^rnd m^ar^qr th^e a^cam nt to b^e r^ad o^t a^t th^e gⁿr^am^{ee} t^g and mak^e f^rth^e r^om l^anto</p> <p>4) Th^e acc^ont^g firm to l^eav^e so^ent^al^d to (e^end th^e follow^g m^{ee} t^go</p> <p>1 th^e gⁿr^am^{ee} t^g a^t whⁱch so^e t^{rm} of off^c ch^all^e x^r</p> <p>2 th^e gⁿr^am^{ee} t^g a^t whⁱch so^e d^om^oo^d ch^all b^e to f^{ll}d for th^e corr^oondg v^anc and</p> <p>3 th^e gⁿr^am^{ee} t^g conv^end for so^ent^alv^e r^ogn^aon</p> <p>Th^e acc^ont^g firm to l^eav^e so^ent^al^d to r^ec^ev^e all not^e o^or o^th^e r^o inform^aon r^el^ad to th^e ab^ov^e m^{ee} t^go, and to o^ek a^t th^e for^mnt^on d^m t^go^on m^at^ro^r l^ad to a^t o^th^e for^mr^e acc^ont^g firm of th^e ●m an</p>	<p>●m an, n^e co^bing too l^e for th^e r^ec^et of o^ch a^cam nt, o^th^e r^wo th^e ●m an ch^all tak^e th^e follow^g m^a r^o</p> <p>1 Vak^g ndr^ect^onoⁿ th^e not^e to th^e r^ol^ton th^at th^e l^eav^g acc^ont^g firm h^ao m^ad^e o^ch a^cam nt and</p> <p>2 ● o^f o^ch a^cam nt o^th^e ann^x to th^e not^e ch^all b^e oⁿt to ch^a h^old r^wth th^e m^ano^ot forth in th^e Art^cl o^f Acc^ouⁿon</p> <p>3) I^rov^d d th^e ●m an f^al^d to d^elv^r o^ch a^cam nt b^y th^e r^el^vant acc^ont^g in acc^ord^{nc} with th^e r^ov^onoⁿ in a^gra^h 2) of th^e art^cl, th^e acc^ont^g firm conc^rnd m^ar^qr th^e a^cam nt to b^e r^ad o^t a^t th^e gⁿr^am^{ee} t^g and mak^e f^rth^e r^om l^anto</p> <p>4) Th^e acc^ont^g firm to l^eav^e so^ent^al^d to (e^end th^e follow^g m^{ee} t^go</p> <p>1 th^e gⁿr^am^{ee} t^g a^t whⁱch so^e t^{rm} of off^c ch^all^e x^r</p> <p>2 th^e gⁿr^am^{ee} t^g a^t whⁱch so^e d^om^oo^d ch^all b^e to f^{ll}d for th^e corr^oondg v^anc and</p> <p>3 th^e gⁿr^am^{ee} t^g conv^end for so^ent^alv^e r^ogn^aon</p> <p>Th^e acc^ont^g firm to l^eav^e so^ent^al^d to r^ec^ev^e all not^e o^or o^th^e r^o inform^aon r^el^ad to th^e ab^ov^e m^{ee} t^go, and to o^ek a^t th^e for^mnt^on d^m t^go^on m^at^ro^r l^ad to a^t o^th^e for^mr^e acc^ont^g firm of th^e ●m an</p>
<p>Article 227</p> <p>Wh^er^e th^e ●m an t^{rm}na^e o^or d^ecd^e oⁿot to contⁿ to a o^ont an acc^ont^g firm, it ch^all not^f th^e acc^ont^g firm in adv^{nc}</p>	<p>Article 227185</p> <p>Wh^er^e th^e ●m an t^{rm}na^e o^or d^ecd^e oⁿot to contⁿ to a o^ont an acc^ont^g firm, it ch^all not^f th^e acc^ont^g firm in adv^{nc}</p>

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<p>Where the general meeting votes on terminating the appointment of an accounting firm, the accounting firm is entitled to report to its owners. Where an accounting firm is appointed to its position, it shall explain to the general meeting whether there is an impairment arising later on in the company.</p>	<p>Where the general meeting votes on terminating the appointment of an accounting firm, the accounting firm is entitled to report to its owners. Where an accounting firm is appointed to its position, it shall explain to the general meeting whether there is an impairment arising later on in the company.</p>
<p>1) The accounting firm may resign from its position through the latest of resignation notice in writing at the legal address of the company. Such notice shall take effect on the date it is received at the legal address of the company or a later date specified in the notice. And the notice shall include the following statements:</p>	<p>1) The accounting firm may resign from its position through the latest of resignation notice in writing at the legal address of the company. Such notice shall take effect on the date it is received at the legal address of the company or a later date specified in the notice. And the notice shall include the following statements:</p>
<p>1. that its resignation does not involve an announcement to shareholders or creditors of the company or</p>	<p>1. that its resignation does not involve an announcement to shareholders or creditors of the company or</p>
<p>2. any other circumstances that shall be reported</p>	<p>2. any other circumstances that shall be reported</p>
<p>2) Within 14 days on the receipt of such notice in writing as referred in paragraph 1) of this article, the company shall deliver a copy of the notice to the competent authority provided that the notice contains statements as follows: 1) mentioned in paragraph 1) 2. the company shall raise and disclose each statement at the company for notice to shareholders. The company shall also deliver a copy of such foregoing statements with postage and mail to each overseas listed foreign shareholder by the address registered in the shareholder register, or, under the same object to a local law, register and long residence of such information at the company website or a site specified by the exchange of the listing of the company on the exchange.</p>	<p>2) Within 14 days on the receipt of such notice in writing as referred in paragraph 1) of this article, the company shall deliver a copy of the notice to the competent authority provided that the notice contains statements as follows: 1) mentioned in paragraph 1) 2. the company shall raise and disclose each statement at the company for notice to shareholders. The company shall also deliver a copy of such foregoing statements with postage and mail to each overseas listed foreign shareholder by the address registered in the shareholder register, or, under the same object to a local law, register and long residence of such information at the company website or a site specified by the exchange of the listing of the company on the exchange.</p>

Original articles	Revised articles after the proposed amendments
<p>3) if the accounting firm or organization notice contained in the memorandum referred in paragraph 1) 2 of this article, the accounting firm may request the board of directors to convene an extraordinary general meeting of shareholders to hear and to examine on the situation of the organization</p>	<p>3) if the accounting firm or organization notice contained in the memorandum referred in paragraph 1) 2 of this article, the accounting firm may request the board of directors to convene an extraordinary general meeting of shareholders to hear and to examine on the situation of the organization</p>
<p>Article 228</p> <p>The merger or division of the company shall require the resolution of a resolution by the board of directors. After each resolution has been adopted in accordance with the procedure provided in the Articles of Association of the company, relevant examination and a special resolution shall be carried out according to Law. Shareholders who own 10% of the shares of the company shall have the right to request the company or shareholders that are in favor of each resolution to release their shares at a fair price. The content of the resolution regarding the merger or division of the company shall be compiled in a special document for notification by shareholders.</p> <p>Shareholders of overseas listed companies that are listed in Hong Kong or other territories shall be covered by the above-mentioned document by law.</p>	<p>Article 228</p> <p>The merger or division of the company shall require the resolution of a resolution by the board of directors. After each resolution has been adopted in accordance with the procedure provided in the Articles of Association of the company, relevant examination and a special resolution shall be carried out according to Law. Shareholders who own 10% of the shares of the company shall have the right to request the company or shareholders that are in favor of each resolution to release their shares at a fair price. The content of the resolution regarding the merger or division of the company shall be compiled in a special document for notification by shareholders.</p> <p>Shareholders of overseas listed companies that are listed in Hong Kong or other territories shall be covered by the above-mentioned document by law.</p>
<p>Article 233</p> <p>Where the company is dissolved according to the provisions of Article 232 1), 2), 5) or 6) of this Article of Association of Association, a liquidation group shall be formed within 15 days of the occurrence of the cause of dissolution, to carry out a liquidation. The liquidation group shall comprise the directors or an other person determined by the general meeting. Where no liquidation group is</p>	<p>Article 233190</p> <p>Where the company is dissolved according to the provisions of Article 232<u>189</u> 1), 2), 5) or 6) of this Article of Association of Association, a liquidation group shall be formed within 15 days of the occurrence of the cause of dissolution, to carry out a liquidation. The liquidation group shall comprise the directors or an other person determined by the general meeting. Where no liquidation group is formed within the time</p>

Original articles	Revised articles after the proposed amendments
<p>formed within the time limit, the creditors may lead the liquidator to designate relevant persons to form a liquidation group</p> <p>Where the company is dissolved according to the provisions of Article 232 (4) of the Association of Associations, the liquidator shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant personnel to establish a liquidation committee to carry out liquidation</p>	<p>limit, the creditors may lead the liquidator to designate relevant persons to form a liquidation group</p> <p>Where the company is dissolved according to the provisions of Article 232<u>189</u> (4) of the Association of Associations, the liquidator shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant personnel to establish a liquidation committee to carry out liquidation</p>
<p>Article 239</p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account in respect of the liquidation period and, after verification thereof by a court in China, submit the same to the shareholders' general meeting or the liquidator for confirmation. And within 30 days from the date of the shareholders' general meeting or the liquidator's confirmation, the company shall submit the aforementioned documents to the company registration authority to apply for company deregistration, and announce the company's termination.</p>	<p>Article 239<u>196</u></p> <p>Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account in respect of the liquidation period and, after verification thereof by a court in China, submit the same to the shareholders' general meeting or the liquidator for confirmation. And within 30 days from the date of the shareholders' general meeting or the liquidator's confirmation, the company shall submit the aforementioned documents to the company registration authority to apply for company deregistration, and announce the company's termination.</p>
<p>Article 246</p> <p>Unless the context otherwise requires, "announced" referred to in this Article of Association shall refer to (1) if issued to domestic shareholders or within the P.R.C. in accordance with relevant regulations and this Article of Association, the announcement is published in each Chinese newspaper so as to be observed by the Chinese laws and regulations or the state securities regulatory agency and</p>	<p>Article 246<u>203</u></p> <p>Unless the context otherwise requires, "announced" referred to in this Article of Association shall refer to (1) if issued to domestic shareholders or within the P.R.C. in accordance with relevant regulations and this Article of Association, the announcement is published in each Chinese newspaper so as to be observed by the Chinese laws and regulations or the state securities regulatory agency and (2)</p>

Original articles	Revised articles after the proposed amendments
<p> (2) If incorporated in Hong Kong to hold office of a officer in accordance with the relevant provisions of the Articles of Association, and no meeting being held in Hong Kong in which a resolution is passed in relation to All notices or other documents required under Chapter 13 of the Hong Kong Stock Exchange Listing Rules to be sent to the company to call a meeting in the English language, or </p>	