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北京城建设计发展集团股份有限公司

BEIJING URBAN CONSTRUCTION DESIGN & DEVELOPMENT GROUP CO., LIMITED

Beijing Urban Construction Design & Development Group Co., Limited

北京城建设计发展集团股份有限公司

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

(Stock Code: 1599)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Beijing Urban Construction Design & Development Group Co., Limited (the “**Company**”) hereby announces that, at the meeting of the Board held on 30 October 2025, the Board considered and approved, among other things, the resolution in relation to the proposed amendments to the articles of association of the Company.

Pursuant to the relevant provisions of the new Company Law of the People's Republic of China, in order to further improve the corporate governance structure, the Company proposes to amend the existing articles of association of the Company (the “**Existing Articles of Association**”).

Please refer to Appendix I to this announcement for details of the amendments to the Existing Articles of Association of the Company.

The above proposed amendments are subject to consideration at the general meeting of the Company by way of special resolution. A circular containing details of the proposed amendments, together with a notice of the general meeting, will be published in due course. The amendments to the Existing Articles of Association will become effective from the date of passing the relevant resolution at the general meeting. Prior to the passing of the relevant resolution at the general meeting, the Existing Articles of Association shall remain valid.

By order of the Board
Beijing Urban Construction Design & Development Group Co., Limited
Pei Hongwei
Chairman

Beijing, 30 October 2025

As at the date of this announcement, the executive Director of the Company is Xia Xiujiang; the non-executive Directors of the Company are Pei Hongwei, Li Guoqing, Shi Huaxin, Peng Dongdong, Li Fei, Wang Tao and Tang Qimeng; and the independent non-executive Directors of the Company are Wang Guofeng, Xia Peng, Frank Chan Fan and Zha Xiaodong.

APPENDIX I

EXPLANATION ON THE AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

Existing Articles	Amended Articles
CHAPTER I GENERAL PROVISIONS	CHAPTER I GENERAL PROVISIONS
<p>Article 7. The Articles of Association are passed by way of special resolution at the general meeting of the Company with approval of the relevant authorities of the State, and come into effect from the date of listing of the Company's overseas-listed foreign shares on the Stock Exchange of Hong Kong Limited Stock Exchange (hereafter referred to as "Hong Kong Stock Exchange"). The Company's original articles of association registered with the relevant administration for industry and commerce shall be superseded by the Articles of Association.</p> <p>As of the date when the Articles of Association become effective, the Articles of Association constitute a legally binding document regulating the Company's organization and behaviour, and the rights and obligations between the Company and the shareholders and among the shareholders.</p>	<p>Article 7. The Articles of Association are passed by way of special resolution at the general meeting of the Company with approval of the relevant authorities of the State, and come into effect from the date of listing of the Company's overseas-listed foreign shares on the Stock Exchange of Hong Kong Limited Stock Exchange (hereafter referred to as "Hong Kong Stock Exchange"). The Company's original articles of association registered with the market supervision and administration authority shall be superseded by the Articles of Association.</p> <p>As of the date when the Articles of Association become effective, the Articles of Association constitute a legally binding document regulating the Company's organization and behaviour, and the rights and obligations between the Company and the shareholders and among the shareholders.</p>

Existing Articles	Amended Articles
<p>Article 8. The Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager and other senior management members, all of whom may raise the claims of rights in respect of the Company’s affairs in accordance with the Articles of Association.</p> <p>Shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against its shareholders pursuant to the Articles of Association; Shareholders may institute legal proceedings against other shareholders pursuant to the Articles of Association; Shareholders may institute legal proceedings against the directors, supervisors, general manager and other senior management members of the Company pursuant to the Articles of Association; The term “legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court or arbitration application submitted to an arbitration institution.</p> <p>Other senior management members referred to in the preceding paragraph include the deputy general manager, chief engineer, chief economist and chief accountant, chief planner, chief architect, general counsel and secretary to the board of directors.</p>	<p>Article 8. The Articles of Association are binding on the Company and its shareholders, directors, general manager and other senior management members, all of whom may raise the claims of rights in respect of the Company’s affairs in accordance with the Articles of Association.</p> <p>Shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against its shareholders pursuant to the Articles of Association; Shareholders may institute legal proceedings against other shareholders pursuant to the Articles of Association; Shareholders may institute legal proceedings against the directors, general manager and other senior management members of the Company pursuant to the Articles of Association.</p> <p>Where the directors or senior management members other than the members of the audit and risk committee, in the execution of their duties, violate the laws, administrative regulations or the Articles of Association and cause losses to the Company, shareholders individually or collectively holding one percent or more of the Company’s shares for 180 consecutive days or more shall be entitled to request the audit and risk committee in writing to institute legal proceedings with the People’s Court; where members of the audit and risk committee, in the execution of their duties, violate the laws, administrative regulations or the Articles of Association and cause losses to the Company, the foregoing shareholders shall be entitled to request the board of directors in writing to institute legal proceedings with the People’s Court.</p>

Existing Articles	Amended Articles
	<p>Where the audit and risk committee or the board of directors refuses to institute legal proceedings upon receipt of the written request from the shareholders specified in the preceding paragraph, or fails to institute legal proceedings within thirty days from the date of receipt of the request, or in urgent circumstances where the failure to institute legal proceedings immediately will cause irreparable harm to the interests of the Company, the shareholders specified in the preceding paragraph shall be entitled to institute legal proceedings with the People’s Court directly in their own name for the interests of the Company.</p> <p>Where any other person infringes upon the legitimate rights and interests of the Company and causes losses to the Company, the shareholders specified in the third paragraph of this Article may institute legal proceedings with the People’s Court in accordance with the provisions of the preceding two paragraphs.</p> <p>The term “legal proceedings” referred to in the preceding paragraph includes any legal action brought before a court or arbitration application submitted to an arbitration institution. Other senior management members referred to in the preceding paragraph include the deputy general manager, chief engineer, chief economist and chief accountant, chief planner, chief architect, secretary to the board of directors and general counsel.</p>

Existing Articles	Amended Articles
CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS	CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS
<p>Article 14. The scope of business of the Company shall be based on the items approved by the examination and approval department subject to the examination and approval by the administration authority for industry and commerce.</p> <p>The Company's scope of business includes: Engineering survey; Engineering design; Internet information services; Engineering consulting; Engineering cost consulting; Foreign labour service cooperation; General contractor, specialist contractor, and labour subcontractor; Construction design review; Planning and management; Technology development, transfer, services and consultation; Investment Management; Property Management; Import and export of goods and technology; Agency for import and export; design, manufacture, agency and advertising; Educational consultation (excluding intermediaries and education institutions); Hosting exhibition and presentation activities; Conference services; Economic and trade consultation; Product design; Software development; Computer system services; Sales of railway rolling stock (including Electric Multiple Units), urban rail transit vehicles, machinery equipment, electronic products, electrical appliances, environmental protection equipment, computer, software and ancillary equipment, communication devices, metal materials, and security technology products; Leasing of machinery equipment; Engineering project management; Water pollution control; Base software services; Data processing (except the bank card center going through data processing, cloud computing data center with the PUE value of more than 1.5) (Market entity shall choose business activities at its own decision</p>	<p>Article 14. The scope of business of the Company shall be based on the items approved by the examination and approval department subject to the examination and approval by the market supervision and administration authority.</p> <p>The Company's scope of business includes: Engineering survey; Engineering design; Internet information services; Engineering consulting; Engineering cost consulting; Foreign labour service cooperation; General contractor, specialist contractor, and labour subcontractor; Construction design review; Planning and management; Technology development, transfer, services and consultation; Investment Management; Property Management; Import and export of goods and technology; Agency for import and export; design, manufacture, agency and advertising; Educational consultation (excluding intermediaries and education institutions); Hosting exhibition and presentation activities; Conference services; Economic and trade consultation; Product design; Software development; Computer system services; Sales of railway rolling stock (including Electric Multiple Units), urban rail transit vehicles, machinery equipment, electronic products, electrical appliances, environmental protection equipment, computer, software and ancillary equipment, communication devices, metal materials, and security technology products; Leasing of machinery equipment; Engineering project management; Water pollution control; Base software services; Data processing (except the bank card center going through data</p>

Existing Articles	Amended Articles
<p>and carry out operating activities in accordance with the law. For internet information services, engineering survey, engineering design and activities requiring approval according to the law, the operating activities shall be commenced based on the approved content upon the approval of the relevant authorities. None of those prohibited and restricted operating activities under the business policies of the State and Beijing municipality shall be carried out.)</p> <p>The Company may, pursuant to the demand of the domestic and international markets, its own development capabilities and business needs, change the scope of business in accordance with the laws.</p>	<p>processing, cloud computing data center with the PUE value of more than 1.5) (Market entity shall choose business activities at its own decision and carry out operating activities in accordance with the law. For internet information services, engineering survey, engineering design and activities requiring approval according to the law, the operating activities shall be commenced based on the approved content upon the approval of the relevant authorities. None of those prohibited and restricted operating activities under the business policies of the State and Beijing municipality shall be carried out.)</p> <p>The Company may, pursuant to the demand of the domestic and international markets, its own development capabilities and business needs, change the scope of business in accordance with the laws.</p>

Existing Articles	Amended Articles
CHAPTER V FINANCIAL ASSISTANCE FOR PURCHASE OF THE COMPANY'S SHARES	CHAPTER V FINANCIAL ASSISTANCE FOR PURCHASE OF THE COMPANY'S SHARES
<p>Article 35. The following behaviours shall not be deemed to be behaviours as prohibited by Article 33:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company. Subject to a resolution at the shareholders' meeting or a resolution made by the Board of Directors in accordance with the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance for others to acquire the shares of the Company or its parent company, and the accumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the board of directors shall be approved by more than two-thirds of all the directors;</p> <p>(2) the provision of funds by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is funded by its distributable profits).</p> <p>Where any violation of the above provisions causes losses to the Company, the responsible directors, supervisors and senior management members shall be liable for compensation.</p>	<p>Article 35. The following behaviours shall not be deemed to be behaviours as prohibited by Article 33:</p> <p>(1) the provision of financial assistance by the Company where the financial assistance is provided in good faith in the interests of the Company. Subject to a resolution at the shareholders' meeting or a resolution made by the Board of Directors in accordance with the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance for others to acquire the shares of the Company or its parent company, and the accumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the board of directors shall be approved by more than two-thirds of all the directors;</p> <p>(2) the provision of funds by the Company to the employee share option schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is funded by its distributable profits).</p> <p>Where any violation of the above provisions causes losses to the Company, the responsible directors and senior management members shall be liable for compensation.</p>

Existing Articles	Amended Articles
CHAPTER VI SHARE CERTIFICATES AND REGISTER OF MEMBERS	CHAPTER VI SHARE CERTIFICATES AND REGISTER OF MEMBERS
<p>Article 42. All fully paid-up overseas-listed foreign shares listed in Hong Kong are freely transferable pursuant to the Articles of Association. The board may refuse to recognize any instrument of transfer without explanation unless such transfer meets the following conditions:</p> <ol style="list-style-type: none"> (1) The relevant expenses have been paid to the Company according the fee schedule set out in the Listing Rules for registration of transfer and other documents relating to or which will affect the right of ownership of the shares; (2) the document of transfer involves only the overseas-listed foreign shares listed in Hong Kong; (3) the stamp duty payable on the instrument of transfer has been paid as required by the laws in Hong Kong; (4) the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares have been provided; (5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four; (6) the Company does not have any lien over the relevant shares; and (7) No transfer shall be made to an underage or to a person of unsound mind or legally proclaimed with behavioural disability. 	<p>Article 42. All fully paid-up overseas-listed foreign shares listed in Hong Kong are freely transferable pursuant to the Articles of Association. The board may refuse to recognize any instrument of transfer without explanation unless such transfer meets the following conditions:</p> <ol style="list-style-type: none"> (1) The relevant expenses have been paid to the Company according the fee schedule set out in the Listing Rules for registration of transfer and other documents relating to or which will affect the right of ownership of the shares; (2) the document of transfer involves only the overseas-listed foreign shares listed in Hong Kong; (3) the stamp duty payable on the instrument of transfer has been paid as required by the laws in Hong Kong; (4) the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares have been provided; (5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four; (6) the Company does not have any lien over the relevant shares; and (7) No transfer shall be made to an underage or to a person of unsound mind or legally proclaimed with behavioural disability.

Existing Articles	Amended Articles
<p>If the board of directors refuses to register the transfer of shares, it shall provide a notice of refusal to both the transferor and the transferee within two months from the date of the formal application of such transfer.</p> <p>The directors, supervisors and other senior management of the Company shall declare to the Company any shares held by them and the change of such shareholding; every year during the term of their office as determined at the time of their appointment, they shall not transfer shares exceeding 25% of the total number of shares of the Company they held; the shares of the Company they held are not transferable within one year from the listing date of the H shares. They shall not transfer the shares of the Company within six months from the termination of office.</p> <p>The Company shall not accept any shares of the Company as the subject of pledge.</p>	<p>If the board of directors refuses to register the transfer of shares, it shall provide a notice of refusal to both the transferor and the transferee within two months from the date of the formal application of such transfer.</p> <p>The directors and senior management of the Company shall declare to the Company any shares held by them and the change of such shareholding; every year during the term of their office as determined at the time of their appointment, they shall not transfer shares exceeding 25% of the total number of shares of the Company they held; the shares of the Company they held are not transferable within one year from the listing date of the H shares. They shall not transfer the shares of the Company within six months from the termination of office.</p> <p>The Company shall not accept any shares of the Company as the subject of pledge.</p>
CHAPTER VII SHAREHOLDERS' RIGHTS AND OBLIGATIONS	CHAPTER VII SHAREHOLDERS' RIGHTS AND OBLIGATIONS
<p>Article 51. Holders of ordinary shares of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> (1) the right to dividends and other profit distributions in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend the shareholders' general meetings and to exercise the voting right there at; (3) the right to supervise and manage, present proposals or raise enquiries about the Company's business operations; (4) to transfer the shares held by them in accordance with the laws, administrative regulations and the listing rule of the stock exchange where the Company has its shares listed and the Articles of Association; 	<p>Article 51. Holders of ordinary shares of the Company shall be entitled to the following rights:</p> <ol style="list-style-type: none"> (1) the right to dividends and other profit distributions in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend the shareholders' general meetings and to exercise the voting right there at; (3) the right to supervise and manage, present proposals or raise enquiries about the Company's business operations; (4) to transfer the shares held by them in accordance with the laws, administrative regulations and the listing rule of the stock exchange where the Company has its shares listed and the Articles of Association;

Existing Articles	Amended Articles
<p>(5) to have access to the relevant information in accordance with the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain the Articles of Association at cost; 2. subject to a payment of a reasonable fee, the right to inspect and copy: <ol style="list-style-type: none"> (i) the registers of all shareholders; (ii) personal information of directors, supervisors, general manager and other senior management members of the Company, including: <ol style="list-style-type: none"> (a) present and past names and alias; (b) principal address (residence); (c) nationality; (d) full-time and all concurrently held part-time occupations and positions; (e) identification documents and numbers; 	<p>(5) to have access to the relevant information in accordance with the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. to obtain the Articles of Association at cost; 2. subject to a payment of a reasonable fee, the right to inspect and copy: <ol style="list-style-type: none"> (i) the registers of all shareholders; (ii) personal information of directors, general manager and other senior management members of the Company, including: <ol style="list-style-type: none"> (a) present and past names and alias; (b) principal address (residence); (c) nationality; (d) full-time and all concurrently held part-time occupations and positions; (e) identification documents and numbers;

Existing Articles	Amended Articles
<p>3. share capital status of the Company;</p> <p>4. reports containing details of the aggregate nominal value, number, highest and lowest prices of each class of shares of the Company repurchased since the preceding financial year and all costs paid by the Company for such repurchase;</p> <p>5. minutes of shareholders' general meetings and resolutions of the board of directors and supervisory board;</p> <p>6. counterfoils of corporate bonds;</p> <p>7. financial reports published for disclosure;</p> <p>(6) to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination or liquidation of the Company; and</p> <p>(7) other rights conferred by the laws, administrative regulations and the Articles of Association.</p>	<p>3. share capital status of the Company;</p> <p>4. reports containing details of the aggregate nominal value, number, highest and lowest prices of each class of shares of the Company repurchased since the preceding financial year and all costs paid by the Company for such repurchase;</p> <p>5. minutes of shareholders' general meetings and resolutions of the board of directors;</p> <p>6. counterfoils of corporate bonds;</p> <p>7. financial reports published for disclosure;</p> <p>(6) to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination or liquidation of the Company; and</p> <p>(7) other rights conferred by the laws, administrative regulations and the Articles of Association.</p>

Existing Articles	Amended Articles
<p>Article 53. In addition to obligations imposed by the laws, administrative regulations or required by the listing rules of the stock exchange(s) where the Company has its shares listed, a controlling shareholder (as defined in Article 54) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to waive a director or supervisor of his/her responsibility to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director or supervisor (for his/her own benefits or for the benefits of another person), in any way, of the Company's properties, including (but not limited to) any opportunities beneficial to the Company;</p> <p>(3) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for the restructuring of the Company submitted to the shareholder's general meeting for approval in accordance with the Articles of Association.</p>	<p>Article 53. In addition to obligations imposed by the laws, administrative regulations or required by the listing rules of the stock exchange(s) where the Company has its shares listed, a controlling shareholder (as defined in Article 54) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to waive a director of his/her responsibility to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director (for his/her own benefits or for the benefits of another person), in any way, of the Company's properties, including (but not limited to) any opportunities beneficial to the Company;</p> <p>(3) to approve the deprivation by a director (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for the restructuring of the Company submitted to the shareholder's general meeting for approval in accordance with the Articles of Association.</p>

Existing Articles	Amended Articles
CHAPTER VIII SHAREHOLDERS' GENERAL MEETING	CHAPTER VIII SHAREHOLDERS' GENERAL MEETING
<p>Article 56. The general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to elect and replace directors and supervisors, and decide on the matters relating to the remuneration of the relevant directors and supervisors; (2) to consider and approve the reports of the board of directors; (3) to consider and approve the reports of the supervisory board; (4) to consider and approve the Company's profit distribution plans and loss recovery plans; (5) to resolve on matters over the increase or reduction of the Company's registered capital; (6) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company's form; (7) to resolve on the issue of bonds, other securities and listing of the Company; (8) to resolve on the appointment, dismissal or non-reappointment of accounting firms; (9) to resolve on purchase or disposal material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company; (10) to resolve on the repurchase of Company's shares under the circumstances provided for in items (1) and (2) of Article 28 the Articles of Association; (11) to amend the Articles of Association; 	<p>Article 56. The general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to elect and replace directors, and decide on the matters relating to the remuneration of the relevant directors; (2) to consider and approve the reports of the board of directors; (3) to consider and approve the Company's profit distribution plans and loss recovery plans; (4) to resolve on matters over the increase or reduction of the Company's registered capital; (5) to resolve on matters over the merger, division, dissolution or liquidation of the Company or change of the Company's form; (6) to resolve on the issue of bonds, other securities and listing of the Company; (7) to resolve on the appointment, dismissal or non-reappointment of accounting firms; (8) to resolve on purchase or disposal material assets or any guarantee made within a year, and the amount of which exceeds 30% of the latest audited total assets of the Company; (9) to resolve on the repurchase of Company's shares under the circumstances provided for in items (1) and (2) of Article 28 the Articles of Association; (10) to amend the Articles of Association; (11) to consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, more than 1% of the shares with voting rights of the Company;

Existing Articles	Amended Articles
<p>(12) to consider and review the resolution proposed by any shareholder who holds, alone or in aggregate, more than 1% of the shares with voting rights of the Company;</p> <p>(13) to resolve on other matters which are required to be resolved at shareholders' meeting under the laws, administrative regulations, and the Articles of Association;</p> <p>(14) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto.</p> <p>Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings, shall be considered at shareholders' general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized by shareholder' general meeting whenever necessary and reasonable to make decisions within its scope of authorization as delegated by shareholders' general meetings on specific matters which are relevant to the aforementioned resolutions and cannot be approved forthwith at the shareholders' general meeting.</p> <p>Any authorization of the board of directors by shareholders relating to ordinary resolutions at general meetings shall be approved by majority of the shareholders (or their proxies) present and entitled to vote at the meeting; if such authorization is related to special resolutions, an approval of two-thirds of the shareholders (or their proxies) present and entitled to vote at the meeting is required. The content of the scope of authorization shall be clear and specific.</p>	<p>(12) to resolve on other matters which are required to be resolved at shareholders' meeting under the laws, administrative regulations, and the Articles of Association;</p> <p>(13) to authorize and entrust the board of directors to handle any matters authorized and entrusted thereto.</p> <p>Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings, shall be considered at shareholders' general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized by shareholder' general meeting whenever necessary and reasonable to make decisions within its scope of authorization as delegated by shareholders' general meetings on specific matters which are relevant to the aforementioned resolutions and cannot be approved forthwith at the shareholders' general meeting.</p> <p>Any authorization of the board of directors by shareholders relating to ordinary resolutions at general meetings shall be approved by majority of the shareholders (or their proxies) present and entitled to vote at the meeting; if such authorization is related to special resolutions, an approval of two-thirds of the shareholders (or their proxies) present and entitled to vote at the meeting is required. The content of the scope of authorization shall be clear and specific.</p>

Existing Articles	Amended Articles
<p>Article 57. The Company shall not, without prior approval of shareholders' general meeting, enter into any contract with any person other than a director, supervisor, general manager and other senior management members whereby the administration of the whole or any substantial part of the business of the Company is to be handed over to such person.</p>	<p>Article 57. The Company shall not, without prior approval of shareholders' general meeting, enter into any contract with any person other than a director, general manager and other senior management members whereby the administration of the whole or any substantial part of the business of the Company is to be handed over to such person.</p>
<p>Article 58. Shareholders' general meeting include annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year.</p> <p>Under any of the following circumstances, the board shall convene an extraordinary general meeting within 2 months:</p> <ol style="list-style-type: none"> (1) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of directors as provided in the Articles of Association; (2) where the amount of unrecovered losses of the Company represents one-third of the total share capital of the Company; (3) where shareholders who hold, alone or in aggregate, 10% or more of the shares outstanding of the Company with voting rights request in writing to convene an extraordinary general meeting; (4) whenever the board of directors deems necessary or when proposed by the supervisory board or more than two independent directors; (5) whenever required by the securities regulatory authorities; (6) other circumstances as specified by the Articles of Association. 	<p>Article 58. Shareholders' general meeting include annual general meetings and extraordinary general meetings. Shareholders' general meetings shall be convened by the board of directors. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year.</p> <p>Under any of the following circumstances, the board shall convene an extraordinary general meeting within 2 months:</p> <ol style="list-style-type: none"> (1) where the number of directors falls below the number as specified in the Company Law or is less than two-thirds of directors as provided in the Articles of Association; (2) where the amount of unrecovered losses of the Company represents one-third of the total share capital of the Company; (3) where shareholders who hold, alone or in aggregate, 10% or more of the shares outstanding of the Company with voting rights request in writing to convene an extraordinary general meeting; (4) whenever the board of directors deems necessary or when proposed by the audit and risk committee or more than two independent directors; (5) whenever required by the securities regulatory authorities; (6) other circumstances as specified by the Articles of Association.

Existing Articles	Amended Articles
<p>The number of shares held by shareholders as stipulated in item (3) above shall be calculated based on the date on which the shareholders make a request in writing. Such shareholders shall also sign written requests in one or more counterparts and submit a clear agenda and proposals to the board of directors.</p>	<p>The number of shares held by shareholders as stipulated in item (3) above shall be calculated based on the date on which the shareholders make a request in writing. Such shareholders shall also sign written requests in one or more counterparts and submit a clear agenda and proposals to the board of directors.</p>
<p>Article 62. Notice of the shareholders' general meeting shall fulfil the following requirements:</p> <ol style="list-style-type: none"> (1) except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, being served in writing; (2) specifying the place, the date and time of the meeting; (3) stating the issues to be considered at the meeting; (4) providing such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made (including but not limited to) upon a merger of the Company, share repurchases, share capital reorganisation or other reorganisation of the Company in any other way, the specific terms of the proposed transaction shall be provided in details together with copies of the proposed contracts (if any), and the cause and effect of such proposal shall be properly explained; 	<p>Article 62. Notice of the shareholders' general meeting shall fulfil the following requirements:</p> <ol style="list-style-type: none"> (1) except as otherwise provided in the relevant laws, regulations, the listing rules of the stock exchange where the Company has its shares listed and the Articles of Association, being served in writing; (2) specifying the place, the date and time of the meeting; (3) stating the issues to be considered at the meeting; (4) providing such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be considered. Without limiting the generality of the foregoing, where a proposal is made (including but not limited to) upon a merger of the Company, share repurchases, share capital reorganisation or other reorganisation of the Company in any other way, the specific terms of the proposed transaction shall be provided in details together with copies of the proposed contracts (if any), and the cause and effect of such proposal shall be properly explained;

Existing Articles	Amended Articles
(5) containing a disclosure of the nature and extent, if any, of the material interests of any director, supervisor , general manager and other senior management members in the proposed transaction; and the explanation of effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;	(5) containing a disclosure of the nature and extent, if any, of the material interests of any director, general manager and other senior management members in the proposed transaction; and the explanation of effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;
(6) containing the full text of any special resolution to be proposed at the meeting;	(6) containing the full text of any special resolution to be proposed at the meeting;
(7) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote and such proxy is not necessarily a shareholder;	(7) containing a conspicuous statement that a shareholder entitled to attend and vote may appoint one or more proxies to attend and vote and such proxy is not necessarily a shareholder;
(8) stating the date of registration of shares for shareholders having the right to attend the general meeting;	(8) stating the date of registration of shares for shareholders having the right to attend the general meeting;
(9) specifying the time and place for service of voting proxy forms for the relevant meeting; and	(9) specifying the time and place for service of voting proxy forms for the relevant meeting; and
(10) stating the names and contact telephone numbers of the standing contact persons in connection with the meeting.	(10) stating the names and contact telephone numbers of the standing contact persons in connection with the meeting.

Existing Articles	Amended Articles
<p>Article 76. The following matters shall be passed by way of ordinary resolution at shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) working reports of the board of directors and the supervisory board; (2) plans formulated by the board of directors for distribution of profits and for recovery of losses; (3) election or removal of members of the board of directors and supervisors and their remuneration and terms of payment; (4) balance sheet, profit statement and other financial statements of the Company; and (5) matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) where the Company has its shares listed or the Articles of Association. 	<p>Article 76. The following matters shall be passed by way of ordinary resolution at shareholders' general meeting:</p> <ol style="list-style-type: none"> (1) working reports of the board of directors; (2) plans formulated by the board of directors for distribution of profits and for recovery of losses; (3) election or removal of members of the board of directors and their remuneration and terms of payment; (4) balance sheet, profit statement and other financial statements of the Company; and (5) matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) where the Company has its shares listed or the Articles of Association.
<p>Article 78. Shareholders demanding an extraordinary general meeting of shareholders shall abide by the following procedures:</p> <p>If shareholders jointly or separately holding of 10% of the shares carrying the right to vote at the upcoming meeting request to convene an extraordinary general meeting, the board of directors and the supervisory board shall make a decision on whether to convene an extraordinary general meeting within ten days from the date of receipt of the request, and shall give a written reply to the shareholders.</p> <p>Any reasonable expenses incurred by shareholders in convening and holding a meeting by reason of the failure of the board of directors and the supervisory board to duly convene a meeting as requested above shall be borne by the Company.</p>	<p>Article 78. Shareholders demanding an extraordinary general meeting of shareholders shall abide by the following procedures:</p> <p>If shareholders jointly or separately holding of 10% of the shares carrying the right to vote at the upcoming meeting request to convene an extraordinary general meeting, the board of directors shall make a decision on whether to convene an extraordinary general meeting within ten days from the date of receipt of the request, and shall give a written reply to the shareholders.</p> <p>Any reasonable expenses incurred by shareholders in convening and holding a meeting by reason of the failure of the board of directors to duly convene a meeting as requested above shall be borne by the Company.</p>

Existing Articles	Amended Articles
<p>Article 79. Shareholders’ general meetings are organized and convened by the board of directors and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, the vice-chairman of the board of directors shall preside over the meeting; where the vice-chairman of the board of directors is unable to or do not perform his duties, a director may be elected by a majority of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders’ general meetings, the supervisory board shall convene and preside over the meeting in a timely manner; where the supervisory board do not convene and preside over shareholders’ general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p>	<p>Article 79. Shareholders’ general meetings are organized and convened by the board of directors and presided over by the chairman of the board of directors; where the chairman of the board of directors is unable to or do not perform his duties, the vice-chairman of the board of directors shall preside over the meeting; where the vice-chairman of the board of directors is unable to or do not perform his duties, a director may be elected by a majority of the directors to preside over the meeting. Where the board of directors is unable to or do not perform its duty of convening shareholders’ general meetings, shareholders individually or collectively holding more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own.</p> <p>The shareholders’ general meeting convened by the audit and risk committee shall be presided over by the chairman of the audit and risk committee. If the chairman of the audit and risk committee is unable or fails to perform his duties, one member elected by a majority of the members of the audit and risk committee shall preside over the meeting.</p> <p>The shareholders’ general meeting convened by the shareholders shall be presided over by the convener or the representative nominated by the convener.</p>
CHAPTER IX PARTY COMMITTEE	CHAPTER IX PARTY COMMITTEE
<p>Article 85. The Party Committee of the Company is an organic composition of the corporate governance structure of the Company, insisting on the implementation and optimization of the leadership system of “Two-way Entry, Cross-Appointment”. Eligible members of the Party Committee of the Company may be considered and appointed as members of the board of directors, the board of supervisors and the management through legal procedures. Eligible members in the board of directors, the board of supervisors and the management who are members of the Party may be considered and appointed as members of the Party Committee of the Company in accordance with relevant requirements and procedures.</p>	<p>Article 85. The Party Committee of the Company is an organic composition of the corporate governance structure of the Company, insisting on the implementation and optimization of the leadership system of “Two-way Entry, Cross-Appointment”. Eligible members of the Party Committee of the Company may be considered and appointed as members of the board of directors and the management through legal procedures. Eligible members in the board of directors and the management who are members of the Party may be considered and appointed as members of the Party Committee of the Company in accordance with relevant requirements and procedures.</p>

Existing Articles	Amended Articles
CHAPTER X BOARD OF DIRECTORS	CHAPTER X BOARD OF DIRECTORS
Section I. Directors	Section I. Directors
<p>Article 88. Directors shall be elected at the shareholders’ general meetings for a term of office of 3 years. Upon expiration of the term of office, a director is eligible for re-election and re-appointment.</p> <p>The Company has appointed independent (non-executive) directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter XIV of the Articles of Association shall be applicable to independent (non-executive) directors. An independent non-executive director may serve his/her term of office continuously for a maximum of nine years. For any extension, the board of directors shall submit an independent resolution to the shareholders’ general meeting for review and explain the reason for further extension.</p> <p>The election and removal of the chairman and the vice-chairman shall be approved by more than half of all directors. The term of office of the chairman and the vice – chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>A director is not required to hold shares of the Company.</p>	<p>Article 88. Directors shall be elected at the shareholders’ general meetings for a term of office of 3 years. Upon expiration of the term of office, a director is eligible for re-election and re-appointment.</p> <p>The Company has appointed independent (non-executive) directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter XIII of the Articles of Association shall be applicable to independent (non-executive) directors. An independent non-executive director may serve his/her term of office continuously for a maximum of nine years. For any extension, the board of directors shall submit an independent resolution to the shareholders’ general meeting for review and explain the reason for further extension.</p> <p>The election and removal of the chairman and the vice-chairman shall be approved by more than half of all directors. The term of office of the chairman and the vice – chairman shall be three years and eligible for re-election and re-appointment upon expiry.</p> <p>A director is not required to hold shares of the Company.</p>

Existing Articles	Amended Articles
<p>Functions and duties of independent (non-executive) directors of the board of directors of the Company include but is not limited to:</p> <ol style="list-style-type: none"> (1) to participate in the board of directors and provide independent opinions on matters concerning the Company's strategic decisions, appointment of senior management members and other decisions involving material interest of the Company; (2) to demonstrate the leading and guiding role whenever there is potential conflict of interests such as where the Company is entering into connected transactions so as to fully protect the overall legitimate rights and interests of the Company and the shareholders; (3) to serve as a member of special committees such as the audit committee, remuneration committee and nomination committee of the board of directors when invited; and (4) to monitor whether or not the business performance of the Company has achieved its pre-set objectives and express opinions at relevant meetings. 	<p>Functions and duties of independent (non-executive) directors of the board of directors of the Company include but is not limited to:</p> <ol style="list-style-type: none"> (1) to participate in the board of directors and provide independent opinions on matters concerning the Company's strategic decisions, appointment of senior management members and other decisions involving material interest of the Company; (2) to demonstrate the leading and guiding role whenever there is potential conflict of interests such as where the Company is entering into connected transactions so as to fully protect the overall legitimate rights and interests of the Company and the shareholders; (3) to serve as a member of special committees such as the audit and risk committee, remuneration and review committee, nomination committee, strategic and investment committee of the board of directors when invited; and (4) to monitor whether or not the business performance of the Company has achieved its pre-set objectives and express opinions at relevant meetings..

Existing Articles	Amended Articles
<p>Article 89. The nomination of candidates for directorship is generally put forward by the board of directors at the shareholders’ general meeting of the Company in forms of resolution. Shareholders and the supervisory board may nominate candidates for directorship as provided in this Articles of Association.</p> <p>The Company will disclose the profiles, reasons for election and attitudes of candidates on nomination in the notice of general meeting.</p>	<p>Article 89. The nomination of candidates for directorship is generally put forward by the board of directors at the shareholders’ general meeting of the Company in forms of resolution. Shareholders may nominate candidates for directorship as provided in this Articles of Association.</p> <p>The Company will disclose the profiles, reasons for election and attitudes of candidates on nomination in the notice of general meeting</p>
<p>Article 95. The board of directors shall establish special committees, such as audit committee, remuneration committee, nomination committee and overseas risk control committee and other special committees which the board of directors deem necessary. Special committees shall be responsible to the board of directors, and shall perform their duties in accordance with the Articles of Association and the authorization of the board of directors. The proposal shall be submitted to the board of directors for consideration and decision. All members of the special committees shall be directors, of which independent directors shall account for the majority of members of the audit committee, nomination committee and remuneration committee, and shall serve as the convener. The convener of the audit committee shall be an accounting professional. The board of directors is responsible for the formulation of the rules of procedure of the special committees and the standardization of operation of the special committees.</p>	<p>Article 95. The board of directors shall establish special committees, such as audit and risk committee, remuneration and review committee, nomination committee and strategic and investment committee and other special committees which the board of directors deem necessary. Special committees shall be responsible to the board of directors, and shall perform their duties in accordance with the Articles of Association and the authorization of the board of directors. The proposal shall be submitted to the board of directors for consideration and decision. All members of the special committees shall be directors, of which independent directors shall account for the majority of members of the audit and risk committee and remuneration and review committee, and shall serve as the convener. Independent directors shall account for the majority of members of the nomination committee. The convener of the audit and risk committee shall be an accounting professional. The board of directors is responsible for the formulation of the rules of procedure of the special committees and the standardization of operation of the special committees.</p>

Existing Articles	Amended Articles
<p>Article 99. The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be served to all directors, supervisors and the general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be served to all directors, supervisors and the general manager.</p> <p>The Company shall hold an annual meeting of independent non-executive directors only that the chairman shall preside over to review the operational conditions of the Company independently.</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one-third of the directors; (3) demanded by the supervisory board; (4) demanded by the shareholders representing more than one-tenth of the voting rights; (5) demanded by a majority of the independent directors; (6) demanded by the general manager; (7) demanded by the Party Committee (Standing Committee). <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days upon receipt of any demand.</p>	<p>Article 99. The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be served to all directors and the general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be served to all directors and the general manager.</p> <p>The Company shall hold an annual meeting of independent non-executive directors only that the chairman shall preside over to review the operational conditions of the Company independently.</p> <p>Extraordinary board meetings may be convened under one of the following circumstances:</p> <ol style="list-style-type: none"> (1) the chairman of the board of directors deems necessary; (2) jointly demanded by more than one-third of the directors; (3) demanded by the audit and risk committee; (4) demanded by the shareholders representing more than one-tenth of the voting rights; (5) demanded by a majority of the independent directors; (6) demanded by the general manager; (7) demanded by the Party Committee (Standing Committee). <p>The chairman of the board of directors shall convene and preside over a board meeting within ten days upon receipt of any demand.</p>

Existing Articles	Amended Articles
<p>Article 100. Notice for convening the board meeting and extraordinary board meeting shall be served as follows: written notices of meetings stamped with the seal of the board of directors shall be delivered to all directors, supervisors and general manager by way of direct delivery in person or by e-mail or facsimile. Delivery by e-mail or facsimile shall also be confirmed by telephone and being recorded. Notice for regular board meetings shall be served fourteen days prior to the convening of the meeting while the requirement of notice period is not applicable to extraordinary board meetings, but reasonable notice should also be given to all directors, supervisors and the general manager.</p> <p>The board of directors may fix the date and venue for the board meeting ahead of time and record such information on the minutes of the meeting. If minutes of such meeting have been issued to all directors not less than ten days before the holding of the next board meeting, the next board meeting may be convened without issuing a separate notice to the directors beforehand.</p> <p>Directors who have attended the meeting will be deemed to have been issued a notice of Board meeting if they had not raised any issues of not having received such notice before or during the Board meeting.</p> <p>Board meetings may be held by way of telephone conference or assisted by similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All directors attended such meeting shall be deemed to be present in person at the meeting.</p>	<p>Article 100. Notice for convening the board meeting and extraordinary board meeting shall be served as follows: written notices of meetings stamped with the seal of the board of directors shall be delivered to all directors and general manager by way of direct delivery in person or by e-mail or facsimile. Delivery by e-mail or facsimile shall also be confirmed by telephone and being recorded. Notice for regular board meetings shall be served fourteen days prior to the convening of the meeting while the requirement of notice period is not applicable to extraordinary board meetings, but reasonable notice should also be given to all directors and the general manager.</p> <p>The board of directors may fix the date and venue for the board meeting ahead of time and record such information on the minutes of the meeting. If minutes of such meeting have been issued to all directors not less than ten days before the holding of the next board meeting, the next board meeting may be convened without issuing a separate notice to the directors beforehand.</p> <p>Directors who have attended the meeting will be deemed to have been issued a notice of Board meeting if they had not raised any issues of not having received such notice before or during the Board meeting.</p> <p>Board meetings may be held by way of telephone conference or assisted by similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All directors attended such meeting shall be deemed to be present in person at the meeting.</p>

Existing Articles	Amended Articles
CHAPTER XI BOARD SECRETARY	CHAPTER XI BOARD SECRETARY
<p>Article 108. The board secretary of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman and appointed or dismissed by the board of directors. The primary duties of the board secretary are:</p> <ol style="list-style-type: none"> (1) to make preparations for the shareholders' general meetings and board meetings, prepare meeting materials, handle relevant meeting affairs, ensure the accuracy of minutes, keep meeting documents and minutes and take initiative to keep track of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the board of directors; (2) to ensure the completeness of the constitutional documents and records of the Company; keep and manage the information of shareholders; assist directors in handling their daily work and continuously provide the directors with, remind them of and ensure that they understand the laws and regulations, policies and requirements of the domestic and foreign regulatory authorities concerning the operation of the Company; assist the directors and the general manager in exercising their powers in compliance with relevant domestic and foreign laws and regulations, the Articles of Association and other relevant requirements; 	<p>Article 108. The board secretary of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman and appointed or dismissed by the board of directors. The primary duties of the board secretary are:</p> <ol style="list-style-type: none"> (1) to make preparations for the shareholders' general meetings and board meetings, prepare meeting materials, handle relevant meeting affairs, ensure the accuracy of minutes, keep meeting documents and minutes and take initiative to keep track of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the board of directors; (2) to ensure the completeness of the constitutional documents and records of the Company; keep and manage the information of shareholders; assist directors in handling their daily work and continuously provide the directors with, remind them of and ensure that they understand the laws and regulations, policies and requirements of the domestic and foreign regulatory authorities concerning the operation of the Company; assist the directors and the general manager in exercising their powers in compliance with relevant domestic and foreign laws and regulations, the Articles of Association and other relevant requirements;

Existing Articles	Amended Articles
<p>(3) to ensure the decision on material matters made by the board of directors of the Company to be carried out strictly in accordance with the procedures as stipulated; at the request of the board of directors, participate in the organization of consultation on and analysis of the matters to be decided by the board of directors and offer relevant opinions and suggestions; handle the day-to-day affairs of the board of directors and its relevant committees as entrusted;</p> <p>(4) as the contact person of the Company with the securities regulatory authorities, to be responsible for organization of preparations for and prompt submission of documents as required by the regulatory authorities, and accept and organize the implementation of any assignment issued by the regulatory authorities;</p> <p>(5) to be responsible for coordinating and organizing the Company's disclosure of information, establish and improve the information disclosure system, participate in all of the Company's meetings involving the disclosure of information, and keep informed of the Company's material operation decisions and related information in a timely manner;</p> <p>(6) to be responsible for keeping the Company's price-sensitive information confidential and work out effective and practical confidentiality systems and measures; where there is any leakage of the Company's price-sensitive information due to any reason, necessary remedial measures shall be taken, timely explanation and clarification shall be made, and relevant reports shall be submitted to the stock exchange(s) where the Company's shares are listed and China Securities Regulatory Commission;</p>	<p>(3) to ensure the decision on material matters made by the board of directors of the Company to be carried out strictly in accordance with the procedures as stipulated; at the request of the board of directors, participate in the organization of consultation on and analysis of the matters to be decided by the board of directors and offer relevant opinions and suggestions; handle the day-to-day affairs of the board of directors and its relevant committees as entrusted;</p> <p>(4) as the contact person of the Company with the securities regulatory authorities, to be responsible for organization of preparations for and prompt submission of documents as required by the regulatory authorities, and accept and organize the implementation of any assignment issued by the regulatory authorities;</p> <p>(5) to be responsible for coordinating and organizing the Company's disclosure of information, establish and improve the information disclosure system, participate in all of the Company's meetings involving the disclosure of information, and keep informed of the Company's material operation decisions and related information in a timely manner;</p> <p>(6) to be responsible for keeping the Company's price-sensitive information confidential and work out effective and practical confidentiality systems and measures; where there is any leakage of the Company's price-sensitive information due to any reason, necessary remedial measures shall be taken, timely explanation and clarification shall be made, and relevant reports shall be submitted to the stock exchange(s) where the Company's shares are listed and China Securities Regulatory Commission;</p>

Existing Articles	Amended Articles
<p>(7) to be responsible for coordinating reception of visitors and keeping in touch with news media; coordinating replies to inquiries from the public and handling the relationship with the intermediary institutions, regulatory authorities and the media and organizing the reporting of relevant matters to China Securities Regulatory Commission;</p> <p>(8) to ensure the proper maintenance of the register of shareholders and that the persons who have the rights of access to the relevant documents and records of the Company can obtain those records and documents in a timely manner;</p> <p>(9) to assist directors and the general manager in fully complying with the domestic and foreign laws, regulations, the Articles of Association and other relevant requirements when exercising their functions and powers; upon becoming aware that the Company has passed or may pass resolutions which may breach the relevant requirements, to be obliged to alert promptly and is entitled to report the fact to the China Securities Regulatory Commission and other regulatory authorities;</p> <p>(10) to coordinate in providing the necessary information to the Company's supervisory board and other supervising and audit authorities to facilitate the discharge of their supervision duties; assist in carrying out investigation into the performance of the fiduciary duties by chief financial officer, directors and the general manager of the Company;</p> <p>(11) to perform other duties as delegated by the board of directors and other duties as required by the stock exchange(s) where the Company's shares are listed.</p>	<p>(7) to be responsible for coordinating reception of visitors and keeping in touch with news media; coordinating replies to inquiries from the public and handling the relationship with the intermediary institutions, regulatory authorities and the media and organizing the reporting of relevant matters to China Securities Regulatory Commission;</p> <p>(8) to ensure the proper maintenance of the register of shareholders and that the persons who have the rights of access to the relevant documents and records of the Company can obtain those records and documents in a timely manner;</p> <p>(9) to assist directors and the general manager in fully complying with the domestic and foreign laws, regulations, the Articles of Association and other relevant requirements when exercising their functions and powers; upon becoming aware that the Company has passed or may pass resolutions which may breach the relevant requirements, to be obliged to alert promptly and is entitled to report the fact to the China Securities Regulatory Commission and other regulatory authorities;</p> <p>(10) to coordinate in providing the necessary information to the Company's audit and risk committee and other supervising and audit authorities to facilitate the discharge of their supervision duties; assist in carrying out investigation into the performance of the fiduciary duties by chief financial officer, directors and the general manager of the Company;</p> <p>(11) to perform other duties as delegated by the board of directors and other duties as required by the stock exchange(s) where the Company's shares are listed.</p>

Existing Articles	Amended Articles
CHAPTER XII GENERAL MANAGER	CHAPTER XII GENERAL MANAGER
<p>Article 113. The general manager shall, in accordance with the requirements of the board of directors or the supervisory board, report to the board of directors or the supervisory board regarding the signing and implementation of major contracts and application of funds. The general manager shall ensure the truthfulness of such reports.</p>	<p>Article 113. The general manager shall, in accordance with the requirements of the board of directors, report to the board of directors regarding the signing and implementation of major contracts and application of funds. The general manager shall ensure the truthfulness of such reports.</p>
CHAPTER XIII SUPERVISORY BOARD	Deleted
<p>Article 116. The Company shall establish a supervisory board.</p> <p>Article 117. The supervisory board shall consist of 7 to 11 supervisors. Supervisors shall have a term of three years and be eligible for re-election upon expiry of the term. The supervisory board shall have one chairman. The chairman of the supervisory board is elected by more than half of all supervisors.</p> <p>In the event that the term of office has expired before the election of the new supervisors, or the resignation of supervisors during the term of office causes the number of supervisors to stay below the quorum, the original supervisors shall continue their duties in accordance with the laws, the administrative regulations and the Articles of Association before the new supervisors take office.</p> <p>Article 118. Supervisors who are not representatives of employees shall be elected and removed at shareholders' general meeting and supervisors who are representatives of employees shall be elected and removed by the employees of the Company democratically and shall represent not less than one-third of the total number of supervisors.</p> <p>Article 119. The directors, general manager and other senior management members of the Company shall not assume the position of supervisors.</p>	Deleted

Existing Articles	Amended Articles
<p>Article 120. The supervisory board shall convene meeting at least twice a year. The meeting shall be convened by the chairman of the supervisory board for at least every six months. Any supervisor may propose for an extraordinary meeting of the supervisory board to be held. Where the chairman of the supervisory board is unable or does not to perform his duties, a supervisor nominated by more than half of the supervisors shall convene and chair the meeting of the supervisory board.</p> <p>Article 121. The supervisory board is accountable to the shareholders' general meeting and exercises the following powers and functions in accordance with the laws:</p> <ol style="list-style-type: none"> (1) to inspect the Company's financial position; (2) to supervise the performance by directors and senior management in executing the duties of the Company and to propose the dismissal of any director or senior management who have violated any laws, administrative regulations, the Articles of Association or resolutions passed at the shareholder's general meeting; (3) to require correction of any acts of directors and senior management which are harmful to the Company's interests; (4) to inspect financial materials such as the financial reports, operation reports and profit distribution proposals prepared by the board of directors to be submitted to shareholders' general meetings. In the case of any doubts, the supervisory board may appoint certified public accountants or practicing auditors to help with the review in the name of the Company; (5) to propose the convening of an extraordinary general meeting, and to convene and preside over a general meeting in the event of the board of directors having failed to perform its duties; 	

Existing Articles	Amended Articles
<p>(6) to propose resolutions at shareholders' general meetings;</p> <p>(7) to deal with or take legal actions against directors and senior management members on behalf of the Company; and</p> <p>(8) to exercise other powers and functions as stipulated in the Articles of Association. Supervisors shall attend meetings of the board of directors.</p> <p>Article 122. Supervisors shall have the right to request the chairman of the supervisory board to convene an extraordinary meeting with reasonable cause. Notices of meetings of the supervisory board stamped with the seal of the supervisory board shall be given by the staff to all supervisors ten days prior to such meetings by way of direct delivery in person or by mail, facsimile, e-mail or telephone. Indirect delivery shall also be confirmed by telephone and be recorded. The notice shall include the date and venue of the meeting, the duration of the meeting, issues to be discussed at the meeting and the date of issue of the notice.</p> <p>Meetings of the supervisory board shall be held only when a majority of the members are in attendance. Resolutions at the meetings of the supervisory board shall be decided by an open ballot and each supervisor shall have one vote. Supervisors shall attend meetings of the supervisory board in person. If a supervisor is unable to attend the meeting for any reason, he may entrust other supervisors to attend the meeting on his behalf by signing a power of attorney, which shall state the scope of authorization.</p> <p>Resolutions of regular meetings and resolutions of extraordinary meetings of the supervisory board shall all be resolutions of the supervisory board, and shall be passed by a majority of the supervisors by voting.</p>	

Existing Articles	Amended Articles
<p>Article 123. The supervisory board shall maintain records of its meetings. The supervisors shall be entitled to make particular illustrative statements regarding their opinions expressed at the meeting recorded in the minutes. The minutes of a meeting shall be signed by the attending supervisors and the recorder. Minutes of the meetings of the supervisory board shall be maintained by the board secretary and kept as records of the Company for a period of ten years.</p> <p>Article 124. The supervisory board shall maintain a record for the implementation of the resolutions of the supervisory board meeting. The resolutions of the supervisory board shall be implemented or supervised by designated supervisor. The supervisor so designated shall record the progress on the implementation of the resolution and report to the supervisory board thereon.</p> <p>Article 125. Supervisors and the supervisory board shall not be liable for resolutions of the board of directors. However, if the supervisory board considers that the resolution of the board of directors is in violation of the laws, regulations and the Articles of Association or prejudicing the interests of the Company, the supervisory board may resolve to propose reconsideration by the board of directors.</p> <p>Article 126. All expenses incurred in respect of the engagement of professionals such as lawyers, certified public accountants or practicing auditors as required by the supervisory board in discharging its duties shall be borne by the Company.</p> <p>The reasonable costs incurred by supervisors in attending meetings of the supervisory board shall be borne by the Company.</p> <p>Article 127. Supervisors shall discharge their supervising duties diligently in accordance with the laws, administrative regulations and the Articles of Association.</p>	

Existing Articles	Amended Articles
<p align="center">CHAPTER XIV QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY</p>	<p align="center">CHAPTER XIII QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY</p>
<p>Article 128. A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <ol style="list-style-type: none"> (1) a person without civil capacity or with restricted civil capacity; (2) a person who has been sentenced to punishment because of corruption, bribery, infringement of property, misappropriation of property or sabotaging the order of socialist market economy; or who has been deprived of his political rights on committing an offence, where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation, and less than two years have elapsed since the date of the completion of the probation review if a suspended sentence is announced; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three years has elapsed since the date of the revocation of the business licence and the closure ordered; 	<p>Article 116. A person may not serve as a director, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <ol style="list-style-type: none"> (1) a person without civil capacity or with restricted civil capacity; (2) a person who has been sentenced to punishment because of corruption, bribery, infringement of property, misappropriation of property or sabotaging the order of socialist market economy; or who has been deprived of his political rights on committing an offence, where less than five years have elapsed since the date of the completion of implementation of such punishment or deprivation, and less than two years have elapsed since the date of the completion of the probation review if a suspended sentence is announced; (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise; (4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three years has elapsed since the date of the revocation of the business licence and the closure ordered;

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<p>(5) the person who is listed as a defaulter by a people's court since he is personally liable for a substantial loan which is due for payment but remains unpaid;</p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p> <p>(10) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares. Persons who hold other executive positions, other than directors or supervisors, in any entity of the controlling shareholder of the Company shall not assume the office of senior management of the Company.</p>	<p>(5) the person who is listed as a defaulter by a people's court since he is personally liable for a substantial loan which is due for payment but remains unpaid;</p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) the person is not eligible for acting in the leadership of a company or an enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five years have elapsed since the date of the conviction;</p> <p>(10) other circumstances as prescribed by the laws and regulations of the place of listing of the Company's shares. Persons who hold other executive positions, other than directors, in any entity of the controlling shareholder of the Company shall not assume the office of senior management of the Company.</p>
<p>Any election or appointment of directors or supervisors, or employment of other senior management members in violation of the above provisions shall be invalid.</p> <p>The Company shall dismiss the director, supervisor and senior management member if he is involved in the said circumstances set out in paragraph 1 herein during his term of office.</p>	<p>Any election or appointment of directors, or employment of other senior management members in violation of the above provisions shall be invalid.</p> <p>The Company shall dismiss the director and senior management member if he is involved in the said circumstances set out in paragraph 1 herein during his term of office.</p>

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<p>Article 130. In addition to obligations imposed by the laws, administrative regulations or required by the stock exchange(s) on which the Company's shares are listed, in the exercise of the functions and powers entrusted to him, each of the Company's directors, supervisors, general manager and other senior management members owes the following obligations to each shareholder:</p> <ol style="list-style-type: none"> (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interest of the Company; (3) not to expropriate the Company's property by any means, including but not limited to, opportunities advantageous to the Company, except the business opportunities that cannot be utilized by the Company after they have been reported to and then resolved by the board of directors or shareholders' meetings of the Company, or in accordance with the laws, administrative regulations or the Articles of Association; (4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save for the restructuring of the Company approved at the general meeting in accordance with the Articles of Association. 	<p>Article 118. In addition to obligations imposed by the laws, administrative regulations or required by the stock exchange(s) on which the Company's shares are listed, in the exercise of the functions and powers entrusted to him, each of the Company's directors, general manager and other senior management members owes the following obligations to each shareholder:</p> <ol style="list-style-type: none"> (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interest of the Company; (3) not to expropriate the Company's property by any means, including but not limited to, opportunities advantageous to the Company, except the business opportunities that cannot be utilized by the Company after they have been reported to and then resolved by the board of directors or shareholders' meetings of the Company, or in accordance with the laws, administrative regulations or the Articles of Association; (4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save for the restructuring of the Company approved at the general meeting in accordance with the Articles of Association.
<p>Article 131. Each of the Company's directors, supervisors, general manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Article 119. Each of the Company's directors, general manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>

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<p>Article 132. Each of the Company’s directors, supervisors, general manager and other senior management members shall exercise his powers or carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duties and his interests may be in conflict. Without limiting the generality of the foregoing, the following obligations (including but not limited to) shall be discharged:</p> <ol style="list-style-type: none"> (1) to act honestly in the best interest of the Company; (2) to exercise powers within the scope of his functions and powers and not to exceed those powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by the laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except in accordance with the Articles of Association or with the informed consent of shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders given in a general meeting, not to use the Company’s property for his own benefit by any means; (7) not to exploit his position to accept bribes or other illegal income or misappropriate the Company’s fund and infringe the property of the Company by any means, including (without limitation) opportunities advantageous to the Company; 	<p>Article 120. Each of the Company’s directors, general manager and other senior management members shall exercise his powers or carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duties and his interests may be in conflict. Without limiting the generality of the foregoing, the following obligations (including but not limited to) shall be discharged:</p> <ol style="list-style-type: none"> (1) to act honestly in the best interest of the Company; (2) to exercise powers within the scope of his functions and powers and not to exceed those powers; (3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by the laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except in accordance with the Articles of Association or with the informed consent of shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders given in a general meeting, not to use the Company’s property for his own benefit by any means; (7) not to exploit his position to accept bribes or other illegal income or misappropriate the Company’s fund and infringe the property of the Company by any means, including (without limitation) opportunities advantageous to the Company;

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<p>(8) without the informed consent of shareholders given in a general meeting, not to accept commissions in connection with the Company's transactions;</p> <p>(9) to abide by the Articles of Association, faithfully execute his duties and protect the Company's interests, and not to exploit his position and the functions and powers in the Company to advance his own private interests;</p> <p>(10) not to compete with the Company in any form unless with the informed consent of shareholders given in general meeting;</p> <p>(11) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide guarantee for the shareholder(s) of the Company or other individual(s) with the Company's assets; and</p> <p>(12) without the informed consent of shareholders given in a general meeting, not to leak out confidential information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p>a) such disclosure is made under compulsion of law;</p> <p>b) disclosure is required for public interest;</p> <p>c) disclosure is required for the interests of the relevant directors, supervisors, general manager and other senior management members.</p>	<p>(8) without the informed consent of shareholders given in a general meeting, not to accept commissions in connection with the Company's transactions;</p> <p>(9) to abide by the Articles of Association, faithfully execute his duties and protect the Company's interests, and not to exploit his position and the functions and powers in the Company to advance his own private interests;</p> <p>(10) not to compete with the Company in any form unless with the informed consent of shareholders given in general meeting;</p> <p>(11) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide guarantee for the shareholder(s) of the Company or other individual(s) with the Company's assets; and</p> <p>(12) without the informed consent of shareholders given in a general meeting, not to leak out confidential information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <p>a) such disclosure is made under compulsion of law;</p> <p>b) disclosure is required for public interest;</p> <p>c) disclosure is required for the interests of the relevant directors, general manager and other senior management members.</p>

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<p>Article 133. Each director, supervisor, general manager and other senior management member of the Company shall not cause the following persons or institutions (“connected persons”) to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> (1) the spouse or minor child of that director, supervisor, general manager and other senior management member of the Company; (2) a person acting in the capacity of trustee of that director, supervisor, general manager and other senior management member of the Company or any person referred to in item (1) of this Article; (3) a person acting in the capacity of partner of that director, supervisor, general manager and other senior management member of the Company or any person referred to in items (1) and (2) of this Article; (4) a company in which that director, supervisor, general manager and other senior management member of the Company, alone or jointly with one or more persons referred to in items (1), (2) and (3) above or other directors, supervisors, general manager and other senior management members of the Company have de facto common controlling interest; (5) a director, supervisor, general manager and other senior management member of the company under control referred to in item (4) of this Article; and (6) any person deemed to be an associate of a director, supervisor, general manager and other senior management member of the Company under the Listing Rules. 	<p>Article 121. Each director, general manager and other senior management member of the Company shall not cause the following persons or institutions (“connected persons”) to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> (1) the spouse or minor child of that director, general manager and other senior management member of the Company; (2) a person acting in the capacity of trustee of that director, general manager and other senior management member of the Company or any person referred to in item (1) of this Article; (3) a person acting in the capacity of partner of that director, general manager and other senior management member of the Company or any person referred to in items (1) and (2) of this Article; (4) a company in which that director, general manager and other senior management member of the Company, alone or jointly with one or more persons referred to in items (1), (2) and (3) above or other directors, general manager and other senior management members of the Company have de facto common controlling interest; (5) a director, general manager and other senior management member of the company under control referred to in item (4) of this Article; and (6) any person deemed to be an associate of a director, general manager and other senior management member of the Company under the Listing Rules.

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<p>Article 134. The fiduciary duties of a director, supervisor, general manager and other senior management member of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of his/her term of office. Other duties may continue for such period as fairness may require depending on the time lapses between the termination and the act concerned and the circumstances and conditions under which the relationships between him/her and the Company are terminated.</p>	<p>Article 122. The fiduciary duties of a director, general manager and other senior management member of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of his/her term of office. Other duties may continue for such period as fairness may require depending on the time lapses between the termination and the act concerned and the circumstances and conditions under which the relationships between him/her and the Company are terminated.</p>
<p>Article 135. Except for circumstances prescribed in Article 53, a director, supervisor, general manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>	<p>Article 123. Except for circumstances prescribed in Article 53, a director, general manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>
<p>Article 136. Where a director, supervisor, general manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement of the Company (other than the contract of service of the director, supervisor, general manager and other senior management member with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors under normal circumstances.</p>	<p>Article 124. Where a director, general manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement of the Company (other than the contract of service of the director, general manager and other senior management member with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors under normal circumstances.</p>

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<p>In the event that a director is connected to companies associated with matters to be resolved at the board meeting (by the word “connected”, it means that the director takes the post of director or senior manager with the counterpart, or the post of director or senior manager with a corporate entity that directly or indirectly controls the counterpart or is under the direct or indirect control of the counterpart), such director shall not exercise his voting rights on such resolution, nor shall he vote on behalf of other directors and shall abstain from voting. The board meeting may be convened with a majority of the non-connected directors. Resolutions shall be approved by a majority of non-connected directors at the board meeting. When there are less than three non-connected directors present at the board meeting, such matters shall be submitted to the shareholders’ general meeting for consideration.</p> <p>Except as otherwise stated in the Listing Rules or with exceptions allowed by the Hong Kong Stock Exchange, a director shall not vote nor shall he be counted in the quorum on any board resolution approving any contract, arrangement or any other proposal in which he or any of his associates (as defined in the applicable listing rules) has a material interest.</p> <p>Unless the interested director, supervisor, general manager and other senior management member of the Company discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, general manager and other senior management member of the Company is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, supervisor, general manager and other senior management member of the Company is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, general manager and other senior management member of the Company.</p>	<p>In the event that a director is connected to companies associated with matters to be resolved at the board meeting (by the word “connected”, it means that the director takes the post of director or senior manager with the counterpart, or the post of director or senior manager with a corporate entity that directly or indirectly controls the counterpart or is under the direct or indirect control of the counterpart), such director shall not exercise his voting rights on such resolution, nor shall he vote on behalf of other directors and shall abstain from voting. The board meeting may be convened with a majority of the non-connected directors. Resolutions shall be approved by a majority of non-connected directors at the board meeting. When there are less than three non-connected directors present at the board meeting, such matters shall be submitted to the shareholders’ general meeting for consideration.</p> <p>Except as otherwise stated in the Listing Rules or with exceptions allowed by the Hong Kong Stock Exchange, a director shall not vote nor shall he be counted in the quorum on any board resolution approving any contract, arrangement or any other proposal in which he or any of his associates (as defined in the applicable listing rules) has a material interest.</p> <p>Unless the interested director, general manager and other senior management member of the Company discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, general manager and other senior management member of the Company is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, general manager and other senior management member of the Company is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, general manager and other senior management member of the Company.</p>

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<p>A director, supervisor, general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which a connected person or an associate of that director, supervisor, general manager and senior management member is interested.</p>	<p>A director, general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which a connected person or an associate of that director, general manager and senior management member is interested.</p>
<p>Article 137. Where a director, supervisor, general manager and other senior management member of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding Article of this Chapter to be sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	<p>Article 125. Where a director, general manager and other senior management member of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding Article of this Chapter to be sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>
<p>Article 138. The Company shall not in any manner pay taxes for or its directors, supervisors, general manager and other senior management members of the Company.</p> <p>The Company may insure for the various possible legal risks faced by the directors, supervisors, general manager and other senior management members of the Company in the ordinary course of performing their duties.</p>	<p>Article 126. The Company shall not in any manner pay taxes for or its directors, general manager and other senior management members of the Company.</p> <p>The Company may insure for the various possible legal risks faced by the directors, general manager and other senior management members of the Company in the ordinary course of performing their duties.</p>
<p>Article 139. The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to a director, supervisor, general manager and other senior management member of the Company or of the Company's parent company or any of their respective connected persons.</p>	<p>Article 127. The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to a director, general manager and other senior management member of the Company or of the Company's parent company or any of their respective connected persons.</p>

Existing Articles	Amended Articles
<p>The prohibitions in the preceding paragraph shall not be applicable to the following circumstances:</p> <ol style="list-style-type: none"> <li data-bbox="113 336 796 449">(1) the provision by the Company of a loan or a loan guarantee to a Company which is a subsidiary of the Company; <li data-bbox="113 485 796 974">(2) the provision by the Company of a loan or guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, general manager and other senior management members of the Company to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of the engagement contract approved by the shareholders in a general meeting; and <li data-bbox="113 1010 796 1498">(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant director, supervisor, general manager and other senior management member of the Company or their respective connected persons in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the provision of guarantee in connection with the making of a loan. 	<p>The prohibitions in the preceding paragraph shall not be applicable to the following circumstances:</p> <ol style="list-style-type: none"> <li data-bbox="799 336 1481 449">(1) the provision by the Company of a loan or a loan guarantee to a Company which is a subsidiary of the Company; <li data-bbox="799 485 1481 938">(2) the provision by the Company of a loan or guarantee in connection with the making of a loan or any other funds to any of its directors, general manager and other senior management members of the Company to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of the engagement contract approved by the shareholders in a general meeting; and <li data-bbox="799 974 1481 1464">(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant director, general manager and other senior management member of the Company or their respective connected persons in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the provision of guarantee in connection with the making of a loan.

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<p>Article 141. A loan guarantee provided by the Company in breach of paragraph 1 of Article 147 shall not be enforceable against the Company, except that:</p> <ol style="list-style-type: none"> (1) the loan was advanced to an connected persons of any of the directors, supervisors, general manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances; (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser. 	<p>Article 129. A loan guarantee provided by the Company in breach of paragraph 1 of Article 127 shall not be enforceable against the Company, except that:</p> <ol style="list-style-type: none"> (1) the loan was advanced to an connected persons of any of the directors, general manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances; (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.
<p>Article 143. In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager and other senior management member of the Company is in breach of his duties to the Company, the Company has the right to:</p> <ol style="list-style-type: none"> (1) claim damages from the director, supervisor, general manager and other senior management member of the Company in compensation for losses incurred by the Company as a result of such breach; (2) rescind any contract or transaction entered into by the Company with the director, supervisor, general manager and other senior management member of the Company or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, general manager and other senior management member of the Company); (3) demand the director, supervisor, general manager and other senior management member of the Company to surrender the profits made by him as a result of breaching his duties; 	<p>Article 131. In addition to any rights and remedies provided by the laws and administrative regulations, where a director, general manager and other senior management member of the Company is in breach of his duties to the Company, the Company has the right to:</p> <ol style="list-style-type: none"> (1) claim damages from the director, general manager and other senior management member of the Company in compensation for losses incurred by the Company as a result of such breach; (2) rescind any contract or transaction entered into by the Company with the director, general manager and other senior management member of the Company or with a third party (where such third party knows or should know that there is such a breach of duties by such director, general manager and other senior management member of the Company); (3) demand the director, general manager and other senior management member of the Company to surrender the profits made by him as a result of breaching his duties;

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<p>(4) recover any money received by the director, supervisor, general manager and other senior management member of the Company which should have been otherwise received by the Company, including (without limitation) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the director, supervisor, general manager and other senior management member of the Company on the money that should have been paid to the Company.</p>	<p>(4) recover any money received by the director, general manager and other senior management member of the Company which should have been otherwise received by the Company, including (without limitation) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the director, general manager and other senior management member of the Company on the money that should have been paid to the Company.</p>
<p>Article 144. The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated, including;</p> <p>(1) the remuneration for acting as a director, supervisor or senior management member of the Company;</p> <p>(2) the remuneration for acting as director, supervisor or senior management member of any subsidiary of the Company;</p> <p>(3) the remuneration for other services offered for the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(4) the payment to such a director or supervisor by way of compensation for his/her loss of office, or as consideration for or in connection with his/her retirement from office.</p> <p>Except otherwise provided in the abovementioned contracts, no proceedings may be brought by a director or supervisor against the Company for any benefits due to him/her in respect of the matters mentioned in this article.</p>	<p>Article 132. The Company shall, with the prior approval of shareholders in a general meeting, enter into a contract in writing with a director wherein his emoluments are stipulated, including;</p> <p>(1) the remuneration for acting as a director or senior management member of the Company;</p> <p>(2) the remuneration for acting as director or senior management member of any subsidiary of the Company;</p> <p>(3) the remuneration for other services offered for the management of the affairs of the Company and any of its subsidiaries; and</p> <p>(4) the payment to such a director by way of compensation for his/her loss of office, or as consideration for or in connection with his/her retirement from office.</p> <p>Except otherwise provided in the abovementioned contracts, no proceedings may be brought by a director against the Company for any benefits due to him/her in respect of the matters mentioned in this article.</p>

Existing Articles	Amended Articles
<p>Article 145. The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the shareholders in a general meeting, have the right to receive compensation or other payment for loss of office or retirement.</p> <p>An acquisition of the Company referred to in the preceding paragraph means any of the following circumstances:</p> <ol style="list-style-type: none"> (1) an offer made by any person to all shareholders; or (2) an offer made by any person with a view to have the offerer becoming a “controlling shareholder” within the same defined meaning as ascribed to it in Article 54 hereof. <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant directors or supervisors and shall not be paid out of that sum.</p>	<p>Article 133. The contract for emoluments entered into between the Company and its directors should provide that in the event of a takeover of the Company, the Company’s directors shall, subject to the prior approval of the shareholders in a general meeting, have the right to receive compensation or other payment for loss of office or retirement.</p> <p>An acquisition of the Company referred to in the preceding paragraph means any of the following circumstances:</p> <ol style="list-style-type: none"> (1) an offer made by any person to all shareholders; or (2) an offer made by any person with a view to have the offerer becoming a “controlling shareholder” within the same defined meaning as ascribed to it in Article 54 hereof. <p>If the relevant director does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer. The expenses incurred in distributing that sum pro rata amongst those persons shall be borne by the relevant directors and shall not be paid out of that sum.</p>

As certain articles have been deleted and reduced in these amendments, the serial number of chapters and articles of the Articles of Association have been adjusted accordingly, and the changes in the serial number of the articles that refer to each other in the Articles of Association will not be repeated in this comparison table.