

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Kunming Dianchi Water Treatment Co., Ltd.**

### **昆明滇池水務股份有限公司**

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

**(Stock Code: 3768)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Kunming Dianchi Water Treatment Co., Ltd. (the “**Company**”) announces that, in view of: (i) the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) issued by the State Council (the “**State Council**”) of the People’s Republic of China (the “**PRC**”), the Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and the relevant guidelines issued by the China Securities Regulatory Commission (the “**CSRC**”) (collectively, the “**New PRC Regulations**”) became effective on 31 March 2023. The Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa (1994) No. 21) (《到境外上市公司章程必備條款》(證委發(1994) 21號文件)) (the “**Mandatory Provisions**”) issued by the Securities Committee and the National Economic System Reform Committee of the State Council on 27 August 1994 and the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on 4 August 1994 were repealed on the same date on which the New PRC Regulations became effective. Accordingly, PRC issuers shall formulate their articles of association with reference to the Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》) issued by the CSRC instead of the Mandatory Provisions. In addition, domestic shareholders and H shareholders are no longer regarded as different classes of shareholders and, therefore, the class meeting requirements applicable to the domestic shareholders and the H shareholders are no longer required and have been abolished; (ii) the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers as set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect from 31 December 2023; and (iii) the Measures for Management of Legal Advisers of State-owned Enterprises (《國有企業法律顧問管理辦法》), the Institutional Opinions of Kunming State-owned Assets Supervision and Administration Commission on Further Promoting the Reduction of the General Counsel System of Municipal State-owned Enterprises (Trial) (《昆明市國資委關於深入推進市屬企業總法律顧問制度減少的制度意見(試行)》) and other relevant requirements, and pursuant to the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Listing Rules and the relevant guiding documents of the higher authorities, and taking into account the actual situation of the Company, the Board proposes to make certain amendments (the “**Proposed Amendments**”) to the existing articles of association of the Company (the “**Articles of Association**”). Details of the Proposed Amendments are as follows:

Current version	Amended version
<p><b>Article 1</b> Kunming Dianchi Water Treatment Co., Ltd. (the “<b>Company</b>”) is a joint stock limited company incorporated in accordance with the “Company Law of the People’s Republic of China” (the “<b>Company Law</b>”) (the “<b>PRC</b>”), the Securities Law of the PRC (the “<b>Securities Law</b>”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “<b>Special Regulations</b>”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Main Board Listing Rules</b>”), and other relevant national laws and administrative regulations.</p> <p>Pursuant to the approval of the State-owned Assets Supervision and Administration Commission of the government of Kunming City, the Company was established by way of promotion on 22 December 2010 and was registered with the Administration for Industry and Commerce of Kunming City on 23 December 2010 to obtain its business license. The number of the business license of the Company is 91530100568810129D.</p>	<p><b>Article 1</b> Kunming Dianchi Water Treatment Co., Ltd. (the “<b>Company</b>”) is a joint stock limited company incorporated in accordance with the “Company Law of the People’s Republic of China” (the “<b>Company Law</b>”) (the “<b>PRC</b>”), <u>and formulates the Articles of Associations in accordance with the Company Law</u>, the Securities Law of the PRC (the “<b>Securities Law</b>”), <del>the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “<b>Special Regulations</b>”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of the Opinion on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong</del> <u>the “Guidelines on the Articles of Association of Listed Companies”</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “<b>Main Board Listing Rules</b>”), and other relevant national laws and administrative regulations.</p> <p>Pursuant to the approval of the State-owned Assets Supervision and Administration Commission of the government of Kunming City, the Company was established by way of promotion on 22 December 2010 and was registered with the Administration for Industry and Commerce of Kunming City on 23 December 2010 to obtain its business license. The number of the business license of the Company is 91530100568810129D.</p>

Current version	Amended version
<p>The Company is a joint stock limited company established by Kunming Dianchi Investment Co. Ltd.*, Kunming Development Investment Group Co. Ltd.*, Kunming Industrial Development and Investment Co. Ltd.*, Kunming State-owned Assets Management and Operations Co. Ltd.*, Kunming Xinzhi Investment Development Co., Ltd.* as its promoters.</p>	<p>The Company is a joint stock limited company established by Kunming Dianchi Investment Co. Ltd.*, Kunming Development Investment Group Co. Ltd.*, Kunming Industrial Development and Investment Co. Ltd.*, Kunming State-owned Assets Management and Operations Co. Ltd.*, Kunming Xinzhi Investment Development Co., Ltd.* as its promoters.</p> <p><b><u>With the approval from the China Securities Regulatory Commission (the “CSRC”) on 15 November 2016, the Company issued 340,023,000 overseas-listed foreign-invested shares (including over-allotment shares), which were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 6 April 2017.</u></b></p>
<p><b>Article 3</b> Place of domicile of the Company: Wastewater Treatment Plant No. 7, Hubin Road, Kunming Dianchi Tourist Resort, Kunming City, Yunnan Province</p> <p>Postal code: 650228</p> <p>Tel: 0871-65188820</p> <p>Fax: 0871-65188261</p>	<p><b>Article 3</b> Place of domicile of the Company: Wastewater Treatment Plant No. 7, Hubin Road, Kunming Dianchi Tourist Resort, Kunming City, Yunnan Province</p> <p>Postal code: 650228</p> <p>Tel: 0871-65188820</p> <p>Fax: 0871-65188261</p>

Current version	Amended version
	<b><u>Article 4 The Company has a registered capital of RMB1,029.111 million.</u></b>
<p><b>Article 5</b> The business type of the Company is a joint stock limited company in perpetual existence (a joint venture between Taiwan/Hong Kong/ Macao and the Mainland, listed) and is an independent legal entity. The Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him/her.</p> <p>The business type referred to in the preceding paragraph shall be subject to the filing at the company registration authority.</p> <p>The Company may, based on the actual composition of the shares, handle the procedures for changes in the registration with the administration for industry and commerce according to regulations.</p>	<p><b>Article 56</b> The business type of the Company is a joint stock limited company in perpetual existence (a joint venture between Taiwan/Hong Kong/ Macao and the Mainland, listed) and is an independent legal entity. The <b><u>entire assets of the Company are divided into equal shares, and the</u></b> Company shall undertake its liabilities with all of its assets, while the liability of a shareholder of the Company shall be limited to the shares subscribed by him/her.</p> <p>The business type referred to in the preceding paragraph shall be subject to the filing at the company registration authority.</p> <p>The Company may, based on the actual composition of the shares, handle the procedures for changes in the registration with the administration for industry and commerce according to regulations.</p>
<p><b>Article 6</b> The Articles of Association, being the code of conduct for the Company, are passed by way of a special resolution at the shareholders’ general meeting of the Company, and come into effect from the date of listing and commencement of trading in the Company’s overseas-listed foreign-invested shares on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”) with the approval by relevant departments and regulatory authorities of the PRC. The Articles of Association supersede our Articles of Association previously filed with industry and commerce administration authorities. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se. The Company shall comply with the requirements of the Company Law, the Securities Law, the Special Regulations, the Main Board Listing Rules and the Articles of Association.</p>	<p><b>Article 67</b> The Articles of Association, being the code of conduct for the Company, <b><u>are shall become effective on the date of being</u></b> passed by way of a special resolution at the shareholders’ general meeting of the Company, <del>and come into effect from the date of listing and commencement of trading in the Company’s overseas-listed foreign-invested shares on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”) with the approval by relevant departments and regulatory authorities of the PRC.</del> The Articles of Association supersede our Articles of Association previously filed with industry and commerce administration authorities. From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se. The Company shall comply with the requirements of the Company Law, the Securities Law, <del>the Special Regulations,</del> the Main Board Listing Rules and the Articles of Association.</p>

Current version	Amended version
<p><b>Article 7</b> The Company and its shareholders, directors, supervisors and senior management members may assert claims in respect of the Company’s affairs pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; and shareholders may institute legal proceedings against directors, supervisors and senior management members of the Company.</p> <p>“Legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court and any arbitration application submitted to an arbitration institution.</p>	<p><b>Article 78</b> The Company and its shareholders, directors, supervisors and senior management members may assert claims in respect of the Company’s affairs pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders; shareholders may institute legal proceedings against shareholders; <del>and</del> shareholders may institute legal proceedings against directors, supervisors and senior management members of the Company; <b><u>and the Company may institute legal proceedings against its directors, supervisors and senior management members.</u></b></p> <p><del>“Legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court and any arbitration application submitted to an arbitration institution.</del></p>
<p><b>Article 10</b> The Company shall set up its organization of the Communist Party of China in accordance with the requirements of the Constitution of the Communist Party of China and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial), carry out the activities of the Party, set up a working body for the Party, allocate sufficient competent staff to deal with Party affairs and guarantee sufficient working funds to operate the Party organization.</p>	<p><b>Article 1011</b> The Company shall set up its organization of the Communist Party of China in accordance with the requirements of the Constitution of the Communist Party of China and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial), carry out the activities of the Party, set up a working body for the Party, allocate sufficient competent staff to deal with Party affairs <del>and</del>, guarantee sufficient working funds to operate the Party organization <b><u>and provide necessary support for the activities of the Party organization.</u></b></p>
<p><b>Article 11</b> The Articles of Association shall have binding effect on the bodies performing the contributor’s functions, the Company, members of the Party Committee, directors and senior management members.</p>	<p><b>Article 1112</b> The Articles of Association shall have binding effect on the bodies performing the contributor’s functions, the Company, members of the Party Committee, directors, <b><u>supervisors</u></b> and senior management members.</p>

Current version	Amended version
<p><b>Article 13</b> The Company’s business scope is as follows:</p> <p>Wastewater treatment and recycling, investment, construction and operation of the relevant water infrastructure projects; investment, construction and operation in relevant upstream and downstream industries of water industry chain; investment, construction and operation of relevant environmental protection related industries, investment management and consulting; research, development, consulting and auxiliary services of wastewater treatment technology; collection of wastewater treatment fees; plantation and sales of seedlings and bonsai; air pollution control projects; urban domestic garbage treatment and investment, operation and management of relevant auxiliary facilities; soil restoration; environmental pollution treatment and operation of facilities; import and export of goods and technologies.</p> <p>“The Company’s business scope” mentioned in the preceding paragraph shall be consistent with the business scope registered with the authority responsible for the Company’s registration.</p> <p>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business and handle relevant formalities of industry and commerce administration registration for such adjustment according to relevant provisions.</p>	<p><b>Article 13<del>13</del>14</b> The Company’s business scope <u>with legal registration</u> is as follows:</p> <p>Wastewater treatment and recycling, investment, construction and operation of the relevant water infrastructure projects; investment, construction and operation in relevant upstream and downstream industries of water industry chain; investment, construction and operation of relevant environmental protection related industries, investment management and consulting; research, development, consulting and auxiliary services of wastewater treatment technology; collection of wastewater treatment fees; plantation and sales of seedlings and bonsai; air pollution control projects; urban domestic garbage treatment and investment, operation and management of relevant auxiliary facilities; soil restoration; environmental pollution treatment and operation of facilities; import and export of goods and technologies.</p> <p>“The Company’s business scope” mentioned in the preceding paragraph shall be consistent with the business scope registered with the authority responsible for the Company’s registration.</p> <p>The Company may, based on any changes in domestic and international markets, business development and its own capability, adjust its scope of business and handle relevant formalities of industry and commerce administration registration for such adjustment according to relevant provisions.</p>

Current version	Amended version
<b>Chapter 3 Shares and Registered Capital</b>	<b>Chapter 3 <u>Issuance of Shares</u> and Registered Capital</b>
<p><b>Article 14</b> The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include domestic shares and foreign shares. The Company may, according to its needs and subject to the approval by company approving department authorized by the State Council, create other classes of shares.</p>	<p><del><b>Article 14</b> The Company shall have ordinary shares at all times. Ordinary shares issued by the Company include domestic shares and foreign shares. The Company may, according to its needs and subject to the approval by company approving department authorized by the State Council, create other classes of shares.</del></p>
<p><b>Article 16</b> The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is attached to each share of the same class.</p> <p>The terms and issue price of shares of the same class issued in one issuance shall be same and same price shall be paid by each institution or individual for each share subscribed.</p> <p>Domestic shares and overseas-listed foreign-invested shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms.</p>	<p><b>Article 16</b> The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality, and same right is attached to each share of the same class.</p> <p>The terms and issue price of shares of the same class issued in one issuance shall be same and same price shall be paid by each institution or individual for each share subscribed.</p> <p><del>Domestic shares and overseas-listed foreign-invested</del> <b>All</b> shares issued by the Company are entitled to the same rights in any distribution in the form of dividend or any other forms.</p>

Current version	Amended version
<p><b>Article 17</b> Subject to approval of competent securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>“Overseas investors” referred to in the preceding paragraph means investors located in foreign countries, Hong Kong, Macau and Taiwan, who subscribe shares issued by the Company. “Domestic investors” means investors located in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.</p>	<p><b>Article 17</b> <del>Subject to approval of competent securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</del> <b><u>The issuance of shares by the Company to domestic investors and foreign investors shall be subject to registration or filing procedures with the CSRC in accordance with relevant laws.</u></b></p> <p>“Overseas investors” referred to in the preceding paragraph means investors located in foreign countries, Hong Kong, Macau and Taiwan, who subscribe shares issued by the Company. “Domestic investors” means investors located in the PRC, excluding the regions mentioned above, who subscribe for shares issued by the Company.</p>



Current version				Amended version				
<p><b>Article 20</b> The Company issued 360 million ordinary shares to its promoters upon its establishment. All these shares were subscribed for and paid up by promoters of the Company in agreed capital contribution method before 28 December 2012. Shareholding of promoters of the Company upon its establishment sets out as follows:</p>				<p><b>Article 20</b> The Company issued 360 million ordinary shares to its promoters upon its establishment. All these shares were subscribed for and paid up by promoters of the Company in agreed capital contribution method before 28 December 2012. Shareholding of promoters of the Company upon its establishment sets out as follows:</p>				
No.	Promoter	Number of shares (ten thousand)	Shareholding (%)	No.	Promoter	Number of shares (ten thousand)	Shareholding (%)	Way of contribution
1.	Kunming Dianchi Investment Co. Ltd.	34,494.30	95.82	1.	Kunming Dianchi Investment Co. Ltd.	34,494.30	95.82	<u>In-kind contribution</u>
2.	Kunming Development Investment Group Co. Ltd.	1,095.00	3.04	2.	Kunming Development Investment Group Co. Ltd.	1,095.00	3.04	<u>Cash contribution</u>
3.	Kunming Industrial Development and Investment Co. Ltd.	136.90	0.38	3.	Kunming Industrial Development and Investment Co. Ltd.	136.90	0.38	<u>Cash contribution</u>
4.	Kunming State-owned Assets Management and Operations Co. Ltd.	136.90	0.38	4.	Kunming State-owned Assets Management and Operations Co. Ltd.	136.90	0.38	<u>Cash contribution</u>
5.	Kunming Xinzhi Investment Development Co., Ltd.	136.90	0.38	5.	Kunming Xinzhi Investment Development Co., Ltd.	136.90	0.38	<u>Cash contribution</u>
	Total	<u>36,000</u>	<u>100</u>		Total	<u>36,000</u>	<u>100</u>	

<b>Current version</b>				<b>Amended version</b>			
Based on a total of 360,000,000 shares of the Company as at 31 December 2014, bonus shares of 360,000,000 in total were issued to all shareholders by transfer of capital reserve on the basis of 10 shares for 10 shares. Upon completion of the transfer, total share capital of the Company was increased to 720,000,000 shares.				Based on a total of 360,000,000 shares of the Company as at 31 December 2014, bonus shares of 360,000,000 in total were issued to all shareholders by transfer of capital reserve on the basis of 10 shares for 10 shares. Upon completion of the transfer, total share capital of the Company was increased to 720,000,000 shares.			
Number of shares held by and shareholding of each shareholder upon completion of the transfer are as follows:				Number of shares held by and shareholding of each shareholder upon completion of the transfer are as follows:			
<b>No.</b>	<b>Promoter</b>	<b>Number of shares (ten thousand)</b>	<b>Shareholding (%)</b>	<b>No.</b>	<b>Promoter</b>	<b>Number of shares (ten thousand)</b>	<b>Shareholding (%)</b>
1.	Kunming Dianchi Investment Co. Ltd.	68,988.60	95.82	1.	Kunming Dianchi Investment Co. Ltd.	68,988.60	95.82
2.	Kunming Development Investment Group Co. Ltd.	2,190.00	3.04	2.	Kunming Development Investment Group Co. Ltd.	2,190.00	3.04
3.	Kunming Industrial Development and Investment Co. Ltd.	273.80	0.38	3.	Kunming Industrial Development and Investment Co. Ltd.	273.80	0.38
4.	Kunming State-owned Assets Management and Operations Co. Ltd.	273.80	0.38	4.	Kunming State-owned Assets Management and Operations Co. Ltd.	273.80	0.38
5.	Kunming Xinzhi Investment Development Co., Ltd.	273.80	0.38	5.	Kunming Xinzhi Investment Development Co., Ltd.	273.80	0.38
	Total	<u>72,000</u>	<u>100</u>		Total	<u>72,000</u>	<u>100</u>

Current version	Amended version
<p><b>Article 22</b> The Company’s proposal for the issuance of overseas-listed foreign-invested shares and domestic shares, upon approval by securities regulatory authorities of the State Council, may be implemented by the Board of the Company through separate offerings.</p> <p>The Company may implement its proposal for issuance of overseas-listed foreign-invested shares and domestic shares respectively pursuant to the preceding paragraph within 15 months from the date of approval by securities regulatory authorities of the State Council.</p>	<p><del><b>Article 22</b> The Company’s proposal for the issuance of overseas-listed foreign-invested shares and domestic shares, upon approval by securities regulatory authorities of the State Council, may be implemented by the Board of the Company through separate offerings.</del></p> <p><del>The Company may implement its proposal for issuance of overseas-listed foreign-invested shares and domestic shares respectively pursuant to the preceding paragraph within 15 months from the date of approval by securities regulatory authorities of the State Council.</del></p> <p><b><u>The Company has a total of 1,029,111,000 shares, all of which are ordinary shares.</u></b></p>
<p><b>Article 23</b> Where the Company issues overseas-listed foreign-invested shares and domestic shares respectively within the total number of shares stated in the issuance proposal, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time under special circumstances, the shares may be issued in separate offerings subject to the approval of securities regulatory authorities of the State Council.</p>	<p><del><b>Article 23</b> Where the Company issues overseas-listed foreign-invested shares and domestic shares respectively within the total number of shares stated in the issuance proposal, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time under special circumstances, the shares may be issued in separate offerings subject to the approval of securities regulatory authorities of the State Council.</del> <b><u>The Company or its subsidiaries (including the Company’s subordinated enterprises) shall not provide any financial assistance in the form of gifts, advances, guarantees, compensation or loans to persons who purchase or intend to purchase the Company’s shares, except for the implementation of the Company’s employee stock ownership plan.</u></b></p>

Current version	Amended version
<p><b>Article 24</b> The registered capital of the Company prior to the issue is RMB720,000,000. The registered capital of the Company subsequent to the issue is RMB1,029,111,000.</p>	<p><del><b>Article 24</b></del> <del>The registered capital of the Company prior to the issue is RMB720,000,000. The registered capital of the Company subsequent to the issue is RMB1,029,111,000.</del></p>
<p><b>Article 25</b> Unless otherwise provided by the PRC laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, fully-paid shares of the Company are freely transferable and are not subject to any lien. Transfer of overseas-listed foreign-invested shares listed in Hong Kong requires to be registered with the share registrar in Hong Kong entrusted by the Company.</p>	<p><del><b>Article 25</b></del> <del>Unless otherwise provided by the PRC laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, fully-paid shares of the Company are freely transferable and are not subject to any lien. Transfer of overseas-listed foreign-invested shares listed in Hong Kong requires to be registered with the share registrar in Hong Kong entrusted by the Company.</del> <u><b>The Company's shares are freely transferable in accordance with relevant laws.</b></u></p>

Current version	Amended version
<p><b>Article 26</b> The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the laws, regulations and the Articles of Association, by special resolution(s) at the shareholder’s general meeting, increase its capital by way of:</p> <p>(1) offering new shares to non-designated investors for subscription;</p> <p>(2) placing new shares to its existing shareholders;</p> <p>(3) distributing new shares to its existing shareholders;</p> <p>(4) issuance of new shares to particular investors;</p> <p>(5) transfer of capital reserve fund into share capital; and</p> <p>(6) any other means approved by laws, administrative regulations and relevant regulatory authorities.</p> <p>The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations.</p>	<p><b>Article 2625</b> The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the laws, regulations and the Articles of Association, by <del>special</del> <b>separate</b> resolution(s) at the shareholder’s general meeting, increase its capital by way of:</p> <p>(1) <del>offering new shares to non-designated investors for subscription</del> <b>public issuance of shares</b>;</p> <p>(2) <del>placing new shares to its existing shareholders</del> <b>non-public issuance of shares</b>;</p> <p>(3) distributing new shares to its existing shareholders;</p> <p><del>(4) issuance of new shares to particular investors;</del></p> <p><del>(5)</del> transfer of capital reserve fund into share capital; and</p> <p><del>(6)</del> any other means approved by laws, administrative regulations and relevant regulatory authorities.</p> <p>The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations.</p>

Current version	Amended version
<p><b>Article 30</b> The Company may, according to provisions of laws, administrative regulations, Main Board Listing Rules, departmental rules and regulations and the Articles of Association and subject to the approval of the relevant governing authority of the State, repurchase its shares under the following circumstances:</p> <p>(1) cancellation of shares for the reduction of its registered capital;</p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) granting shares as an incentive to its employees;</p> <p>(4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests that the Company purchase that shareholder's shares;</p> <p>(5) other circumstances permitted by laws and approved by regulatory authorities.</p>	<p><b>Article 3029</b> <del>The Company may, according to provisions of laws, administrative regulations, Main Board Listing Rules, departmental rules and regulations and the Articles of Association and subject to the approval of the relevant governing authority of the State, repurchase its shares under the following circumstances-</del> <b><u>The Company shall not acquire its own shares, except under the following circumstances:</u></b></p> <p>(1) <del>cancellation of shares for the reduction of its registered capital;</del></p> <p>(2) merging with another company that holds shares in the Company;</p> <p>(3) <del>granting shares as an incentive to its employees</del> <b><u>using the shares for employee stock ownership plan or equity incentives;</u></b></p> <p>(4) a shareholder who objects to a resolution on the merger or division of the Company adopted at a shareholders' general meeting requests that the Company purchase that shareholder's shares;</p> <p><b><u>(5) using the shares for conversion of corporate bonds issued by the Company that are convertible into shares;</u></b></p> <p><b><u>(6) necessary for the listed company to protect the corporate value and shareholders' interests;</u></b></p> <p><del>(57)</del> other circumstances permitted by laws and approved by regulatory authorities.</p>

Current version	Amended version
<p><b>Article 31</b> The Company may, with the approval of the relevant governing authority of the State for repurchasing its shares, conduct the repurchase in one of the following ways:</p> <p>(1) making a pro rata general offer of repurchase to all of its shareholders;</p> <p>(2) repurchase shares through public dealing on a stock exchange;</p> <p>(3) repurchase by an off-market agreement; or</p> <p>(4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</p>	<p><b>Article 3130</b> The Company may, <del>with the approval of the relevant governing authority of the State for repurchasing its shares,</del> conduct the <del>repurchase</del> <b>repurchase its shares</b> in one of the following ways:</p> <p>(1) making a pro rata general offer of repurchase to all of its shareholders;</p> <p>(2) repurchase shares through public dealing on a stock exchange;</p> <p>(3) repurchase by an off-market agreement; or</p> <p>(4) any other circumstances permitted by the laws and administrative regulations and approved by the governing authorities.</p>

Current version	Amended version
<p><b>Article 32</b> Where the Company repurchases its shares for any reason mentioned in (1) to (3) of Article 30 above of the Articles of Association or by an off-market agreement, the prior sanction of shareholders at a general meeting shall be obtained in accordance with the Articles of Association. The Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting obtained in the same manner.</p> <p>“Contract to repurchase shares” referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase or an acquisition of the right to repurchase shares of the Company.</p> <p>The contract to repurchase its shares or any rights provided therein shall not be assigned by the Company.</p>	<p><b>Article 3231</b> <del>Where the Company repurchases its shares for any reason mentioned in (1) to (3) of Article 30 above of the Articles of Association or by an off-market agreement, the prior sanction of shareholders at a general meeting shall be obtained in accordance with the Articles of Association. The Company may release, vary or waive its rights under a contract so entered into by the Company with the prior approval of shareholders at a general meeting obtained in the same manner.</del></p> <p><del>“Contract to repurchase shares” referred to in the preceding paragraph includes (but not limited to) an agreement to become obliged to repurchase or an acquisition of the right to repurchase shares of the Company.</del></p> <p><del>The contract to repurchase its shares or any rights provided therein shall not be assigned by the Company.</del><b><u>The acquisition of shares of the Company by the Company under the circumstances set forth in (3), (5) and (6) of Article 29 of the Articles of Association shall be conducted through public trading. The acquisition of shares of the Company by the Company under the circumstances set forth in (1) and (2) of Article 29 of the Articles of Association shall be subject to resolution at a shareholders’ general meeting; the acquisition of shares of the Company by the Company under the circumstances set forth in (3), (5) and (6) of Article 29 of the Articles of Association may be resolved at a Board meeting with the attendance of more than two-thirds of the directors in accordance with the authorization of the shareholders’ general meeting.</u></b></p> <p><b><u>Where the relevant rules of the regulatory authorities and stock exchange of the place where the Company’s shares are listed provide otherwise for the repurchase of shares, such provisions shall prevail.</u></b></p>



Current version	Amended version
<p><b>Article 34</b> Where shares are repurchased lawfully pursuant to sub-paragraph (1) of Article 30 of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub-paragraphs (2) and (4) of Article 30 of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of repurchase pursuant to sub-paragraph (3) of Article 30 of the Articles of Association, such shares shall not be more than 5% of the total issued share capital of the Company; funds used for repurchase shall be financed out of profits after tax of the Company; repurchased shares shall be transferred to the employees within one year.</p> <p>After cancelling repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant press announcement.</p> <p>The amount of the Company’s registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p><b>Article 3433</b> Where shares <u>of the Company</u> are repurchased lawfully pursuant to sub-paragraph (1) of Article <del>30</del><u>29</u> of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; in case of repurchase pursuant to sub-paragraphs (2) and (4) of Article <del>30</del><u>29</u> of the Articles of Association, such shares shall be transferred or cancelled within 6 months thereafter; in case of <del>repurchase pursuant to sub-paragraph (3) of Article 30 of the Articles of Association,</del> such shares shall not be more than 5% of the total issued share capital of the Company; funds used for repurchase shall be financed out of profits after tax of the Company; repurchased shares shall be transferred to the employees within one year <u>circumstances set forth in sub-paragraphs (3), (5) and (6) of Article 29 of the Articles of Association, the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within three years.</u></p> <p>After cancelling repurchased shares lawfully, the Company shall apply to the original companies registration authority for registration of the change of its registered capital and issue a relevant press announcement.</p> <p>The amount of the Company’s registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>

Current version	Amended version
<p><b>Article 39</b> The following activities shall not be deemed to be prohibited by Article 37 of the Articles of Association:</p> <p>(1) the provision of relevant financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the acquisition of shares, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;</p> <p>(2) the lawful distribution of the Company’s assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p> <p>(4) inter alias, a reduction of registered capital, a repurchase of shares or a reorganization of the equity structure of the Company effected in accordance with the Articles of Association;</p> <p>(5) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that they are thereby reduced, the financial assistance is provided out of distributable profits); and</p> <p>(6) the provision of money by the Company for contributions to staff and workers share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that they are thereby reduced, the financial assistance is provided out of distributable profits).</p>	<p><b>Article 3938</b> The following activities shall not be deemed to be prohibited by Article <del>37</del><u>36</u> of the Articles of Association:</p> <p>(1) the provision of relevant financial assistance by the Company is given in good faith in the interest of the Company, and the principal purpose in giving the financial assistance is not for the acquisition of shares, or the giving of the financial assistance is an incidental part of some larger purpose of the Company;</p> <p>(2) the lawful distribution of the Company’s assets by way of dividend;</p> <p>(3) the allotment of bonus shares as dividends;</p> <p>(4) inter alias, a reduction of registered capital, a repurchase of shares or a reorganization of the equity structure of the Company effected in accordance with the Articles of Association;</p> <p>(5) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that they are thereby reduced, the financial assistance is provided out of distributable profits); and</p> <p>(6) the provision of money by the Company for contributions to staff and workers share schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that they are thereby reduced, the financial assistance is provided out of distributable profits).</p>

Current version	Amended version
<p><b>Article 40</b> The share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed.</p> <p>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company must ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</p> <p>(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association;</p>	<p><b>Article 4039</b> The share certificates of the Company shall be in registered form.</p> <p>In addition to those provided in the Company Law, the share certificates of the Company shall contain other items required to be specified by the stock exchange on which the shares of the Company are listed.</p> <p><del>During the period when H shares are listed on the Hong Kong Stock Exchange, the Company must ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange, and shall instruct and cause its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such holder delivers to such share registrar a completed and signed form in respect of such shares bearing the following statements:</del></p> <p><del>(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association;</del></p>

Current version	Amended version
<p>(2) The share purchasers and the Company, each of the shareholders, directors, supervisors, general manager and other senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor, general manager and other senior management member shall agree with each shareholder, that all disputes or claims incurred as a result of rights or obligations provided by the Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</p> <p>(3) The share purchasers and the Company and each of the shareholders agree the shares of the Company may be freely transferred by the holder thereof;</p> <p>(4) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors, general manager and other senior management members. Pursuant to the contract, the directors, general manager and other senior management members undertake to observe and fulfill their responsibilities to the shareholders under the Articles of Association.</p>	<p><del>(2) The share purchasers and the Company, each of the shareholders, directors, supervisors, general manager and other senior management members of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor, general manager and other senior management member shall agree with each shareholder, that all disputes or claims incurred as a result of rights or obligations provided by the Articles of Association or the Company Law or other relevant law or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive;</del></p> <p><del>(3) The share purchasers and the Company and each of the shareholders agree the shares of the Company may be freely transferred by the holder thereof;</del></p> <p><del>(4) The share purchasers authorize the Company to enter into a contract on their behalf with each of the directors, general manager and other senior management members. Pursuant to the contract, the directors, general manager and other senior management members undertake to observe and fulfill their responsibilities to the shareholders under the Articles of Association.</del> <b><u>Under the conditions of paperless issuance and trading of the Company's shares, other requirements of the securities regulatory authorities and stock exchange of the place where the shares are listed shall apply.</u></b></p>

Current version	Amended version
<p><b>Article 43</b> The Company shall keep a register of members containing the following particulars:</p> <p>(1) the name, address (place of domicile), occupation or nature of business of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder was registered as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company.</p>	<p><b>Article 4342</b> <del>The Company shall keep a register of members containing the following particulars</del> <b><u>establish a register of members based on the certificates provided by the relevant securities registrar to register the following matters:</u></b></p> <p>(1) the name, address (place of domicile), occupation or nature of business of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder was registered as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p><del>Unless there is evidence to the contrary, the</del> <b><u>The</u></b> register of members shall be the sufficient evidence of the shareholders' shareholding in the Company.</p>

Current version	Amended version
<p><b>Article 49</b> Shares held by promoters of the Company may not be transferred within one year after the Company’s establishment.</p> <p>The directors, supervisors and senior management members of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company’s shares in his or her possession. Such personnel shall not transfer the Company’s shares in their possession within half year after they have terminated their employment with the Company.</p>	<p><b>Article 4948</b> Shares held by promoters of the Company may not be transferred within one year after the Company’s establishment. <u>Shares issued prior to the Company’s public offering may not be transferred within one year from the date on which the Company’s shares are listed and traded on the stock exchange.</u></p> <p>The directors, supervisors and senior management members of the Company shall report to the Company the number of shares held by them in the Company and the subsequent changes in their shareholdings. The number of shares which such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company’s shares in his or her possession. <u>The shares of the Company held by them shall not be transferred within one year from the date of listing and trading of the Company’s shares.</u> Such personnel shall not transfer the Company’s shares in their possession within half year after they have terminated their employment with the Company.</p>
	<p><u><b>Article 49</b> If a shareholder, director, supervisor or senior management personnel of the Company holding more than 5% of the shares of the Company sells the Company’s shares or other securities with an equity nature within six months after the date of purchase or repurchases them within six months after the date of sale, the gains therefrom shall be attributable to the Company, and the Board of the Company shall recover the gains therefrom, except where the securities firm holds more than 5% of the shares as a result of the purchase of the remaining shares in an underwriting transaction, or for other circumstances stipulated by the CSRC.</u></p>

Current version	Amended version
	<p><u>The shares or other securities with an equity nature referred to in the preceding paragraph held by directors, supervisors, senior management personnel, and individual shareholders include those held by their spouses, parents, and children, as well as those held through others' securities accounts.</u></p> <p><u>In the event that the Board directors does not comply with the provisions of the first paragraph of this Article, the shareholders have the right to demand that the Board take action within 30 days. If the Board fails to take action within such time limit, the shareholders are entitled to institute proceedings in their own names at the People's Court for the benefit of the Company.</u></p> <p><u>In the event that the Board of the Company does not comply with the provisions of the first paragraph of this Article, the directors who are responsible for the matter shall assume joint liability under the law.</u></p>
<p><b>Article 52</b> When the Company convenes a general meeting, distributes dividends, enters into liquidation and engages in other activities that involve confirmation of equity interests, the Board shall determine a specific day for confirmation of equity interests. Shareholders named in the register of members by the end of the date of confirmation of equity interests shall be the shareholders of the Company.</p>	<p><b>Article 52</b> When the Company convenes a general meeting, distributes dividends, enters into liquidation and engages in other activities that involve confirmation of <u>equity interests identity of shareholders</u>, the Board <u>or the convener of the general meeting</u> shall determine a specific day for confirmation of equity interests. Shareholders named in the register of members <u>by the end after trading hours</u> of the <u>record</u> date of confirmation of equity interests shall be the <u>existing</u> shareholders of the Company <u>relevant equity</u>.</p>

Current version	Amended version
<p><b>Article 58</b> The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend or appoint a proxy to attend, exercise the right of speech and vote at general meetings in proportion to the number of shares held in accordance with the law (unless a shareholder is required by the Main Board Listing Rules to abstain from voting on a particular matter);</p> <p>(3) the right of supervisory management over the Company’s business operations, and the rights to present proposals or to raise enquiries;</p> <p>(4) the right to transfer, give or pledge the shares he/she held in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) the right to obtain information in accordance with the provisions of the Articles of Association, including:</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of a reasonable charge;</p>	<p><b>Article 58</b> The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) the right to receive dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) the right to request, convene, chair, attend or appoint a proxy to attend, exercise the right of speech and vote at general meetings in proportion to the number of shares held in accordance with the law (unless a shareholder is required by the Main Board Listing Rules to abstain from voting on a particular matter);</p> <p>(3) the right of supervisory management over the Company’s business operations, and the rights to present proposals or to raise enquiries;</p> <p>(4) the right to transfer, give or pledge the shares he/she held in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(5) <del>the right to obtain information in accordance with the provisions of the Articles of Association, including:</del></p> <p><del>1. the right to obtain a copy of the Articles of Association, subject to payment of a reasonable charge;</del></p>



Current version	Amended version
<p>2. the right to inspect and copy, subject to payment of a reasonable charge:</p> <p>(1) a copy of all parts of the register of members;</p> <p>(2) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members as follows:</p> <p>a. present name and alias and any former name and alias;</p> <p>b. principal address (residence);</p> <p>c. nationality;</p> <p>d. primary and all other part-time occupation and duties;</p> <p>e. identification document and its number;</p> <p>(3) report on the status of the Company's issued share capital;</p> <p>(4) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of Shares repurchased by the Company since the end of the last financial year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</p>	<p><del>2. the right to inspect and copy, subject to payment of a reasonable charge:</del></p> <p><del>(1) a copy of all parts of the register of members;</del></p> <p><del>(2) personal particulars of each of the Company's directors, supervisors, general manager and other senior management members as follows:</del></p> <p><del>a. present name and alias and any former name and alias;</del></p> <p><del>b. principal address (residence);</del></p> <p><del>c. nationality;</del></p> <p><del>d. primary and all other part-time occupation and duties;</del></p> <p><del>e. identification document and its number;</del></p> <p><del>(3) report on the status of the Company's issued share capital;</del></p> <p><del>(4) reports showing the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of Shares repurchased by the Company since the end of the last financial year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);</del></p>

Current version	Amended version
<p>(5) special resolutions of the Company;</p> <p>(6) corporate bond counterfoils;</p> <p>(7) the latest audited financial report of the Company, and the reports of the Board, auditors and the Board of Supervisors; and</p> <p>(8) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities.</p> <p>Documents mentioned above (other than the documents under clause 2(2) above) and other applicable documents shall be made available by the Company at the Company's place of business in Hong Kong as required by the Main Board Listing Requirements, for inspection by the public and holders of overseas-listed foreign-invested shares.</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;</p>	<p><del>(5) special resolutions of the Company;</del></p> <p><del>(6) corporate bond counterfoils;</del></p> <p><del>(7) the latest audited financial report of the Company, and the reports of the Board, auditors and the Board of Supervisors; and</del></p> <p><del>(8) a copy of the latest Annual Inspection Form that has been filed with the PRC administration for industry and commerce or other competent authorities.</del></p> <p><del>Documents mentioned above (other than the documents under clause 2(2) above) and other applicable documents shall be made available by the Company at the Company's place of business in Hong Kong as required by the Main Board Listing Requirements, for inspection by the public and holders of overseas-listed foreign-invested shares.</del> <b><u>the right to review the Articles of Association, register of members, corporate bond stubs, minutes of shareholders' general meetings, resolutions of the Board meetings, resolutions of the meetings of the supervisory committee, and financial and accounting reports;</u></b></p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;</p>

Current version	Amended version
<p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding more than 3% of the Company's shares can make a provisional motion in writing to the Board 10 days before the date of shareholders' general meeting;</p> <p>(9) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(7) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) shareholders individually or jointly holding more than 3% of the Company's shares can make a provisional motion in writing to the Board 10 days before the date of shareholders' general meeting;</p> <p>(9) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>
	<p><b><u>Article 59 When a shareholder requests to review the relevant information mentioned in Article 58 or requests for materials, he/she shall provide the Company with written documents evidencing the class and number of shares of the Company held by him/her, and the Company shall provide such information as requested by such shareholder after verifying his/her identity.</u></b></p>

Current version	Amended version
<p><b>Article 59</b> The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) to fulfill its responsibility to the Company to the extent of Shares held by them;</p> <p>(4) not to withdraw their fund contribution after approval and registration by the Company, except as provided in laws and regulations;</p> <p>(5) other obligations imposed by laws, administrative regulations and the Articles of Association.</p>	<p><b>Article 5960</b> The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(1) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(3) to fulfill its responsibility to the Company to the extent of Shares held by them;</p> <p>(4) not to withdraw their <del>fund contribution after approval and registration by the Company</del> <b>shares</b>, except as provided in laws and regulations;</p> <p>(5) <b><u>not to abuse shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the independent status of the Company as a legal person and the limited liability of shareholders to damage the interests of the creditors of the Company;</u></b></p> <p>(56) other obligations imposed by laws, administrative regulations and the Articles of Association.</p>

Current version	Amended version
<p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p>	<p>Unless otherwise specified, shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the relevant shares on subscription.</p> <p><b><u>Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company shall bear joint and several liabilities for the debts of the Company.</u></b></p>
	<p><b><u>Article 61 When a shareholder holding more than 5% of the voting shares of the Company pledges the shares held by him/her, he/she shall report to the Company in writing on the day on which the pledge occurs.</u></b></p>

Current version	Amended version
<p><b>Article 60</b> In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders' generally or of some part of the shareholders of the Company:</p> <p>(1) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</p> <p>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) any rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association).</p>	<p><b>Article 6062</b> In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which the shares of the Company are listed, <del>a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders' generally or of some part of the shareholders of the Company:</del></p> <p><del>(1) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company;</del></p> <p><del>(2) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;</del></p> <p><del>(3) to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) any rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association).</del> <b><u>the controlling shareholders and de facto controllers of the Company shall not use their connected relations to damage the interests of the Company. If the violation causes losses to the Company, they shall be liable for compensation.</u></b></p>

Current version	Amended version
	<p><b><u>The controlling shareholders and de facto controllers of the Company shall have fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a capital contributor in strict compliance with the laws. The controlling shareholder shall not damage the legitimate rights and interests of the Company and public shareholders by means of profit distribution, asset restructuring, external investment, fund appropriation, loan guarantee, etc., and shall not use its controlling status to damage the interests of the Company and public shareholders.</u></b></p>
<p><b>Article 63</b> The shareholders' general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to consider and approve the reports of the Board;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(6) to consider and approve the Company's profit distribution plans and deficit-deduction plans;</p> <p>(7) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(8) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;</p>	<p><b>Article 6365</b> The shareholders' general meeting shall have the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace directors and supervisors that are not staff representatives and decide on matters relating to their remuneration;</p> <p>(3) to consider and approve the reports of the Board;</p> <p>(4) to consider and approve the reports of the Board of Supervisors;</p> <p>(5) to consider and approve the Company's proposed annual financial budgets and final account plans;</p> <p>(6) to consider and approve the Company's profit distribution plans and deficit-deduction plans;</p> <p>(7) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(8) to resolve on the issuance of debentures, any kind of securities, warrants or other similar securities by the Company;</p>

Current version	Amended version
<p>(9) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to consider and approve the motions raised by shareholders who individually or collectively represent 3% or more of the total number of voting shares of the Company;</p> <p>(12) to resolve on the engagement, re-appointment or termination of engagement of the accountants of the Company;</p> <p>(13) to consider and approve the guarantees specified in Article 64 of the Articles of Association subject to approval at the shareholders' general meeting;</p> <p>(14) to consider the acquisition, disposal of significant assets or guarantees within one year which account for more than 30% of the latest audited total assets of the Company;</p> <p>(15) to consider and approve the share incentive scheme;</p> <p>(16) to resolve the repurchase of the Company's Shares;</p>	<p>(9) to resolve on matters such as the merger, division, dissolution, liquidation or change of the corporate form of the Company;</p> <p>(10) to amend the Articles of Association;</p> <p>(11) to consider and approve the motions raised by shareholders who individually or collectively represent 3% or more of the total number of voting shares of the Company;</p> <p>(12) to resolve on the engagement, re-appointment or termination of engagement of the accountants of the Company;</p> <p>(13) to consider and approve the guarantees specified in Article <del>64</del><u>66</u> of the Articles of Association subject to approval at the shareholders' general meeting;</p> <p>(14) to consider the acquisition, disposal of significant assets <del>or guarantees</del> within one year which account for more than 30% of the latest audited total assets of the Company;</p> <p><b><u>(15) to consider and approve the change of use of proceeds;</u></b></p> <p>(<del>15</del><u>16</u>) to consider and approve the share incentive scheme <b><u>and the employee stock ownership plan;</u></b></p> <p>(<del>16</del><u>17</u>) to resolve the repurchase of the Company's Shares;</p>



Current version	Amended version
<p>(17) to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at shareholders' general meetings;</p> <p>(18) to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.</p> <p>To authorise or delegate the Board to deal with matters as authorised and instructed at the shareholders' general meeting provided that the laws, regulations and the mandatory provisions of relevant laws and regulations of the place of listing are observed.</p> <p>To authorise or delegate the Board to deal with matters as authorised and instructed at the shareholders' general meeting, including but not limited to:</p> <p>(1) subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p>	<p><del>(17)</del><b>(18)</b> to consider other matters which, according to the laws, administrative regulations and the Articles of Association, should be resolved by the shareholders at shareholders' general meetings;</p> <p><del>(18)</del><b>(19)</b> to consider other matters as required by the listing rules of the stock exchange on which the Company's shares are listed.</p> <p>To authorise or delegate the Board to deal with matters as authorised and instructed at the shareholders' general meeting provided that the laws, regulations and the mandatory provisions of relevant laws and regulations of the place of listing are observed.</p> <p>To authorise or delegate the Board to deal with matters as authorised and instructed at the shareholders' general meeting, including but not limited to:</p> <p>(1) subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board to issue, allot and deal with additional H shares not exceeding 20% of the H shares of the Company in issue (or other proportions as required by the applicable laws, regulations and listing rules) and authorize the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares;</p>

<b>Current version</b>	<b>Amended version</b>
<p>(2) to authorize the Board, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>	<p>(2) to authorize the Board, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instrument(s) such as domestic short-term financial instruments, mid-term financial notes, corporate bonds, overseas USD bonds in accordance with the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the value, interest rate, term, targeted group and use of proceeds of the bond(s), as well as the preparation for, execution and disclosure of all necessary documents thereof subject to the aforementioned limits.</p>

Current version	Amended version
<p><b>Article 64</b> The provision of external guarantees by the Company shall be considered and approved by the Board. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders' general meeting.</p>	<p><b>Article 6466</b> The provision of external guarantees by the Company shall be considered and approved by the Board. <del>The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be resolved by the shareholders' general meeting.</del> <u>The following external guarantees of the Company shall be considered and approved at the general meeting.</u></p> <p><u>(1) any guarantees provided after the total external guarantees of the Company and its holding subsidiaries exceeding 50% of the latest audited net assets of the Company;</u></p> <p><u>(2) any guarantees provided after the total external guarantees of the Company exceeding 30% of the latest audited total assets of the Company;</u></p> <p><u>(3) any guarantees provided by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;</u></p> <p><u>(4) any guarantees provided for any guaranteed party with an assets to liabilities ratio exceeding 70%;</u></p> <p><u>(5) any single guarantee in which the amount exceeds 10% of latest audited net assets of the Company;</u></p> <p><u>(6) any guarantees provided to shareholders, de facto controllers and their related parties.</u></p>

Current version	Amended version
<p>When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller or related party, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other Shareholders attending the meeting. The announcement of the resolution of the general meeting shall fully disclose the votes of the non-related shareholders.</p> <p>If a director, general manager or any other senior management member violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he/she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>	<p>When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller or related party, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other Shareholders attending the meeting. The announcement of the resolution of the general meeting shall fully disclose the votes of the non-related shareholders.</p> <p>If a director, general manager or any other senior management member violates a provision on the approval authority or consideration procedure for the provision of external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to sustain a loss, he/she shall be liable for damages and the Company may institute a legal action against him or her in accordance with the law.</p>
	<p><b><u>Article 69 Independent directors shall have the right to propose to the Board to convene an extraordinary general meeting. In response to such proposal of the independent directors to convene an extraordinary general meeting, the Board shall, in accordance with the laws, administrative regulations and provisions of the articles of association, provide a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such proposal. If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is made. If the Board disagrees to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.</u></b></p>

Current version	Amended version
	<p><b><u>Article 70 The supervisory committee shall have the right to propose to the Board to convene an extraordinary general meeting and such proposal shall be made by way of written request(s). The Board shall, in accordance with the laws, administrative regulations and provisions of the articles of association, provide a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such proposal.</u></b></p> <p><b><u>If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is made. Any changes to the original proposal in the notice shall be subject to the consent of the supervisory committee.</u></b></p> <p><b><u>If the Board disagrees to convene the extraordinary general meeting or fails to provide a reply within ten days after receipt of the proposal, the Board shall be deemed to have not been able or fail to perform its duty to convene the shareholders' general meetings, and the supervisory committee may convene and preside over the meeting on its own.</u></b></p>

Current version	Amended version
<p><b>Article 67</b> Shareholders requesting the convening of extraordinary general meetings or class shareholders' meetings shall follow the procedures listed below:</p> <p>(1) Shareholder(s) individually or collectively holding at least 10% (including 10%) of the total number of shares carrying voting rights in the share capital of the Company may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class shareholders' meeting. The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</p>	<p><b>Article <del>67</del>71</b> Shareholders requesting the convening of extraordinary general meetings <del>or class shareholders' meetings</del> shall follow the procedures listed below:</p> <p>(1) Shareholder(s) individually or collectively holding at least 10% (including 10%) of the total number of shares carrying voting rights in the share capital of the Company may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the Board to convene an extraordinary general meeting <del>or a class shareholders' meeting</del>. <del>The Board shall as soon as possible after receipt of such written requisition(s) proceed to so convene the extraordinary general meeting or class shareholders' meeting.</del> <b><u>The Board shall, in accordance with the laws, administrative regulations and provisions of the Articles of Association, provide a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such requisition.</u></b> The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s).</p> <p><b><u>If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is made. Any changes to the original requisition in the notice shall be subject to the consent of the relevant shareholders.</u></b></p>

Current version	Amended version
<p>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, the shareholder(s) making the request mentioned in subsection (1) may request by written requisition(s) the Board of Supervisors to convene the extraordinary general meeting or class shareholders' meeting.</p>	<p><del>(2) Where the Board fails to issue notice of convening meeting within 30 days upon receipt of the above written request, the shareholder(s) making the request mentioned in subsection (1) may request by written requisition(s) the Board of Supervisors to convene the extraordinary general meeting or class shareholders' meeting.</del> <b><u>If the Board disagrees to convene the extraordinary general meeting or fails to provide a reply within ten days after receipt of the requisition, the shareholders individually or jointly holding more than 10% (inclusive) of the Company's shares shall have the right to propose to the supervisory committee to convene an extraordinary general meeting, and such proposal shall be made by way of written request(s).</u></b></p> <p><b><u>If the supervisory committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after receipt of the proposal. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</u></b></p>

Current version	Amended version
<p>(3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for at least 90 consecutive days, individually or collectively holding at least 10% of the total number of shares carrying voting rights in the share capital of the Company may convene the meeting on their own accord within four months upon the Board having received such request. The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>	<p><del>(3) Where the Board of Supervisors fails to issue notice of convening meeting within 30 days upon receipt of the above written request, shareholder(s), for at least 90 consecutive days, individually or collectively holding at least 10% of the total number of shares carrying voting rights in the share capital of the Company may convene the meeting on their own accord within four months upon the Board having received such request.</del> <b><u>If the supervisory committee fails to issue the notice of the shareholders' general meeting within the prescribed period, it shall be deemed that the supervisory committee will not convene and preside over the shareholders' general meeting, and shareholders individually or jointly holding more than 10% (inclusive) of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves.</u></b> The convening procedures shall, to the extent possible, be identical to procedures according to which general meetings are to be convened by the Board.</p> <p>All reasonable expenses incurred for such meeting convened by the shareholders as a result of the failure of the Board and Board of Supervisors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors or supervisors.</p>
	<p><b><u>Article 72 The contents of proposals of shareholders' general meeting shall be matters falling within the functions and powers of shareholders' general meetings, set out specific matters for consideration and resolution, and comply with relevant requirements of laws, administrative regulations and the Articles of Association.</u></b></p>



Current version	Amended version
<p><b>Article 68</b> When the Company convenes a shareholders' general meeting, shareholders individually or jointly holding 3% or more of the total voting shares in the share capital of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.</p>	<p><b>Article 6873</b> When the Company convenes a shareholders' general meeting, <u>the Board, the supervisory committee and shareholders individually or jointly holding more than 3% (inclusive) of the shares of the Company shall have the right to submit proposals to the Company. Shareholders</u> shareholders individually or jointly holding 3% or more of the total voting shares in the share capital of the Company shall be entitled to propose new resolutions in writing to the Company and submit to the convener 10 days prior to the convening of the general meeting. The convener of the general meeting shall issue a supplemental notice of general meeting to other shareholders within 2 days after the receipt of such proposal and incorporate the matters falling within the scope of duties of the general meeting into the agenda of such meeting. The new agenda shall be tabled to the general meeting for consideration.</p> <p><u>Except as referred to in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the shareholders' general meeting or add any new proposals subsequent to the issue of the notice.</u></p> <p><u>Proposals which are not listed in the notice of the shareholders' general meeting or are inconsistent with Article 72 of the Articles of Association shall not be voted on and passed as resolutions at the shareholders' general meeting.</u></p>

Current version	Amended version
<p><b>Article 69</b> To convene a shareholders’ annual general meeting, the Company shall give written notices 20 days before the date of meeting, and to convene an extraordinary general meeting, the Company shall give written notices 15 days before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. When calculating the starting date, the date of the meeting shall be excluded.</p> <p>Unless otherwise provided in the Articles of Association, the notice of the shareholders’ general meeting shall be delivered by personal delivery or prepaid mail to the shareholders (whether or not such shareholders have a voting right at the shareholders’ general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement.</p> <p>“The public announcement” referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council. Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>The notice, information or written statement of a shareholders’ general meeting served on the holders of overseas-listed foreign-invested shares may be published through the websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign-invested shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>A general meeting shall not transact matters not stated in the notice of meeting.</p>	<p><b>Article 6974</b> To convene a shareholders’ annual general meeting, the Company shall give written notices 20 days before the date of meeting, and to convene an extraordinary general meeting, the Company shall give written notices 15 days before the date of meeting, informing all registered shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. When calculating the starting date, the date of the meeting shall be excluded.</p> <p>Unless otherwise provided in the Articles of Association, the notice of the shareholders’ general meeting shall be delivered by <del>personal delivery or prepaid mail to the shareholders</del> (whether or not such shareholders have a voting right at the shareholders’ general meeting). The address of the recipient shall be the address registered in the register of shareholders. For the holders of domestic shares, notice of the meeting may be issued by way of public announcement <b><u>the means set out in Article 203 of the Articles of Association.</u></b></p> <p><del>“The public announcement” referred to in the preceding paragraph</del> <b><u>The announcement to holders of domestic shares</u></b> shall be published <del>in one or more newspapers designated by the securities governing authority of the State Council</del> <b><u>on the websites of the Company and the stock exchange.</u></b> Upon the publication of the announcement, all holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>The notice, information or written statement of a shareholders’ general meeting served on the holders of overseas-listed foreign-invested shares may be published through the websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of overseas-listed foreign-invested shares shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>A general meeting shall not transact matters not stated in the notice of meeting.</p>

Current version	Amended version
<p><b>Article 70</b> Notice of a shareholders' general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the time, place and date of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</p> <p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management member in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management member in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p>	<p><b>Article <del>70</del>75</b> Notice of a shareholders' general meeting shall:</p> <p>(1) be in writing;</p> <p>(2) specify the time, place and date of the meeting;</p> <p>(3) set out the matters to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;</p> <p>(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager and other senior management member in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager or other senior management member in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same class;</p>

Current version	Amended version
<p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his/her behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p>	<p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain conspicuously a statement that <b><u>all holders of ordinary shares are entitled to attend the shareholders' general meeting, and</u></b> a shareholder entitled to attend and vote have the right to appoint one or more proxies to attend and vote on his/her behalf and that such proxy need not be a shareholder of the Company;</p> <p>(8) <b><u>include the record date of registration of shareholders entitled to attend the shareholders' general meeting;</u></b></p> <p>(8<del>9</del>) specify the time and place for lodging proxy forms for the relevant meeting.</p>
	<p><b><u>Article 76 After the issue of a notice of shareholders' general meeting, the shareholders' general meeting shall not, without any proper reason, be postponed or cancelled, and the resolutions set out in the notice of shareholder's general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall, at least two business days before the date of the scheduled meeting, make an announcement and state the reason therein.</u></b></p>

Current version	Amended version
	<p><b><u>Article 78</u></b> <b><u>All holders of ordinary shares whose names appear on the register of members of the Company on the record date or their proxies shall be entitled to attend the shareholders' general meeting, and exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association.</u></b></p>
<p><b>Article 73</b> The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.</p>	<p><b>Article 7380</b> The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorized.</p>
<p><b>Article 74</b> The instrument appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board or other governing body shall attend the shareholders' general meeting of the Company as the appointor's representative, and it shall be deemed to attend in person at any general meeting if it has appointed a representative to attend thereat.</p>	<p><b>Article 7481</b> The instrument appointing a voting proxy shall be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting not less than 24 hours prior to the time for holding the meeting at which the proxy proposes to vote. If such instrument is signed by another person under a power of attorney or other authorization documents given by the appointor, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the instrument appointing the voting proxy, be deposited at the Company's domicile or at such other place as is specified in the notice convening the meeting.</p> <p>If the appointor is a legal person, its legal representative or any person authorized by the resolutions of the Board or other governing body shall attend the shareholders' general meeting of the Company as the appointor's representative, and it shall be deemed to attend in person at any general meeting if it has appointed a representative to attend thereat.</p>

Current version	Amended version
<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person either under seal or under the hand of a director or attorney duly authorized.</p> <p>Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize its company representative or one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting or creditors' meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power (including but not limited to right of speech and voting right) on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>	<p><del>The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal person either under seal or under the hand of a director or attorney duly authorized.</del></p> <p>Where such shareholder is a Recognized Clearing House (or its nominees), it may authorize its company representative or one or more persons as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting or creditors' meeting provided that, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized will be entitled to exercise the same power (including but not limited to right of speech and voting right) on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company.</p>
	<p><b><u>Article 84 The Board and other conveners of the Company shall take necessary measures to ensure the normal order of the shareholders' general meeting. Measures will be taken to stop acts that interfere with the shareholders' general meeting, provoke troubles and infringe the legitimate rights and interests of shareholders, and report to relevant authorities for investigation and punishment in a timely manner.</u></b></p>

Current version	Amended version
<p><b>Article 77</b> A shareholders' general meeting shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his duties, the Board shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>	<p><b>Article 7785</b> <del>A shareholders' general meeting shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his duties, the Board shall designate a director of the Company to convene and preside over the meeting. If no chairman of the meeting has been so designated, shareholders present shall choose one person to be chairman of the meeting. If for any reason the shareholders fail to elect a chairman, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</del> <u><b>The shareholders' general meeting shall be convened by the Board and chaired by the chairman of the Board. Where the chairman is incapable of performing or not performing his duties, the vice chairman (where the Company has two or more vice chairmen, the vice chairman jointly elected by more than half of the directors shall preside) shall preside over the meeting; where the vice chairman is incapable of performing or not performing his duties, a director jointly elected by more than half of the directors shall preside over the meeting.</b></u></p> <p><u><b>Where the Board is incapable of performing or not performing its duties to convene the shareholders' general meeting, the supervisory committee shall convene and preside over the meeting in a timely manner; where the supervisory committee does not convene and preside over the meeting, shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves.</b></u></p>

Current version	Amended version
<p>A shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>	<p>A shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.</p> <p>A shareholders' general meeting convened by the Shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the chairman violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the chairman so as to carry on with the shareholders' general meeting, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason the shareholders fail to elect a chairman of the meeting, the shareholder (including proxy thereof) attending the meeting and holding the largest number of shares vested with voting rights shall be the chairman of the meeting.</p>
	<p><b><u>Article 86 The Company shall formulate the rules of procedures for the shareholders' general meeting which shall set out in detail the procedures of convening and voting in respect of the shareholders' general meeting (including notices, registration, consideration of proposals, voting, vote counting, announcement on voting results, formation of the resolution of the meeting, meeting minutes and signing, announcements and other matters) and the principles of authorization granted to the Board at the shareholders' general meeting. The scope of authorization shall be specified in details. The rules of procedures for the shareholders' general meeting shall be prepared by the Board, approved at the shareholders' general meeting and attached to the Articles of Association as an appendix.</u></b></p>



Current version	Amended version
	<p><b><u>Article 87</u></b> The convener shall ensure that the shareholders' general meeting is conducted continuously until final resolutions are made. If the shareholders' general meeting is suspended or no resolution can be made due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or terminate the shareholders' general meeting directly, and an announcement shall be made in a timely manner.</p>
	<p><b><u>Article 90</u></b> Prior to voting, the chairperson of the shareholders' general meeting shall announce the number of shareholders and proxies attending the meeting and the total number of voting shares held by them. The number of shareholders and proxies attending the meeting and the total number of voting shares held by them shall be subject to the registration of the meeting.</p>
	<p><b><u>Article 97</u></b> Shareholders' general meetings shall have minutes, and the convener shall ensure that the minutes are true, accurate and complete.</p>
	<p><b><u>Article 99</u></b> Except for the cumulative voting system, the shareholders' general meeting shall vote on all proposals one by one. If there are different proposals for the same matter, they shall be voted in the chronological order of the proposals being put forward. Unless the shareholders' general meeting is suspended or no resolution can be made due to force majeure or other special reasons, the shareholders' general meeting shall not set aside any proposal or refuse to vote on the proposals.</p>
	<p><b><u>Article 100</u></b> No amendment shall be made to a proposal when it is considered at the shareholders' general meeting. Otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted at the current shareholders' general meeting.</p>

Current version	Amended version
<p><b>Article 90</b> If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the shareholders' general meeting shall be signed by the directors attending the meeting and chairperson and shall be kept at the Company's domicile together with the signature book of the shareholders attending the meeting and the proxy forms.</p>	<p><b>Article <del>90</del>104</b> If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.</p> <p>The minutes of the shareholders' general meeting shall be signed by the directors attending the meeting and chairperson and shall be kept at the Company's domicile together with the signature book of the shareholders attending the meeting and the proxy forms <b><u>for a term of at least ten years.</u></b></p>
	<p><b><u>Article 106 The resolutions of the shareholders' general meeting shall be announced in a timely manner. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Company, the voting method, the voting results of each proposal and the details of each resolution passed.</u></b></p>
	<p><b><u>Article 107 If a proposal is not passed or a resolution of the previous shareholders' general meeting is changed at the current shareholders' general meeting, special reminders shall be made in the announcement of the resolutions of the shareholders' general meeting.</u></b></p>

Current version	Amended version
<p data-bbox="204 225 783 293"><b>Chapter 9 Special Voting Procedures for Class Shareholders</b></p> <p data-bbox="204 338 783 555">Article 92 Shareholders who hold different classes of shares shall be class shareholders. Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed foreign-invested shares shall be deemed as different classes of shareholders.</p> <p data-bbox="204 602 783 742">Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</p> <p data-bbox="204 789 783 929">Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p data-bbox="204 976 783 1155">Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most preferential voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p data-bbox="813 225 1393 293"><del>Chapter 9 Special Voting Procedures for Class Shareholders</del></p> <p data-bbox="813 338 1393 555"><del>Article 92 Shareholders who hold different classes of shares shall be class shareholders. Save for shareholders of other classes, holders of domestic shares and holders of overseas-listed foreign-invested shares shall be deemed as different classes of shareholders.</del></p> <p data-bbox="813 602 1393 742"><del>Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.</del></p> <p data-bbox="813 789 1393 929"><del>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</del></p> <p data-bbox="813 976 1393 1155"><del>Where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most preferential voting rights, must include the words “restricted voting” or “limited voting”.</del></p>

Current version	Amended version
<p><b>Article 93</b> Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with provisions of Articles 95 to 99 of the Articles of Association.</p> <p>No approval by a general meeting or a class meeting is required for variation or abrogation of rights resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company’s shares are listed, or those resulting from decisions made by domestic and foreign regulatory organs.</p> <p>The holders of domestic shares of the Company referred to in Article 18 of the Articles of Association may transfer their shares to overseas investors and list the said shares overseas, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class of shareholders.</p>	<p><del><b>Article 93</b> Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with provisions of Articles 95 to 99 of the Articles of Association.</del></p> <p><del>No approval by a general meeting or a class meeting is required for variation or abrogation of rights resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company’s shares are listed, or those resulting from decisions made by domestic and foreign regulatory organs.</del></p> <p><del>The holders of domestic shares of the Company referred to in Article 18 of the Articles of Association may transfer their shares to overseas investors and list the said shares overseas, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class of shareholders.</del></p>

Current version	Amended version
<p><b>Article 94</b> The following circumstances shall be deemed to be a variation or abrogation of the shareholders' rights of a class:</p> <p>(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class;</p> <p>(2) to effect an exchange of all or part of the shares of such class into those of another class or to affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;</p> <p>(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</p> <p>(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;</p>	<p><del><b>Article 94</b> The following circumstances shall be deemed to be a variation or abrogation of the shareholders' rights of a class:</del></p> <p><del>(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class;</del></p> <p><del>(2) to effect an exchange of all or part of the shares of such class into those of another class or to affect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</del></p> <p><del>(3) to remove or reduce rights to accrued dividends or rights to cumulative dividends of such class;</del></p> <p><del>(4) to reduce or remove a dividend preference or a liquidation preference attached to shares of such class;</del></p> <p><del>(5) to add, remove or reduce conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;</del></p>

Current version	Amended version
(6) to remove or reduce rights of such class of shares to receive payments from the Company in any particular currency;	<del>(6) to remove or reduce rights of such class of shares to receive payments from the Company in any particular currency;</del>
(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;	<del>(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;</del>
(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;	<del>(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;</del>
(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;	<del>(9) to issue rights to subscribe for, or convert into, shares in the Company of such class or another class;</del>
(10) to increase the rights or privileges of another class;	<del>(10) to increase the rights or privileges of another class;</del>
(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such restructuring; and	<del>(11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of such restructuring; and</del>
(12) to vary or abrogate the provisions in the Articles of Association.	<del>(12) to vary or abrogate the provisions in the Articles of Association.</del>

Current version	Amended version
<p><b>Article 95</b> Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Articles 94 in the Articles of Association, but Interested Shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The meaning of an “Interested Shareholder” stated above is:</p> <p>(1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on the Hong Kong Stock Exchange in accordance with the provisions of Article 31 of the Articles of Association, a controlling shareholder within the meaning of Article 61 in the Articles of Association;</p> <p>(2) in the case of a repurchase of shares by an off-market contract on the Hong Kong Stock Exchange under Article 31 of the Articles of Association, a shareholder to whom the proposed contract is related;</p> <p>(3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.</p>	<p><del><b>Article 95</b>—Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Articles 94 in the Articles of Association, but Interested Shareholder(s) shall not be entitled to vote at class meetings.</del></p> <p>The meaning of an “Interested Shareholder” stated above is:</p> <p><del>(1) in the case of a repurchase of shares by offers to all shareholders in the same proportion or public dealing on the Hong Kong Stock Exchange in accordance with the provisions of Article 31 of the Articles of Association, a controlling shareholder within the meaning of Article 61 in the Articles of Association;</del></p> <p><del>(2) in the case of a repurchase of shares by an off-market contract on the Hong Kong Stock Exchange under Article 31 of the Articles of Association, a shareholder to whom the proposed contract is related;</del></p> <p><del>(3) in the case of a restructure of the Company, a shareholder within a class who bears less than a proportionate amount of obligations imposed on the shareholders of that class or who has an interest different from the interest of the other shareholders of that class.</del></p>
<p><b>Article 96</b> Resolutions of a class of shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favor of such resolutions in accordance with Article 95 of the Articles of Association.</p>	<p><del><b>Article 96</b>—Resolutions of a class of shareholders shall require the approval of shareholders present representing more than two thirds of the voting rights of that class voting in favor of such resolutions in accordance with Article 95 of the Articles of Association.</del></p>

Current version	Amended version
<p><b>Article 97</b> Written notice of a class meeting shall be given by the Company with reference to the requirements on notice period for convening the annual general meeting or extraordinary general meeting as set out in Article 69 of the Articles of Association to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. The date of holding the meeting shall be excluded in calculating the commencement of the time limit.</p> <p>If the listing rules of the stock exchange(s) on which the Company’s shares are listed have specific provisions, such provisions shall be complied with.</p>	<p><del><b>Article 97</b> Written notice of a class meeting shall be given by the Company with reference to the requirements on notice period for convening the annual general meeting or extraordinary general meeting as set out in Article 69 of the Articles of Association to notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting. The date of holding the meeting shall be excluded in calculating the commencement of the time limit.</del></p> <p><del>If the listing rules of the stock exchange(s) on which the Company’s shares are listed have specific provisions, such provisions shall be complied with.</del></p>
<p><b>Article 98</b> Notice of class meetings need only be served on shareholders entitled to vote thereat. Meetings of any class of shareholders shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders. The provisions of the Articles of Association relating to the conduct of any general meeting of shareholders shall apply to any class meeting.</p>	<p><del><b>Article 98</b> Notice of class meetings need only be served on shareholders entitled to vote thereat. Meetings of any class of shareholders shall be conducted in a similar way as closely as possible to the provisions for general meetings of shareholders. The provisions of the Articles of Association relating to the conduct of any general meeting of shareholders shall apply to any class meeting.</del></p>



Current version	Amended version
<p><b>Article 99</b> In addition to holders of other class shares, holders of domestic shares and overseas-listed foreign-invested shares are deemed to be shareholders of different classes. Voting by holders of different classes of shares is not required in the following situations:</p> <p>(1) where the Company issues, upon the approval by special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares or overseas-listed foreign-invested shares;</p> <p>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and overseas-listed foreign-invested shares; and</p> <p>(3) where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval of the securities regulatory authority of the State Council.</p>	<p><del><b>Article 99</b> In addition to holders of other class shares, holders of domestic shares and overseas-listed foreign-invested shares are deemed to be shareholders of different classes. Voting by holders of different classes of shares is not required in the following situations:</del></p> <p><del>(1) where the Company issues, upon the approval by special resolution of its shareholders in general meeting, either separately or concurrently once every twelve months, not more than 20% of each of its existing issued domestic shares or overseas-listed foreign-invested shares;</del></p> <p><del>(2) where the Company completes, within 15 months from the date on which approval is given by the securities regulatory authorities of the State Council, its plan (made at the time of its establishment) to issue domestic shares and overseas-listed foreign-invested shares; and</del></p> <p><del>(3) where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval of the securities regulatory authority of the State Council.</del></p>

Current version	Amended version
<p><b>Article 111</b> Directors may resign before expiry of their terms of office. The directors who resign shall submit to the Board a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board.</p> <p>In the event that the resignation of any director during his term of office results in the number of members of the Board being less than the statutory minimum requirement, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and departmental rules and the Articles of Association until the re-elected directors assume their office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board. Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company's shares are listed, if the Board appoints a new director to fill a casual vacancy or as an addition to the Board, the appointed director shall only hold office until the first annual general meeting after the appointment and shall be eligible for re-election at such general meeting.</p>	<p><b>Article <del>111</del>119</b> Directors may resign before expiry of their terms of office. The directors who resign shall submit to the Board a written report in relation to their resignation. The relevant information shall be disclosed within two days by the Board.</p> <p>In the event that the resignation of any director during his term of office results in the number of members of the Board being less than the statutory minimum requirement, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations and departmental rules and the Articles of Association until the re-elected directors assume their office.</p> <p>Save for the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board. Subject to the relevant laws and regulations, as well as regulatory rules of the local authority where the Company's shares are listed, if the Board appoints a new director to fill a casual vacancy or as an addition to the Board, the appointed director shall only hold office until the first annual general meeting after the appointment and shall be eligible for re-election at such general meeting.</p>
	<p><b><u>Article 126</u></b> <b><u>The Board shall formulate rules of procedures for the Board to ensure the implementation of the resolutions made at shareholders' general meetings, improve the work efficiency and ensure scientific decisions-making process.</u></b></p>

Current version	Amended version
<p><b>Article 120</b> The chairman of the Board shall exercise the following authorities:</p> <p>(1) to preside over general meetings and to convene and preside over board meetings;</p> <p>(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board;</p> <p>(3) to sign share certificates, bonds and other marketable securities of the Company;</p> <p>(4) to sign important documents of the Board and other documents that shall be signed by the legal representative of the Company and to exercise the authorities of legal representatives;</p> <p>(5) to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board after such event occurs, in the event of force majeure or an emergency in which it is impossible to convene a board meeting;</p> <p>(6) to define the systems necessary for the operation of the Board, and coordinate its operation;</p>	<p><b>Article <del>120</del>129</b> The chairman of the Board shall exercise the following authorities:</p> <p>(1) to preside over general meetings and to convene and preside over board meetings;</p> <p>(2) to supervise and check on the implementation of resolutions passed at the meeting of the Board;</p> <p>(3) to sign share certificates, bonds and other marketable securities of the Company;</p> <p>(4) to sign important documents of the Board and other documents that shall be signed by the legal representative of the Company and to exercise the authorities of legal representatives;</p> <p>(5) to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide post-event reports to the Board after such event occurs, in the event of force majeure or an emergency in which it is impossible to convene a board meeting;</p> <p>(6) to define the systems necessary for the operation of the Board, and coordinate its operation;</p>

Current version	Amended version
<p>(7) to hear regular and non-regular performance reports from the Company’s senior management members, and to provide the Board with steering comments on the implementation of board resolutions;</p> <p>(8) to nominate a candidate for the general manager of the Company and secretary to the Board;</p> <p>(9) to supervise and check on the work of special committees under the Board;</p> <p>(10) to exercise other powers as authorized by the laws, regulations or the Articles of Association and the Board.</p> <p>Where the chairman is unable to perform his/her duties, a majority of the directors may jointly elect a director to perform his/her duties.</p>	<p>(7) to hear regular and non-regular performance reports from the Company’s senior management members, and to provide the Board with steering comments on the implementation of board resolutions;</p> <p>(8) to nominate a candidate for the general manager of the Company and secretary to the Board;</p> <p>(9) to supervise and check on the work of special committees under the Board;</p> <p>(10) to exercise other powers as authorized by the laws, regulations or the Articles of Association and the Board.</p> <p><del>Where the chairman is unable to perform his/her duties, a majority of the directors may jointly elect a director to perform his/her duties.</del> <b><u>The vice chairman of the Board of the Company shall assist the chairman in performing his/her duties. In the event the chairman is unable to perform his/her duties or he/she does not perform his/her duties, such duties shall be performed by the vice chairman (if the Company has two or more vice chairman, the vice chairman jointly elected by more than half of all the directors shall perform the duties). Where the vice chairman is unable to perform his/her duties or he/she does not perform his/her duties, such duties shall be performed by a director elected by more than half of all the directors.</u></b></p>

Current version	Amended version
<p><b>Article 122</b> Notice of regular Board meetings shall be given fourteen days prior to the meetings, and reasonable notice of extraordinary Board meeting shall be given prior to the meetings to all directors and supervisors. The Board office or other departments designated by the Board shall give notice in writing to each director and supervisor and general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p>	<p><b>Article <del>122</del>131</b> Notice of regular Board meetings shall be given fourteen days prior to the meetings, and reasonable notice of extraordinary Board meeting shall be given prior to the meetings to all directors and supervisors. The Board office or other departments designated by the Board shall give notice in writing to each director and supervisor and general manager by hand, fax, express mail service or other means of electronic communication. Notices that are not served by hand shall be confirmed by telephone and record should be made accordingly.</p>
	<p><b>Article 132</b> <u>The notice of the meetings of the Board shall include the following:</u></p> <p><b><u>(1) date and venue of the meeting;</u></b></p> <p><b><u>(2) duration of the meeting;</u></b></p> <p><b><u>(3) subject matter and topic;</u></b></p> <p><b><u>(4) date of issue of the notice.</u></b></p>

Current version	Amended version
<p><b>Article 124</b> Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.</p> <p>In the case of an equality of votes, the chairman shall have one more casting vote.</p>	<p><b>Article <del>124</del>134</b> Board meetings shall be held only if more than half of the directors are present.</p> <p><del>Each director shall have one vote.</del> <b><u>Voting on resolutions of the Board shall be by one person, one vote.</u></b> Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.</p> <p><del>In the case of an equality of votes, the chairman shall have one more casting vote.</del></p>
<p><b>Article 125</b> A director shall attend the Board meetings in person. If a director is not able to attend the meeting for any reasons, he/she may appoint in writing other directors to attend the meeting on his behalf. The scope of authorization shall be specified in the power of attorney.</p> <p>The appointed director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a Board meeting nor appoint representative to attend on his behalf, the said director shall be deemed to have waived his right to vote at the meeting.</p>	<p><b>Article <del>125</del>135</b> A director shall attend the Board meetings in person. If a director is not able to attend the meeting for any reasons, he/she may appoint in writing other directors to attend the meeting on his behalf. <del>The scope of authorization shall be specified in the power of attorney.</del> <b><u>The power of attorney shall set out the scope of authorization, name of the proxy, the subject of the authorization and the valid period of the power of attorney, which shall be signed or officially sealed by the authorizing party.</u></b></p> <p>The appointed director attending the meeting shall only exercise the rights within the scope of authorization. Should a director neither attend a Board meeting nor appoint representative to attend on his behalf, the said director shall be deemed to have waived his right to vote at the meeting.</p>

Current version	Amended version
<p><b>Article 128</b> The Board shall prepare the minutes to record the decisions made concerning the matters considered at the Board meetings, which shall be signed by the attending directors and the recorder. The directors shall be responsible for the resolutions passed at the Board meetings. Any director who votes for a board resolution which contravenes the laws, administrative regulations or the Articles of Association and which result in the Company suffering from material losses, shall be responsible for the liabilities of compensation. A director who votes against such resolution, and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.</p>	<p><b>Article <del>128</del>138</b> The Board shall prepare the minutes to record the decisions made concerning the matters considered at the Board meetings, which shall be signed by the attending directors and the recorder. <u>Minutes of the Board meetings are kept as corporate records for a period of not less than ten years.</u> The directors shall be responsible for the resolutions passed at the Board meetings. Any director who votes for a board resolution which contravenes the laws, administrative regulations or the Articles of Association and which result in the Company suffering from material losses, shall be responsible for the liabilities of compensation. A director who votes against such resolution, and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempt from liability.</p>
	<p><b>Article 144</b> <u>Any person who takes an administrative role other than a director or a supervisor in the controlling shareholders of the Company shall not serve as a senior management member of the Company.</u></p> <p><u>The senior management members of the Company shall receive remuneration solely from the Company and not from the controlling shareholders.</u></p>

Current version	Amended version
<p><b>Article 136</b> In exercising his functions and powers, the general manager shall act honestly and diligently in accordance with laws, administrative regulations and the Articles of Association.</p>	<p><b>Article <del>136</del>147</b> In exercising his functions and powers, the <del>general manager</del> <b>senior management members</b> shall <del>act honestly and diligently</del> <b>fulfill the obligations of honesty, fidelity and diligence</b> in accordance with laws, administrative regulations and the Articles of Association <b>and safeguard the best interests of the Company and all the shareholders. If the Company’s senior management members fail to faithfully and diligently perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.</b></p>
	<p><b>Article 148</b> <u>If any senior management member violates laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties in the Company and causes losses to the Company, such senior management member shall be liable for compensation.</u></p>
	<p><b>Article 151</b> <u>Where the term of office of supervisors expires and re-election has not yet been made, or where a supervisor resigns during his/her term of office resulting in the number of supervisors falling below the quorum of the supervisory committee, the original supervisor shall continue to perform his/her duties as supervisor pursuant to the provisions of laws, administrative regulations and the Articles of Association until the re-elected supervisor assumes office.</u></p>



Current version	Amended version
<p><b>Article 141</b> The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) to supervise the directors, general managers and other senior management members in their performance of duties and to propose the removal of directors and senior management members who have contravened any law, administrative regulations, these Articles of Association or shareholders' resolutions;</p> <p>(2) to demand any director and other senior management members of the Company who acts in a manner which is harmful to the Company's interests to rectify such behavior;</p> <p>(3) to examine the Company's financial affairs;</p> <p>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board to the shareholders' general meetings; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;</p> <p>(5) to propose to convene a shareholders' extraordinary general meeting; and to convene and chair general meeting in case the Board fails to fulfill the obligations of the Company Law to convene and chair the general meeting;</p>	<p><b>Article <del>141</del>154</b> The Board of Supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) to supervise the directors, general managers and other senior management members in their performance of duties and to propose the removal of directors and senior management members who have contravened any law, administrative regulations, these Articles of Association or shareholders' resolutions;</p> <p>(2) to demand any director and other senior management members of the Company who acts in a manner which is harmful to the Company's interests to rectify such behavior;</p> <p>(3) to examine the Company's financial affairs;</p> <p>(4) to review financial information such as the financial reports, operation reports and profit distribution schemes to be submitted by the Board to the shareholders' general meetings; if there is any doubt, to engage certified public accountants and practicing auditors in the name of the Company to assist their review;</p> <p>(5) to propose to convene a shareholders' extraordinary general meeting; and to convene and chair general meeting in case the Board fails to fulfill the obligations of the Company Law to convene and chair the general meeting;</p>

Current version	Amended version
<p>(6) to propose resolutions at a general meeting;</p> <p>(7) to propose to convene an extraordinary meeting of the Board;</p> <p>(8) to institute a suit to the directors or senior management members of the Company according to Article 151 of the Company Law;</p> <p>(9) other functions and powers conferred by laws and administrative regulations and the Articles of Association.</p> <p>Supervisors shall be present at meetings of the Board.</p>	<p>(6) to propose resolutions at a general meeting;</p> <p>(7) to propose to convene an extraordinary meeting of the Board;</p> <p>(8) to institute a suit to the directors or senior management members of the Company according to Article 151 of the Company Law;</p> <p>(9) other functions and powers conferred by laws and administrative regulations and the Articles of Association.</p> <p>Supervisors shall be present at meetings of the Board <b><u>and may raise queries or proposals regarding resolutions at such meetings.</u></b></p> <p><b><u>Expenses necessary for performing the duties of the supervisory committee shall be borne by the Company.</u></b></p>

Current version	Amended version
<p><b>Article 142</b> Meetings of the Board of Supervisors shall be held at least once every six months and convening these meetings is the responsibility of the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over the Board of Supervisors meetings.</p> <p>A supervisor can propose to convene an extraordinary meeting of the Board of Supervisors.</p> <p>In convening the regular or extraordinary meetings of Board of Supervisors, the staff member of the Board of Supervisors shall give a written notice of the meeting in a reasonable period before the meeting date respectively. The notice of meeting shall be given to all supervisors by hand delivery, facsimile transmission, electronic mail or other means. If a notice is not given by hand delivery, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.</p> <p>In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting shall make relevant explanation at the meeting.</p>	<p><b>Article <del>142</del>155</b> Meetings of the Board of Supervisors shall be held at least once every six months and convening <b>and presiding over</b> these meetings is the responsibility of the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over the Board of Supervisors meetings.</p> <p>A supervisor can propose to convene an extraordinary meeting of the Board of Supervisors.</p> <p>In convening the regular or extraordinary meetings of Board of Supervisors, the staff member of the Board of Supervisors shall give a written notice of the meeting in a reasonable period before the meeting date respectively. The notice of meeting shall be given to all supervisors by hand delivery, facsimile transmission, electronic mail or other means. If a notice is not given by hand delivery, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.</p> <p>In case of urgency and an extraordinary meeting of the Board of Supervisors is required to be convened as soon as possible, the notice of such meeting shall be given by telephone communication or other verbal means at any time provided that the convener of the meeting shall make relevant explanation at the meeting.</p>

Current version	Amended version
<p><b>Article 143</b> The method for conducting business for the Board of Supervisors: resolutions of the Board of Supervisors shall be made by way of voting with one vote by each supervisor, conducted by way of, such as, casting written votes with the identity of the voter stated on the voting papers.</p> <p>The voting procedure: a supervisor may cast a vote as affirm, object or abstain. Each attending supervisor shall indicate his/her voting intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or have chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Decisions of the Board of Supervisors shall be made by the affirmative vote of more than two-thirds of the supervisors.</p> <p>The Board of Supervisors shall record in the minute book decision on matters discussed; supervisors who attended the meeting shall sign on the attendance book. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The meeting minutes of the Board of Supervisors shall be kept in the domicile of the Company.</p> <p>When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Board of Supervisors. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Board of Supervisors within the period stipulated in the meeting notice.</p>	<p><b>Article <del>143</del>156</b> The method for conducting business for the Board of Supervisors: resolutions of the Board of Supervisors shall be made by way of voting with one vote by each supervisor, conducted by way of, such as, casting written votes with the identity of the voter stated on the voting papers.</p> <p>The voting procedure: a supervisor may cast a vote as affirm, object or abstain. Each attending supervisor shall indicate his/her voting intention by choosing one of the above. The chairman of the meeting shall request each supervisor who fails to choose any of the above or have chosen two or more of the above to vote again, refusal to do so shall be regarded as having abstained from voting. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>Decisions of the Board of Supervisors shall be made by the affirmative vote of more than two-thirds of the supervisors.</p> <p>The Board of Supervisors shall record in the minute book decision on matters discussed; supervisors who attended the meeting shall sign on the attendance book. A supervisor is entitled to request for some descriptive record to be made with regard to his speech in the meeting. The meeting minutes of the Board of Supervisors shall be kept in the domicile of the Company <b><u>for at least ten years.</u></b></p> <p>When voting by way of telecommunications, supervisors shall, after confirming their votes by signing a written opinion on the matter considered and his/her voting intention, fax the same to the office of the Board of Supervisors. Supervisors who cast votes by way of telecommunications shall submit the signed original copy of the voting paper to the Board of Supervisors within the period stipulated in the meeting notice.</p>

Current version	Amended version
<p><b>Article 145</b> All supervisors shall perform their supervisory responsibility honestly in accordance with law, administrative regulations and the Articles of Association.</p>	<p><b>Article 145<del>158</del></b> All supervisors shall perform their supervisory responsibility honestly in accordance with law, administrative regulations and the Articles of Association.</p> <p><u><b>The supervisors shall observe laws, administrative regulations and the Articles of Association. They shall shoulder the obligations of fidelity and the duties of diligence to the Company, and shall not accept any bribery or other illegal income by using his/her powers and position, or seize the assets of the Company in any manner.</b></u></p> <p><u><b>The supervisors shall not prejudice the interests of the Company by means of their connected relationship, and they shall be liable for compensation for any loss caused to the Company.</b></u></p> <p><u><b>If supervisors have violated the provisions of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties, resulting in losses to the Company, they shall be liable for compensation.</b></u></p>

Current version	Amended version
<p><b>Article 146</b> Any of the following circumstances occurs, a person may not serve as a director, supervisor, the general manager, or other senior management members of the Company:</p> <p>(1) an individual who has no civil capacity or has restricted civil capacity;</p> <p>(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offences, where less than five years have elapsed since the date of the completion of implementation of the penalty or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;</p> <p>(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p>	<p><b>Article <del>146</del>159</b> Any of the following circumstances occurs, a person may not serve as a director, supervisor, the general manager, or other senior management members of the Company:</p> <p>(1) an individual who has no civil capacity or has restricted civil capacity;</p> <p>(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offences, where less than five years have elapsed since the date of the completion of implementation of the penalty or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;</p> <p>(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;</p>

<b>Current version</b>	<b>Amended version</b>
<p>(4) persons who were legal representatives of a company or enterprise which had its business license revoked due to a violation of the law and were ordered to close down and who were personally liable to such company or enterprise, where less than three years have elapsed since the date of such company or enterprise was ordered to close down;</p>	<p>(4) persons who were legal representatives of a company or enterprise which had its business license revoked due to a violation of the law and were ordered to close down and who were personally liable to such company or enterprise, where less than three years have elapsed since the date of such company or enterprise was ordered to close down;</p>
<p>(5) persons with a comparatively large amount of personal debts due and unsettled;</p>	<p>(5) persons with a comparatively large amount of personal debts due and unsettled;</p>
<p>(6) persons who have committed criminal offences and are still under investigation by law administration authorities;</p>	<p>(6) persons who have committed criminal offences and are still under investigation by law administration authorities;</p>
<p>(7) persons who were not allowed to be heads of enterprises as stipulated by laws, administrative regulations;</p>	<p>(7) persons who were not allowed to be heads of enterprises as stipulated by laws, administrative regulations;</p>
<p>(8) persons who are not natural persons;</p>	<p>(8) persons who are not natural persons;</p>
<p>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</p>	<p>(9) persons who have been convicted of offences of violating provisions of the relevant securities regulations or offences of fraud or acting in bad faith by the relevant competent authorities, where less than five years have lapsed since the date of conviction;</p>

Current version	Amended version
<p>(10) other persons stipulated by the laws and regulations of the place where the Company's shares are listed.</p>	<p>(10) other persons stipulated by the laws and regulations of the place where the Company's shares are listed.</p> <p><b><u>If an election or appointment of a director or a supervisor or engagement of a senior management member is taken place in violation of the preceding paragraph, the said election, appointment or engagement shall be invalid.</u></b></p> <p><b><u>If a director, a supervisor or a senior management member falls into any of the circumstances set forth in (1) of this Article during his/her term of office, the Company shall terminate his/her duties.</u></b></p>
<p><b>Article 153</b> Except in circumstances referred to in Article 60 of the Articles of Association, liabilities of a director, supervisor, the general manager and other senior management members arising from the violation of a specified duty may be released by informed shareholders in general meeting.</p>	<p><del><b>Article 153</b></del> <b>Article 166</b> Except in circumstances referred to in <del>Article 60 of the Articles of Association,</del> <del>liabilities</del> <b>Liabilities</b> of a director, supervisor, the general manager and other senior management members arising from the violation of a specified duty may be released by informed shareholders in general meeting.</p>



Current version	Amended version
<p><b>Article 162</b> The Company shall enter into a contract in writing with a director, supervisor and senior management members of the Company, subject to the prior approval of shareholders in a general meeting or the Board. The written contract shall include at least the following provisions:</p> <p>(1) The promise made by a director, supervisor or senior management member to the Company that he/she shall comply with and observe, the requirements stipulated under the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers, Mergers and Share Repurchases and other rules stipulated by Hong Kong Stock Exchange, and agree that the Company is entitled to take remedial measures under the Articles of Association, where the contract and his/her position shall not be transferred;</p> <p>(2) The promise made by a director, supervisor or senior management members to the Company that he/she shall comply with and perform his/her obligations to shareholders set out in the Articles of Association; and</p> <p>(3) The arbitration clauses as provided in Article 206 of the Articles of Association.</p>	<p><b>Article <del>162</del>175</b> The Company shall enter into a contract in writing with a director, supervisor and senior management members of the Company, subject to the prior approval of shareholders in a general meeting or the Board. The written contract shall include at least the following provisions:</p> <p>(1) The promise made by a director, supervisor or senior management member to the Company that he/she shall comply with and observe, the requirements stipulated under the Company Law, <del>the Special Regulations</del>, the Articles of Association, the Code on Takeovers, Mergers and Share Repurchases and other rules stipulated by Hong Kong Stock Exchange, and agree that the Company is entitled to take remedial measures under the Articles of Association, where the contract and his/her position shall not be transferred;</p> <p>(2) The promise made by a director, supervisor or senior management members to the Company that he/she shall comply with and perform his/her obligations to shareholders set out in the Articles of Association; and</p> <p>(3) The arbitration clauses as provided in Article <del>206</del><b>226</b> of the Articles of Association.</p>

Current version	Amended version
<p><b>Article 168</b> The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and rules formulated by relevant state authorities.</p> <p>The Company shall establish a work mechanism to prevent legal risks and implement corporate legal advisor system in accordance with relevant national and local regulations.</p>	<p><b>Article <del>168</del>181</b> The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and rules formulated by relevant state authorities.</p> <p>The Company shall establish a work mechanism to prevent legal risks and implement corporate legal advisor system in accordance with relevant national and local regulations.</p> <p><b><u>The Company shall establish a legal counseling system with the internal general counsel as the core and the division of labor between the internal and external legal counsels focusing on their respective roles in a coordinated manner.</u></b></p> <p><b><u>The Company shall gradually establish and improve the general counsel system in different categories and at different levels in accordance with the requirements of reform of state-owned enterprises.</u></b></p>

Current version	Amended version
<p><b>Article 172</b> The financial reports of the Company shall be made available at the Company for inspection by shareholders 20 days before the annual general meeting. Every shareholder of the Company is entitled to a copy of the financial reports as referred to in this Chapter.</p> <p>“The financial report” mentioned in the preceding paragraph shall include the directors’ report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow) or (under the condition of no violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.</p> <p>The Company shall deliver or send such financial report to every holder of its overseas-listed foreign-invested shares by pre-paid post at the addresses of such shareholders as recorded in the register of members no less than 21 days before the date of the annual general meeting. The Company can proceed by way of announcements, including announcement via the Company’s website, on condition that such announcements are in compliance with the laws, administrative regulations, departmental rules and the relevant requirements of the securities regulatory body where the Company’s shares are listed.</p>	<p><b>Article <del>172</del>185</b> The financial reports of the Company shall be made available at the Company for inspection by shareholders 20 days before the annual general meeting. Every shareholder of the Company is entitled to a copy of the financial reports as referred to in this Chapter.</p> <p>“The financial report” mentioned in the preceding paragraph shall include the directors’ report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow) or (under the condition of no violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.</p> <p>The Company shall <del>deliver or send</del> <b>provide</b> such financial report to every holder of its overseas-listed foreign-invested shares <del>by pre-paid post at the addresses of such shareholders as recorded in the register of members</del> no less than 21 days before the date of the annual general meeting. The Company can proceed by way of announcements, including announcement via the Company’s website, on condition that such announcements are in compliance with the laws, administrative regulations, departmental rules and the relevant requirements of the securities regulatory body where the Company’s shares are listed.</p>

Current version	Amended version
<p><b>Article 188</b> The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p> <p>Prior to the removal or the non-renewal of the appointment of the accounting firm, an advance notice of such removal or non-renewal shall be given to the accounting firm and such firm has the right to state its opinions to the shareholders' general meeting.</p> <p>If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the Board to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders.</p>	<p><b>Article <del>188</del>201</b> The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p> <p>Prior to the removal or the non-renewal of the appointment of the accounting firm, an advance notice of such removal or non-renewal shall be given to the accounting firm and such firm has the right to state its opinions to the shareholders' general meeting.</p> <p><b><u>In the event that the accounting firm proposes to resign, it shall explain to the shareholders' general meeting whether there are any improper practices on the part of the Company.</u></b></p> <p>If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the Board to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders.</p>

<b>Current version</b>	<b>Amended version</b>
<p>Leaving herein shall include leaving by dismissal, resignation and retirement.</p> <p>(2) If the accounting firm which is about to leave the post makes a written statement, and requires the Company to inform the shareholders of its statement, unless the time of receiving such written statement is too late, the Company shall adopt the following measures:</p> <p>1. state in the notice of meeting issued for making resolutions that the accounting firm which is about to leave the post has made a statement; and</p> <p>2. attach a copy of the representations to the notice and send it to each shareholder who is entitled to receive the notice of the shareholders' general meeting in the manner stipulated in the Articles of Association.</p> <p>(3) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of item (2), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p>	<p>Leaving herein shall include leaving by dismissal, resignation and retirement.</p> <p>(2) If the accounting firm which is about to leave the post makes a written statement, and requires the Company to inform the shareholders of its statement, unless the time of receiving such written statement is too late, the Company shall adopt the following measures:</p> <p>1. state in the notice of meeting issued for making resolutions that the accounting firm which is about to leave the post has made a statement; and</p> <p>2. attach a copy of the representations to the notice and send it to each shareholder who is entitled to receive the notice of the shareholders' general meeting in the manner stipulated in the Articles of Association.</p> <p>(3) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of item (2), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p>

<b>Current version</b>	<b>Amended version</b>
<p>(4) An accounting firm about to leave the post shall have the right to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. general meeting of shareholders at which its tenure shall expire;</li> <li>2. general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and</li> <li>3. general meeting of shareholders convened due to its resignation from its post.</li> </ol> <p>The accounting firm about to leave the post shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.</p>	<p>(4) An accounting firm about to leave the post shall have the right to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. general meeting of shareholders at which its tenure shall expire;</li> <li>2. general meeting of shareholders at which the vacancy due to its dismissal is to be filled up; and</li> <li>3. general meeting of shareholders convened due to its resignation from its post.</li> </ol> <p>The accounting firm about to leave the post shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.</p>

Current version	Amended version
<p><b>Article 189</b> Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>(1) The accounting firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <p>1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2. a statement of any such circumstances.</p>	<p><b>Article <del>189</del>202</b> Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. Such accounting firm shall have the right to make representations at the general meeting of shareholders. Where the accounting firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>(1) The accounting firm may resign its office by depositing at the Company's legal address a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:</p> <p>1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>2. a statement of any such circumstances.</p>

Current version	Amended version
<p>(2) Where a notice is deposited under Clause 2 of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause 2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed foreign-invested shares (i.e. the shareholder who is entitled to receive the report of the financial position of the Company) at the address registered in the register of shareholders.</p> <p>(3) If the resignation notice of an accounting firm contains any statement mentioned in paragraph 2 of Clause (1) of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>	<p>(2) Where a notice is deposited under Clause 2 of this Article, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Clause 2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also <del>send</del> <b>provide</b> a copy of such statement <del>by prepaid mail</del> to every holder of overseas-listed foreign-invested shares (i.e. the shareholder who is entitled to receive the report of the financial position of the Company) <del>at the address registered in the register of shareholders.</del></p> <p>(3) If the resignation notice of an accounting firm contains any statement mentioned in paragraph 2 of Clause (1) of this Article, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>
<p><b>Article 190</b> Notices of the Company can be issued via the following methods: (1) by personal delivery; (2) by mail; (3) by facsimile or e-mail; (4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed; (5) by an announcement; (6) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or (7) any other methods approved by the relevant regulatory bodies of the place of listing of the Company's shares or required by the Articles of Association.</p>	<p><b>Article <del>190</del>203</b> Notices of the Company can be issued via the following methods: (1) by personal delivery; (2) by mail; (3) by facsimile or e-mail; (4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed; (5) by an announcement; (6) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received; or (7) any other methods approved by the relevant regulatory bodies of the place of listing of the Company's shares or required by the Articles of Association.</p>



Current version	Amended version
<p>Unless the context otherwise specifies, the “announcement” referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign-invested shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall also be published on the Company’s website at the same time. In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign-invested shares by personal delivery or prepaid mail so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</p>	<p>Unless the context otherwise specifies, the “announcement” referred to in the Articles of Association shall mean, in respect of announcements made to the holders of domestic shares or the announcements to be published in the PRC as required by the relevant requirements and the Articles of Association, the publication of an announcement <del>in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the securities regulatory authority of the State Council</del> <u>on the websites of the Company and the stock exchange</u>. For notices issued by the Company to the holders of overseas-listed foreign-invested shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the website of the Hong Kong Stock Exchange in accordance with the local listing rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the local listing rules. The announcement shall also be published on the Company’s website at the same time. <del>In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed foreign-invested shares by personal delivery or prepaid mail so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.</del></p>

Current version	Amended version
<p>           Holders of the Company’s overseas-listed foreign-invested shares shall select electronic version or mail in writing to receive corporate communication that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.         </p> <p>           Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.         </p>	<p>           Holders of the Company’s overseas-listed foreign-invested shares shall select electronic version or mail <del>in writing</del> to receive corporate communication that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.         </p> <p>           Shareholders or directors who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the correct address by ordinary means or by prepaid mail within the designated periods.         </p>

Current version	Amended version
<p>Notwithstanding the aforesaid provision which specifies providing and/ or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Listing Rules of Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of Hong Kong Stock Exchange.</p>	<p>Notwithstanding the aforesaid provision which specifies providing and/ or dispatching written corporate communication to shareholders, for the purpose of the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of Hong Kong Stock Exchange, <del>if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Listing Rules of Hong Kong Stock Exchange as amended from time to time;</del> the Company may dispatch or provide corporate communication to its shareholders by electronic means or via <del>its website</del> <b><u>the websites of the Hong Kong Stock Exchange and the Company</u></b>. Corporate communication includes but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' general meetings, and other types of corporate communication as specified in the Listing Rules of Hong Kong Stock Exchange.</p>

Current version	Amended version
	<p><b><u>Article 205</u></b> <b><u>Notice issued by the Company shall, upon announcement, be deemed to have been received by all persons concerned.</u></b></p>
<p><b>Article 192</b> In respect of the date of receiving a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the addressee on the note of receipt. If the notice is delivered by post, it shall be deemed to be received after 48 hours from the date upon which the post office receives the notice. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to be received on the date it is sent or published. If the notice is delivered by way of announcement, it shall be deemed to be received on the date on which the announcement is first published. Such announcement shall be published on the newspapers that satisfy the relevant requirements.</p>	<p><b>Article <del>192</del>206</b> In respect of the date of receiving a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the addressee on the note of receipt. If the notice is delivered by post, it shall be deemed to be received after 48 hours from the date upon which the post office receives the notice. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to be received on the date it is sent or published. If the notice is delivered by way of announcement, it shall be deemed to be received on the date on which the announcement is first published. <del>Such announcement shall be published on the newspapers that satisfy the relevant requirements.</del></p>
<p><b>Article 195</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s merger resolution which is passed and shall publish a public notice in newspaper within 30 days from the date of the Company’s merger resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p><b>Article <del>195</del>209</b> The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s merger resolution which is passed and shall publish a public notice in newspaper within 30 days from the date of the Company’s merger resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company. <b><u>A creditor may within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt.</u></b></p>

Current version	Amended version
<p><b>Article 199</b> Where the Company is dissolved by virtue of the reasons set out in item (1), (3), (5) of Article 198 of the Articles of Association, the Company shall establish a liquidation group within 15 days commencing from the date on which the events being the grounds for dissolution has been occurred to start liquidation process. The members of the liquidation group shall be composed of persons selected by directors or decided at shareholders’ general meeting. If no liquidation group has been established to conduct liquidation within the time limit, the creditors may request the People’s Court to designate the relevant personnel to form a liquidation group to conduct liquidation.</p>	<p><b>Article <del>199</del>213</b> Where the Company is dissolved by virtue of the reasons set out in item (1), (3), (5) of Article <del>198</del>212 of the Articles of Association, the Company shall establish a liquidation group within 15 days commencing from the date on which the events being the grounds for dissolution has been occurred to start liquidation process. The members of the liquidation group shall be composed of persons selected by directors or decided at shareholders’ general meeting. If no liquidation group has been established to conduct liquidation within the time limit, the creditors may request the People’s Court to designate the relevant personnel to form a liquidation group to conduct liquidation.</p>
	<p><b><u>Article 216 The members of the liquidation group shall devote themselves to their duties and perform their obligations of liquidation in accordance with the law.</u></b></p> <p><b><u>None of the members of the liquidation group may take advantage of his/ her position to take any bribe or any other illegal proceeds, nor may he/she misappropriate any of the properties of the Company.</u></b></p> <p><b><u>Where any of the members of the liquidation group causes any loss to the Company or any creditor by intention or due to gross negligence, he/she shall be liable for compensation.</u></b></p>

Current version	Amended version
<p><b>Article 203</b> The liquidation group shall, after examining the Company’s assets, preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be distributed in the following order: the liquidation expenses, paying wages, social insurance contributions and statutory compensation of the Company’s employees; taxes owed by the Company; the debts of the Company.</p> <p>After the assets are applied by the Company to settle debts in accordance with the above provisions, the remaining assets shall be distributed to the shareholders according to the class of shares held by them and the proportion of their shareholdings.</p> <p>During the liquidation period, the Company shall not engage in any new business activities.</p>	<p><b>Article <del>203</del>218</b> The liquidation group shall, after examining the Company’s assets, preparing the balance sheets and an inventory of assets, formulate a liquidation plan and present it to the general meeting or the relevant governing authority for confirmation.</p> <p>The assets of the Company shall be distributed in the following order: the liquidation expenses, paying wages, social insurance contributions and statutory compensation of the Company’s employees; taxes owed by the Company; the debts of the Company.</p> <p>After the assets are applied by the Company to settle debts in accordance with the above provisions, the remaining assets shall be distributed to the shareholders according to the class of shares held by them and the proportion of their shareholdings.</p> <p>During the liquidation period, the Company <del>shall not engage in any new business activities</del> <b><u>continues to exits but shall not carry out business activities unrelated to the liquidation.</u></b></p> <p><b><u>None of the properties of the Company may be distributed to any shareholder before settling the debts as described in the preceding paragraph.</u></b></p>

Current version	Amended version
	<p><b><u>Article 221</u></b> Where the Company is declared bankrupt by law, it shall carry out a bankruptcy liquidation according to the laws related to bankruptcy.</p>
	<p><b><u>Article 223</u></b> The Company shall make amendments to the Articles of Association under one of the following circumstances:</p> <p><b><u>(1) due to the amendments of the Company Law or relevant laws and administrative regulations, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations;</u></b></p> <p><b><u>(2) where a change happens in the Company’s situation leads to inconsistency with the matters stated in the Articles of Association;</u></b></p> <p><b><u>(3) the shareholders’ general meeting decides to amend the Articles of Association.</u></b></p>
<p><b>Article 208</b> Where the amendments to the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon approvals by the company approval authorities of the State Council and the securities commission of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>	<p><del>Article 208</del><b>225</b> Where the amendments to the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon approvals by the company approval authorities of the State Council and the securities commission of the State Council. <b><u>Amendments to the Articles of Association subject to approvals by relevant competent authorities shall be submitted to the competent authorities for approval.</u></b> If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>

Current version	Amended version
<p><b>Article 214</b> Upon approval at general meeting, the Articles of Association will become effective from the date on which listing and trading of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange. If these Articles are not consistent with, contravene or in conflict with any applicable laws, regulations or the Main Board Listing Rules, the provisions of relevant laws and regulations and the Main Board Listing Rules shall prevail and these Articles shall be amended in due course.</p>	<p><b>Article 214231</b> <del>Upon approval at general meeting, the</del> <b>The</b> Articles of Association will become effective <del>from the date on which listing and trading of overseas-listed foreign-invested shares (H shares) issued by the Company commences on the Hong Kong Stock Exchange</del> <b>on the date of being considered and approved at the general meeting.</b> If these Articles are not consistent with, contravene or in conflict with any applicable laws, regulations or the Main Board Listing Rules, the provisions of relevant laws and regulations and the Main Board Listing Rules shall prevail and these Articles shall be amended in due course.</p>

*Note:* The Proposed Amendments are prepared in Chinese. In the event of any inconsistency or discrepancy between the Chinese and the English version of the Articles of Association, the Chinese version shall prevail.

Save for the Proposed Amendments, the contents of other chapters and articles of the Articles of Association remain unchanged. If the numbering of any chapters and articles of the Articles of Association is affected as a result of the Proposed Amendments, the numbering of the chapters and articles of the existing Articles of Association shall be adjusted accordingly.

The Proposed Amendments have been considered and approved by the Board and are subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting, the H Shareholders’ class meeting and the domestic Shareholders’ class meeting, respectively, to be held by the Company. The Company will despatch a circular containing, among others, the details of the Proposed Amendments to the Shareholders in due course. Prior to the passing of the special resolution approving the Proposed Amendments, the existing Articles of Association shall remain effective.

By order of the Board  
**Kunming Dianchi Water Treatment Co., Ltd.**  
**Zeng Feng**  
*Chairperson and executive Director*

Kunming, the PRC, 8 May 2024

*As at the date of this announcement, the Board comprises Mr. Zeng Feng, Mr. Chen Changyong and Mr. Miao Xianjun, as executive Directors; Mr. Xu Jingdong, Mr. Zhou Jianbo and Mr. Zhang Yang, as non-executive Directors; and Mr. Zha Guiliang, Ms. Zheng Dongyu and Mr. Ong King Keung, as independent non-executive Directors.*