BRETON
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Breton Technology Co., Ltd.
博雷頓科技股份公司

(A joint stock company established in the People's Republic of China with limited liability)
(Stock code: 1333)

CHANGE OF REGISTERED OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE FOR GENERAL MEETINGS AND THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS
AND
PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS

CHANGE OF REGISTERED OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

The board of directors (the "**Board of Directors**") of Breton Technology Co., Ltd. (the "**Company**") hereby announces that the Company proposes to change its registered office, headquarters and principal place of business in the PRC from "Room 208, 2/F, Block 3, No. 168 Shennan Road, Minhang District, Shanghai" to "Rooms 701-705, Building 1, Hongqiao Xintiandi (The Hub) , No. 818 Shenchang Road, Minhang District, Shanghai", which shall take effect upon the completion of procedures for such change by the Company in the relevant market regulatory authorities.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE FOR GENERAL MEETINGS AND THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS AND PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS

In accordance with the provisions and regulatory requirements of relevant laws, regulations, and regulatory documents, including the Company Law of the People's Republic of China (the "**Company Law**"), the Guidelines on Articles of Association for Listed Companies (2025 Revision) (the "**Guidelines for Articles of Association**"), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and to further enhance the corporate governance structure, ensure the Articles of Association (the "**Articles of Association**") of Breton Technology Co., Ltd. remain consistent with the latest laws, regulations, and regulatory requirements, and taking into account the Company's actual business development needs, the Board of Directors of the Company proposes to amend the Articles of Association and to make corresponding amendments to its appendices, including the Rules of Procedure for General

Meetings and the Rules of Procedure for Meetings of the Board of Directors. Upon completion of such amendments, the Company will cease to establish the Board of Supervisors and appoint supervisors. The audit committee of the Board of Directors shall exercise the powers and functions of the Board of Supervisors as stipulated in the Company Law, and the Rules of Procedure for Meetings of the Board of Supervisors shall be repealed accordingly.

The main contents of the amendments of the Articles of Association and its appendices include: (i) proposed abolishment of the Board of Supervisors and corresponding amendments of relevant provisions; and (ii) amendments and enhancements of relevant provisions in accordance with the latest provisions of the Guidelines for Articles of Association.

If the addition, deletion or reordering of certain chapters or provisions results in changes to the numbering of chapters or articles, the numbering of chapters and articles will be adjusted sequentially in the amended Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Meetings of the Board of Directors, either by extension or reduction; any cross-references to article numbers will be updated correspondingly.

Save as the above amendments, details of the specific amendments to the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Meetings of the Board of Directors are set out in Appendix I, Appendix II and Appendix III.

The Articles of Association are written in Chinese without an official English version, and any English translation is for reference only. In case of inconsistency between the two versions, the Chinese version shall prevail.

The proposed abolishment of the Board of Supervisors, and the proposed amendments of the Articles of Association, the Rules of Procedure for General Meetings and the Rules of Procedure for Meetings of the Board of Directors are subject to approval by the shareholders at the general meeting of the Company by way of special resolutions before becoming effective. A circular containing, among other things: the details of (i) the proposed amendments of the Articles of Association; (ii) the proposed amendments of the Rules of Procedure for General Meetings; (iii) the proposed amendments of the Rules of Procedure for Meetings of the Board of Directors; and (iv) the proposed abolishment of the Board of Supervisors will be despatched to the shareholders of the Company in due course.

By order of the Board
Breton Technology Co., Ltd.
Mr. Chen Fangming
Chairman, General Manager and Executive Director

Hong Kong, January 9, 2026

As at the date of this announcement, the directors are (i) Mr. Chen Fangming, Mr. Qiu Debo, Mr. Sun Kanghua and Ms. Yang Hui as executive directors; (ii) Mr. Cao Haiyi and Mr. Wang Zhenkun as non-executive directors; and (iii) Mr. Zhou Yuan, Dr. Li Xiaofu, Dr. Jiang Bailing and Mr. YIM, Chi Hung Henry as independent non-executive directors.

APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 5	Address of the Company: ~~Room 208, 2/F, Block 3, No. 168 Shennan Road, Minhang District, Shanghai.~~	Address of the Company: **Rooms 701-705, Building 1, Hongqiao Xintiandi (The Hub), No. 818 Shenchang Road, Minhang District, Shanghai.**
Article 11	The Articles of Association shall be binding on the Company and its shareholders, directors~~, supervisors~~ and senior management. All the above persons may make claims for alleged rights in connection with the Company's affairs in accordance with the Articles of Association.	The Articles of Association shall be binding on the Company and its shareholders, director and senior management. All the above persons may make claims for alleged rights in connection with the Company's affairs in accordance with the Articles of Association.
Article 12	In accordance with the Articles of Association, shareholders may sue the Company; the Company may sue shareholders, shareholders may sue other shareholders; shareholders may sue the directors~~, supervisors~~, general manager and other senior management of the Company.	In accordance with the Articles of Association, shareholders may sue the Company; the Company may sue shareholders, shareholders may sue other shareholders; shareholders may sue the directors, general manager and other senior management of the Company.
Article 33	Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange. ~~The directors, supervisors and senior management members of the Company shall declare their holding of the shares of the Company (including preferred shares) and the changes in their shareholdings. During their term of service, they may not transfer more than 25% of their total shareholding of the same class each year. The shares of the Company they hold shall not be transferred within one year from the date of their listing. Any of them may not transfer the Company's shares they hold within six months after their departure from the Company.~~	Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 34	The directors~~, supervisors~~ and senior management members of the Company shall declare their holding of the shares of the Company that they hold and the changes in their shareholdings. During their terms of service as determined upon appointment, they may not transfer more than 25% of their total shareholding of the same class each year. Any of them may not transfer the Company's shares they hold within six months after their departure from the Company. If the shares are pledged within the restricted transfer period prescribed by relevant laws and administrative regulations, the pledgee may not exercise the pledge right within the restricted transfer period.	The directors and senior management members of the Company shall declare their holding of the shares of the Company that they hold and the changes in their shareholdings. During their terms of service as determined upon appointment, they may not transfer more than 25% of their total shareholding of the same class each year. Any of them may not transfer the Company's shares they hold within six months after their departure from the Company. If the shares are pledged within the restricted transfer period prescribed by relevant laws and administrative regulations, the pledgee may not exercise the pledge right within the restricted transfer period.
Article 47(2)	(II) The subscriber of shares agrees with the Company and its shareholders, directors, ~~supervisors,~~ the general manager and other senior management, and the Company (for itself and on behalf of its directors~~, supervisors~~, the general manager and other senior management) agrees with its shareholders to refer all disputes and claims arising from the Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant laws, administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct an open hearing and to publish its award. Such arbitration shall be final and conclusive.	(II) The subscriber of shares agrees with the Company and its shareholders, directors, the general manager and other senior management, and the Company (for itself and on behalf of its directors, the general manager and other senior management) agrees with its shareholders to refer all disputes and claims arising from the Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant laws, administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct an open hearing and to publish its award. Such arbitration shall be final and conclusive.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 62	Holders of ordinary shares of the Company shall have the following rights: (1) The right to receive dividends and other distributions in proportion to the number of shares held; (2) The right to request, convene, preside over, attend and vote in person or appoint a proxy to attend and vote correspondingly on their behalf and speak at general meetings in accordance with the laws; (3) The right to supervise the Company's operations, and to put forward proposals or raise enquiries; (4) The right to transfer, donate or pledge the shares held in accordance with the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed and the provisions of the Articles of Association; (5) The right to obtain the relevant information in accordance with the Articles of Association, including: 1. A copy of the Articles of Association upon payment of a reasonable fee; 2. The right to inspect and reproduce upon payment of a reasonable fee; 1) The complete register of members;	Holders of ordinary shares of the Company shall have the following rights: (1) The right to receive dividends and other distributions in proportion to the number of shares held; (2) The right to request, convene, preside over, attend and vote in person or appoint a proxy to attend and vote correspondingly on their behalf and speak at general meetings in accordance with the laws; (3) The right to supervise the Company's operations, and to put forward proposals or raise enquiries; (4) The right to transfer, donate or pledge the shares held in accordance with the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed and the provisions of the Articles of Association; (5) The right to obtain the relevant information in accordance with the Articles of Association, including: 1. A copy of the Articles of Association upon payment of a reasonable fee; 2. The right to inspect and reproduce upon payment of a reasonable fee; 1) The complete register of members;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	2) Personal particulars of directors~~, supervisors~~, general manager and other senior management of the Company, including (a) current and former names and aliases; (b) principal address (place of residence); (c) nationality; (d) full-time jobs and all other part-time jobs and positions; (e) identification documents and the numbers thereof; 3) The status of the Company's share capital; 4) Reports showing the aggregate par value, quantity, highest and lowest prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose (with a breakdown between domestic shares and foreign shares); 5) Counterfoils of corporate bonds; 6) Minutes of general meetings (for inspection by shareholders only), resolutions of the board meetings~~, and the resolutions of the meetings of the Board of Supervisors~~; 7) Financial report; 8) A copy of the latest annual report filed with the competent administration for industry and commerce or other competent authorities.	2) Personal particulars of directors, general manager and other senior management of the Company, including (a) current and former names and aliases; (b) principal address (place of residence); (c) nationality; (d) full-time jobs and all other part-time jobs and positions; (e) identification documents and the numbers thereof; 3) The status of the Company's share capital; 4) Reports showing the aggregate par value, quantity, highest and lowest prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount paid by the Company for this purpose (with a breakdown between domestic shares and foreign shares); 5) Counterfoils of corporate bonds; 6) Minutes of general meetings (for inspection by shareholders only), resolutions of the board meetings**, and resolutions of the meetings of the Audit Committee;** 7) Financial report; 8) A copy of the latest annual report filed with the competent administration for industry and commerce or other competent authorities.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	9) all relevant foregoing materials of wholly-owned subsidiaries of the Company. The Company shall make the foregoing documents available for inspection by shareholders at its domicile and at its place of business in Hong Kong. (6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held; (7) With respect to shareholders who voted against any resolution adopted at a general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them; (8) Shareholders individually or jointly holding more than 3% of the Company's shares is entitled to make a provisional motion in writing to the Board of Directors ten days before the date of the general meeting; (9) Any other rights prescribed by laws, administrative regulations, departmental rules, regulatory documents and the listing rules in the place where the Company's shares are listed or the Articles of Association. The Company shall not exercise any power against any person who exercises any rights by virtue of any shares of the Company but fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise damaging any interest of such person as attached to shares.	9) all relevant foregoing materials of wholly-owned subsidiaries of the Company. The Company shall make the foregoing documents available for inspection by shareholders at its domicile and at its place of business in Hong Kong. (6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held; (7) With respect to shareholders who voted against any resolution adopted at a general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them; (8) Shareholders individually or jointly holding more than 3% of the Company's shares is entitled to make a provisional motion in writing to the Board of Directors ten days before the date of the general meeting; (9) Any other rights prescribed by laws, administrative regulations, departmental rules, regulatory documents and the listing rules in the place where the Company's shares are listed or the Articles of Association. The Company shall not exercise any power against any person who exercises any rights by virtue of any shares of the Company but fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise damaging any interest of such person as attached to shares.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 65	Shareholders individually or jointly holding over 1% of the Company's shares for at least 180 consecutive days shall have the right to request the ~~Board of Supervisors~~ in writing to bring a legal action in the people's court against any director or senior management for loss of Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties; Shareholders individually or jointly holding at least 1% of the Company's shares for at least 180 consecutive days shall have the right to request the ~~Board of Supervisors~~ and the Board of Directors of the wholly-owned subsidiaries in writing to bring a legal action in the people's court or directly file a legal action with the people's court in their own name against any director~~, supervisor~~ or senior management of such wholly-owned subsidiaries for loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties, or when others infringe on the legal rights and interests of the Company and cause losses to the Company. Shareholders may request the Board of Directors in writing to bring a legal action with the people's court against the ~~Board of Supervisors~~ for the loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties.	Shareholders individually or jointly holding over 1% of the Company's shares for at least 180 consecutive days shall have the right to request the **Audit Committee** in writing to bring a legal action in the people's court against any director or senior management **other than members of the Audit Committee** for loss of Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties; Shareholders individually or jointly holding at least 1% of the Company's shares for at least 180 consecutive days shall have the right to request the **Audit Committee** and the Board of Directors of the wholly-owned subsidiaries in writing to bring a legal action in the people's court or directly file a legal action with the people's court in their own name against any director or senior management of such wholly-owned subsidiaries for loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties, or when others infringe on the legal rights and interests of the Company and cause losses to the Company. Shareholders may request the Board of Directors in writing to bring a legal action with the people's court against the **Audit Committee** for the loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	The shareholders described in the preceding paragraph may bring legal action in the people's court directly in their own names in the interest of the Company in the event that the ~~Board of Supervisors~~ or the Board of Directors refuses to initiate legal proceedings after receiving the aforesaid written request of shareholders, or fails to initiate such legal proceedings within 30 days on which such request is received, or in case of emergency where failure to initiate such legal proceedings immediately will result in irreparable damage to the Company's interest. Shareholders as referred to in the first paragraph of this article may also initiate legal proceedings in the people's court under the provisions set out in the preceding two paragraphs if any third parties infringe on the lawful interests of the Company which caused damages to the Company.	The shareholders described in the preceding paragraph may bring legal action in the people's court directly in their own names in the interest of the Company in the event that the **Audit Committee** or the Board of Directors refuses to initiate legal proceedings after receiving the aforesaid written request of shareholders, or fails to initiate such legal proceedings within 30 days on which such request is received, or in case of emergency where failure to initiate such legal proceedings immediately will result in irreparable damage to the Company's interest. Shareholders as referred to in the first paragraph of this article may also initiate legal proceedings in the people's court under the provisions set out in the preceding two paragraphs if any third parties infringe on the lawful interests of the Company which caused damages to the Company.
Article 70	In addition to the obligations imposed by the laws and Hong Kong Listing Rules, a controlling shareholder, when exercising the shareholders' rights, shall not exercise his or her voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders: (1) To relieve a director ~~or supervisor~~ of his or her duty to act honestly in the best interests of the Company; (2) To approve the directors ~~or supervisors~~ (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;	In addition to the obligations imposed by the laws and Hong Kong Listing Rules, a controlling shareholder, when exercising the shareholders' rights, shall not exercise his or her voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders: (1) To relieve a director of his or her duty to act honestly in the best interests of the Company; (2) To approve the directors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favorable to the Company;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(3) To approve the directors ~~or supervisors~~ (for their own account or for the account of other parties) to deprive another shareholder of his or her individual interests, including but not limited to any allocation right and voting right, but excluding any corporate restructuring proposal made at the general meeting in accordance with the Articles of Association.	(3) To approve the directors (for their own account or for the account of other parties) to deprive another shareholder of his or her individual interests, including but not limited to any allocation right and voting right, but excluding any corporate restructuring proposal made at the general meeting in accordance with the Articles of Association.
Last paragraph of Article 71	The directors~~, supervisors~~ and members of the senior management of the Company have legal obligations to safeguard the capital of the Company. The Board shall immediately investigate if it finds that the directors and the members of the senior management of the Company assist and connive the controlling shareholders and its subsidiaries to expropriate the Company's assets, after confirmation the facts that the directors and the members of the senior management of the Company assist or connive the controlling shareholders and its subsidiaries to expropriate the Company's assets, the Company shall, depending on the seriousness of the case, give a notice and disciplinary warning to the person directly responsible, and propose to the general meeting to dismiss the directors who are seriously responsible.	The directors and members of the senior management of the Company have legal obligations to safeguard the capital of the Company. The Board shall immediately investigate if it finds that the directors and the members of the senior management of the Company assist and connive the controlling shareholders and its subsidiaries to expropriate the Company's assets, after confirmation the facts that the directors and the members of the senior management of the Company assist or connive the controlling shareholders and its subsidiaries to expropriate the Company's assets, the Company shall, depending on the seriousness of the case, give a notice and disciplinary warning to the person directly responsible, and propose to the general meeting to dismiss the directors who are seriously responsible.
Article 72	The general meeting shall be the organ with authority of the Company and shall exercise following functions and powers in accordance with the law. (1) To decide the Company's operational directions and investment plans; (2) To elect and replace directors ~~and supervisors~~ who are not staff representatives and to determine matters relating to the remuneration of the directors ~~and supervisors~~;	The general meeting shall be the organ with authority of the Company and shall exercise following functions and powers in accordance with the law. (1) To decide the Company's operational directions and investment plans; (2) To elect and replace directors who are not staff representatives and to determine matters relating to the remuneration of the directors;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(3) To consider and approve the reports of the Board of Directors; ~~(4) To consider and approve the reports of the Board of Supervisors;~~ (5) To consider and approve the Company's annual financial budgets and final accounts; (6) To consider and approve the Company's profit distribution plans and loss recovery plans; (7) To make resolutions on increase or reduction of the Company's registered capital; (8) To make resolutions on the issue of debentures and other securities by the Company; (9) To make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company; (10) To amend the Articles of Association; (11) To make resolutions on the appointment, re-appointment or dismissal of the accounting firms; (12) To consider and approve the motions put forward by shareholders individually or jointly holding more than ~~3%~~ of the Company's shares with voting rights; (13) To consider other matters which are required to be determined at the general meeting as required by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association.	(3) To consider and approve the reports of the Board of Directors; (4) To consider and approve the Company's annual financial budgets and final accounts; (5) To consider and approve the Company's profit distribution plans and loss recovery plans; (6) To make resolutions on increase or reduction of the Company's registered capital; (7) To make resolutions on the issue of debentures and other securities by the Company; (8) To make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company; (9) To amend the Articles of Association; (10) To make resolutions on the appointment, re-appointment or dismissal of the accounting firms; (11) To consider and approve the motions put forward by shareholders individually or jointly holding more than **1%** of the Company's shares with voting rights; (12) To consider other matters which are required to be determined at the general meeting as required by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 74	The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (I) when the number of directors is less than the quorum prescribed by the Company Law or less than two-thirds of the quorum required by the Articles of Association; (II) when the unrecovered loss of the Company is higher than one-third of the total paid-up capital; (III) when shareholders individually or collectively holding 10% or more of the shares of the Company make a written request; (IV) when the Board consider it necessary; (V) when the ~~Board of Supervisors~~ propose to convene an extraordinary meeting; (VI) Other circumstances stipulated by relevant PRC laws, administrative regulations, Hong Kong Listing Rules or the Articles of Association.	The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances: (I) when the number of directors is less than the quorum prescribed by the Company Law or less than two-thirds of the quorum required by the Articles of Association; (II) when the unrecovered loss of the Company is higher than one-third of the total paid-up capital; (III) when shareholders individually or collectively holding 10% or more of the shares of the Company make a written request; (IV) when the Board consider it necessary; (V) when the **Audit Committee** propose to convene an extraordinary meeting; (VI) Other circumstances stipulated by relevant PRC laws, administrative regulations, Hong Kong Listing Rules or the Articles of Association.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 75	The place for holding the Company's general meeting shall be the domicile of the Company or other place as indicated in the notice of the general meeting. The general meeting shall be held in the form of on-site meeting. The Company will provide internet services or other methods to help the shareholders to participate in the general meeting. Shareholders shall be deemed to have attended the general meeting by way of the aforesaid methods.	The place for holding the Company's general meeting shall be the domicile of the Company or other place as indicated in the notice of the general meeting. The general meeting shall be held in the form of on-site meeting. The Company will provide internet services or other methods to help the shareholders to participate in the general meeting, **shareholders may vote by electronic means at virtual general meetings convened with the use of technology.** Shareholders shall be deemed to have attended the general meeting by way of the aforesaid methods.
Article 78	~~The Board of Supervisors~~ has the right to propose the Board to convene extraordinary general meeting and such proposal shall be made in writing. The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten days upon receiving the proposal in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association. If the Board agrees to convene the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days after a resolution is reached. Should there be alterations to the original requests in the notice, consent has to be obtained from ~~the Board of Supervisors~~. If the Board does not agree to convene the extraordinary general meeting or does not reply within ten days upon receiving the request, the Board will be considered as unable or refused to fulfill the obligation to convene general meetings and ~~the Board of Supervisors~~ may convene and preside over the meeting on its own initiative.	**The Audit Committee** has the right to propose the Board to convene extraordinary general meeting and such proposal shall be made in writing. The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten days upon receiving the proposal in accordance with the requirements of the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association. If the Board agrees to convene the extraordinary general meeting, the notice of convening the extraordinary general meeting shall be issued within five days after a resolution is reached. Should there be alterations to the original requests in the notice, consent has to be obtained from **the Audit Committee**. If the Board does not agree to convene the extraordinary general meeting or does not reply within ten days upon receiving the request, the Board will be considered as unable or refused to fulfill the obligation to convene general meetings and **the Audit Committee** may convene and preside over the meeting on its own initiative.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 79	Shareholder(s) severally or jointly holding 10% or more voting shares of the Company shall have the right to request the Board of Directors to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board of Directors in writing. The Board of Directors shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within 10 days after receipt of the request. Where the Board of Directors agrees to hold the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board of Directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders. If the Board of Directors does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding more than 10% voting shares of the Company shall be entitled to propose to the ~~Board of Supervisors~~ to hold an extraordinary general meeting or class meeting, and shall put forward such request to the ~~Board of Supervisors~~ in writing.	Shareholder(s) severally or jointly holding 10% or more voting shares of the Company shall have the right to request the Board of Directors to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board of Directors in writing. The Board of Directors shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within 10 days after receipt of the request. Where the Board of Directors agrees to hold the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board of Directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders. If the Board of Directors does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding more than 10% voting shares of the Company shall be entitled to propose to the **Audit Committee** to hold an extraordinary general meeting or class meeting, and shall put forward such request to the **Audit Committee** in writing.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	If ~~the Board of Supervisors~~ agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained. If ~~the Board of Supervisors~~ fails to serve the notice of general meeting or class meeting within the prescribed period, the shareholder(s) severally or jointly holding more than 10% voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting by themselves.	If **the Audit Committee** agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained. If **the Audit Committee** fails to serve the notice of general meeting or class meeting within the prescribed period, the shareholder(s) severally or jointly holding more than 10% voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting by themselves.
Article 80	Where ~~the Board of Supervisors~~ or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed. Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%. ~~The Board of Supervisors~~ and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.	Where **the Audit Committee** or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed. Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%. **The Audit Committee** and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 81	With regard to the general meeting convened by the ~~Board of Supervisors~~ or shareholders on its/their own initiative, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide a register of members as of the equity registration date. Where the Board of Directors does not provide a register of members, the convener may apply for obtaining it to the securities registration and clearing institution in the place where the stocks of the Company are listed by providing relevant announcement on convention of a general meeting. The register of members obtained by the convener may not be used for other purposes except convention of a general meeting.	With regard to the general meeting convened by the **Audit Committee** or shareholders on its/their own initiative, the Board of Directors and its secretary shall offer cooperation. The Board of Directors shall provide a register of members as of the equity registration date. Where the Board of Directors does not provide a register of members, the convener may apply for obtaining it to the securities registration and clearing institution in the place where the stocks of the Company are listed by providing relevant announcement on convention of a general meeting. The register of members obtained by the convener may not be used for other purposes except convention of a general meeting.
Article 82	If the ~~Board of Supervisors~~ or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company and set off against sums owned by the Company to the defaulting directors.	If the **Audit Committee** or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company and set off against sums owned by the Company to the defaulting directors.
Article 84	When a general meeting is convened by the Company, the Board of Directors~~, the Board of Supervisors~~ and shareholders who individually or collectively hold over ~~3%~~ of the shares of the Company shall be entitled to put forward proposals to the Company.	When a general meeting is convened by the Company**,** the Board of Directors**, the Audit Committee** and shareholders who individually or collectively hold over **1%** of the shares of the Company shall be entitled to put forward proposals to the Company.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	Shareholders who individually or collectively hold over ~~3%~~ of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.	Shareholders who individually or collectively hold over **1%** of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.
Article 85	When the Company is to hold a general meeting, it shall issue a written notice at least ~~21~~ days prior to an annual general meeting or 15 days ~~but no less than 10 business days~~ prior to other general meeting, informing all shareholders of the date, time and place of the meeting and the matters to be considered at the meeting and stating that shareholders may appoint a proxy in writing to attend the meeting and vote on their behalf. Regarding the calculation of the notice period, the date of the meeting shall not be included.	When the Company is to hold a general meeting, it shall issue a written notice at least **20** days prior to an annual general meeting or 15 days prior to other general meeting, informing all shareholders of the date, time and place of the meeting and the matters to be considered at the meeting and stating that shareholders may appoint a proxy in writing to attend the meeting and vote on their behalf. Regarding the calculation of the notice period, the date of the meeting shall not be included.
Article 86 (5)	(V) contain a disclosure of the nature and extent, if any, of the material interests of any director~~, supervisor~~, our general manager, other member of senior management in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;	(V) contain a disclosure of the nature and extent, if any, of the material interests of any director, our general manager, other member of senior management in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 87	If the election of directors ~~or supervisors~~ is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors ~~or supervisors~~, which information shall at least include: (I) personal particulars, including educational background, work experience, and part-time jobs; (II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers; (III) the number of shares of the Company one holds; (IV) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange; (V) the information of the directors ~~or supervisors~~ appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules. Unless a director ~~or supervisor~~ is elected via the cumulative voting system, each candidate for director ~~or supervisor~~ shall be proposed via a single proposal.	If the election of directors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors, which information shall at least include: (I) personal particulars, including educational background, work experience, and part-time jobs; (II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers; (III) the number of shares of the Company one holds; (IV) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange; (V) the information of the directors appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules. Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 88	Unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association, the notice of a general meeting shall be sent out to shareholders (whether they have voting rights at the shareholders meeting or not) by personal delivery or by prepaid mail. The addresses of the recipients are subject to the addresses registered in the register of members. For shareholders of domestic shares, the notice of a general meeting may also be sent out in form of announcement. ~~The announcement stated in the preceding paragraph shall be published on one or multiple periodicals designated by the securities regulatory authority of the State Council. Once the announcement is published, it shall be deemed that all the shareholders of domestic shares have received the notice of the general meeting.~~ Subject to relevant provisions of laws and regulations, requirements of the listing rules of the stock exchange in the place where the stocks of the Company are listed and relevant procedures, the Company may also give the notice of a general meeting to holders of H shares by means of publishing the notice on the website of the Company and the websites designated by the Hong Kong Stock Exchange or in other ways permitted by Hong Kong Listing Rules and the Articles of Association, instead of giving the notice to H Share shareholders by personal delivery or by prepaid mail.	Unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association, the notice of a general meeting shall be sent out to shareholders (whether they have voting rights at the shareholders meeting or not) by personal delivery or by prepaid mail. The addresses of the recipients are subject to the addresses registered in the register of members. For shareholders of domestic shares, the notice of a general meeting may also be sent out in form of announcement. Subject to relevant provisions of laws and regulations, requirements of the listing rules of the stock exchange in the place where the stocks of the Company are listed and relevant procedures, the Company may also give the notice of a general meeting to holders of H shares by means of publishing the notice on the website of the Company and the websites designated by the Hong Kong Stock Exchange or in other ways permitted by Hong Kong Listing Rules and the Articles of Association, instead of giving the notice to H Share shareholders by personal delivery or by prepaid mail.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 100	Shareholders' meetings shall be convened by the Board of Directors. Shareholders' meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, the vice chairman shall preside over the meeting; and where the vice chairman cannot or does not fulfil the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting. A general meeting convened by the ~~Board of Supervisors~~ itself shall be presided over by the chairman of ~~the Board of Supervisors~~. Where the chairman of ~~the Board of Supervisors~~ cannot or does not fulfil the duty thereof, more than half of the ~~supervisors~~ may jointly elect a ~~supervisor~~ to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the shareholder is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the shareholders (including shareholder proxy (other than HKSCC Nominees)) shall act as the preside to preside over the meeting. When a general meeting is held and the presider violates the Articles of Association or the rules of procedure for general meetings of the Company, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.	Shareholders' meetings shall be convened by the Board of Directors. Shareholders' meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, the vice chairman shall preside over the meeting; and where the vice chairman cannot or does not fulfil the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting. A general meeting convened by the **Audit Committee** itself shall be presided over by the chairman of **the Audit Committee**. Where the chairman of **the Audit Committee** cannot or does not fulfil the duty thereof, more than half of the **members of the Audit Committee** may jointly elect a **member of the Audit Committee** to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the shareholder is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the shareholders (including shareholder proxy (other than HKSCC Nominees)) shall act as the preside to preside over the meeting. When a general meeting is held and the presider violates the Articles of Association or the rules of procedure for general meetings of the Company, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 102	The Board of Directors and ~~the Board of Supervisors~~ shall report their work in the preceding year at the annual general meeting~~. Every independent non-executive director shall also report their work~~.	The Board of Directors and **the Audit Committee** shall report their work in the preceding year at the annual general meeting.
Article 103	Directors~~, supervisors~~ and members of the senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.	Directors and members of the senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.
Article 106	The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, ~~supervisors,~~ secretary to the Board, convener or representative thereof, and the presider shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance list of shareholders present and the power of attorney for attendance by proxy, and the valid information relating to the voting over the Internet or other means shall be kept for 10 years.	The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, secretary to the Board, convener or representative thereof, and the presider shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance list of shareholders present and the power of attorney for attendance by proxy, and the valid information relating to the voting over the Internet or other means shall be kept for 10 years.
Article 110	The following matters shall be approved by ordinary resolutions at a general meeting: (I) work reports of the Board of Directors ~~and the Board of Supervisors~~; (II) the Company's profit distribution plan and loss recovery plan; (III) appointment and dismissal of the members of the Board of Directors ~~and supervisors that are not employee representative~~, their remunerations and the method of payment thereof;	The following matters shall be approved by ordinary resolutions at a general meeting: (I) work reports of the Board of Directors; (II) the Company's profit distribution plan and loss recovery plan; (III) appointment and dismissal of the members of the Board of Directors, their remunerations and the method of payment thereof;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements; (V) the Company's annual reports; (VI) external guarantees specified in the Articles of Association; (VII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings; (VIII) resolution on appointment or dismissal or non-renewal of the engagement of the Company's accounting firm; (IX) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.	(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements; (V) the Company's annual reports; (VI) external guarantees specified in the Articles of Association; (VII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings; (VIII) resolution on appointment or dismissal or non-renewal of the engagement of the Company's accounting firm; (IX) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.
Article 116	List of e candidates for directors ~~or supervisors~~ shall be submitted by way of proposal at general meetings for voting. 1. Shareholders individually or in aggregate holding at least ~~3%~~ of the Company's shares may nominate and recommend candidates for directors to the Board of Directors in written form. After review of qualifications of candidacy by the Board of Directors, a written proposal will be submitted to general meeting for election.	List of e candidates for directors shall be submitted by way of proposal at general meetings for voting. 1. Shareholders individually or in aggregate holding at least **1%** of the Company's shares may nominate and recommend candidates for directors to the Board of Directors in written form. After review of qualifications of candidacy by the Board of Directors, a written proposal will be submitted to general meeting for election.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	2. The Board of Directors may nominate and recommend candidates for directors and independent non-executive directors of the Company, and formulate a written proposal in the form of Board of Directors' resolution and submit to the general meeting for election. 3. Shareholders individually or in aggregate holding at least 1% of the Company's Shares can nominate and recommend candidates for independent non-executive directors of the Company. After review of qualifications of candidacy by the Board of Directors, a written proposal will be submitted to general meeting for election. ~~4. The Board of Supervisors may nominate and recommend candidates for independent non-executive directors of the Company. After review of qualifications of candidacy by the Board of Supervisors, a written proposal will be submitted to general meeting for election.~~	2. The Board of Directors may nominate and recommend candidates for directors and independent non-executive directors of the Company, and formulate a written proposal in the form of Board of Directors' resolution and submit to the general meeting for election. 3. Shareholders individually or in aggregate holding at least 1% of the Company's Shares can nominate and recommend candidates for independent non-executive directors of the Company. After review of qualifications of candidacy by the Board of Directors, a written proposal will be submitted to general meeting for election.
Article 117	When the shareholders in the general meeting vote in respect of the election of directors~~ and supervisors~~, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.	When the shareholders in the general meeting vote in respect of the election of directors, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	The cumulative voting system as referred above means that when a director~~ or supervisor~~ is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors~~ or supervisors~~ to be elected. That is, a shareholder attending the general meeting holds a number of votes equal to the product of the number of shares they represent and the number of directors to be elected. Each shareholder may cast all his votes to a single candidate or spread his votes among different candidates, provided that the cumulative votes cast shall not exceed the total number of votes held by that shareholder. The Board of Directors shall announce the biographies and basic information of each candidate for directors ~~and supervisors~~ to the shareholders. The directors shall be elected according to the number of votes received. The number of votes obtained by the elected directors shall exceed half of the voting rights held by the shareholders attending the general meeting. For the candidates for directors~~ or supervisor~~ whose affirmative votes exceed at least half of the effective voting rights held by shareholders attending the general meeting, the elected directors~~ or supervisors~~ shall be determined specifically according to the predetermined number of directors~~ or supervisors~~ to be determined and based on the votes in descending order.	The cumulative voting system as referred above means that when a director is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors to be elected. That is, a shareholder attending the general meeting holds a number of votes equal to the product of the number of shares they represent and the number of directors to be elected. Each shareholder may cast all his votes to a single candidate or spread his votes among different candidates, provided that the cumulative votes cast shall not exceed the total number of votes held by that shareholder. The Board of Directors shall announce the biographies and basic information of each candidate for directors to the shareholders. The directors shall be elected according to the number of votes received. The number of votes obtained by the elected directors shall exceed half of the voting rights held by the shareholders attending the general meeting. For the candidates for directors whose affirmative votes exceed at least half of the effective voting rights held by shareholders attending the general meeting, the elected directors shall be determined specifically according to the predetermined number of directors to be determined and based on the votes in descending order.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 118	The Company uses the cumulative voting system for the measures of voting in the election of directors ~~and supervisors~~: (I) When the directors (including independent non-executive directors) ~~and supervisors~~ are elected by way of voting at the general meeting of the Company, each shareholder holds a number of votes equal to the product of the number of shares they represent and the number of directors ~~or supervisors~~ to be elected; when the shareholders exercise voting rights, they have the right to determine whether to vote for a candidate of director ~~or supervisor~~ and the number of votes. (II) When filling in a ballot, a shareholder may either put all his/her votes to one candidate for director ~~or supervisor~~ or allocate his/her votes among different candidates for directors ~~or supervisors~~, with indication of the number of votes underneath the name of each candidate for directors ~~or supervisors~~ he/she elected. For candidates for directors ~~or supervisors~~ that a shareholder is not willing to elect, zero votes shall be marked underneath their names. (III) A ballot shall be valid when number of votes indicated on ballots do not exceed the aggregate number of votes held by a shareholder. Votes by such shareholder shall be listed in valid voting results.	The Company uses the cumulative voting system for the measures of voting in the election of directors: (I) When the directors (including independent non-executive directors) are elected by way of voting at the general meeting of the Company, each shareholder holds a number of votes equal to the product of the number of shares they represent and the number of directors to be elected; when the shareholders exercise voting rights, they have the right to determine whether to vote for a candidate of director and the number of votes. (II) When filling in a ballot, a shareholder may either put all his/her votes to one candidate for director or allocate his/her votes among different candidates for directors, with indication of the number of votes underneath the name of each candidate for directors he/she elected. For candidates for directors that a shareholder is not willing to elect, zero votes shall be marked underneath their names. (III) A ballot shall be valid when number of votes indicated on ballots do not exceed the aggregate number of votes held by a shareholder. Votes by such shareholder shall be listed in valid voting results.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(IV) A ballot shall be invalid if the number of votes cast by a shareholder exceed the valid number of votes held by such shareholder. Votes by such shareholder shall not be included in the valid voting results. (V) An elected director ~~and supervisor~~ shall receive affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting. For candidates for directors ~~or supervisors~~ who receive affirmative votes representing at least one-half of valid votes at the general meeting, the elected director ~~or supervisor~~ shall be determined based on the predetermined numbers of director ~~or supervisor~~ to be elected and the valid votes of each candidate for directors ~~or supervisors~~ and then the number of votes received in descending order. (VI) If the number of candidates for directors ~~or supervisors~~ who receive affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting exceed predetermined numbers to be elected, those unelected candidates for directors ~~or supervisors~~ according to the number of votes received in descending order, shall be deemed unelected.	(IV) A ballot shall be invalid if the number of votes cast by a shareholder exceed the valid number of votes held by such shareholder. Votes by such shareholder shall not be included in the valid voting results. (V) An elected director shall receive affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting. For candidates for directors who receive affirmative votes representing at least one-half of valid votes at the general meeting, the elected director shall be determined based on the predetermined numbers of director to be elected and the valid votes of each candidate for directors and then the number of votes received in descending order. (VI) If the number of candidates for directors who receive affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting exceed predetermined numbers to be elected, those unelected candidates for directors according to the number of votes received in descending order, shall be deemed unelected.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(VII) If all or some of the candidates for director ~~or supervisor~~ have not received affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting, resulting in the number of directors ~~or supervisors~~ so elected not reaching the predetermined quota for election, a second round of voting may be taken for election among the candidates for director ~~or supervisor~~ not receiving affirmative votes representing at least one-half of the valid vote rights held by shareholders attending the general meeting. If in the second round of voting, there are candidates for directors ~~or supervisors~~ who receive affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting, the elected director ~~or supervisor~~ shall be determined based on the number of votes received in descending order and dependent on the predetermined number of directors ~~and supervisors~~ need to be elected. If in the second round of voting, no candidate for director ~~or supervisor~~ receives affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting, or the number of candidates so elected does not meet the predetermined number for election, no more election will be held at such general meeting, and by-election shall be held at the next general meeting.	(VII) If all or some of the candidates for director have not received affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting, resulting in the number of directors so elected not reaching the predetermined quota for election, a second round of voting may be taken for election among the candidates for director not receiving affirmative votes representing at least one-half of the valid vote rights held by shareholders attending the general meeting. If in the second round of voting, there are candidates for directors who receive affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting, the elected director shall be determined based on the number of votes received in descending order and dependent on the predetermined number of directors need to be elected. If in the second round of voting, no candidate for director receives affirmative votes representing at least one-half of the valid voting rights held by shareholders attending the general meeting, or the number of candidates so elected does not meet the predetermined number for election, no more election will be held at such general meeting, and by-election shall be held at the next general meeting.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(VIII) If there are candidates for directors ~~or supervisors~~ who receive the same number of affirmative votes representing at least one-half of the valid voting rights held by the shareholders attending the general meeting, and the number of such candidates exceeds the predetermined number of directors ~~or supervisors~~ to be elected, a second round of voting shall be conducted in accordance with the relevant rules of this article; if the predetermined number of directors ~~or supervisors~~ is still not met after the second round of voting, no more election will be held at such general meeting, and by-election shall be held at the next general meeting. (IX) No voting will be held at such general meeting and election for next general meeting will be arranged when no director ~~or supervisor~~ of corresponding class and number required under the Articles of Association have been elected after two elections held in such general meeting.	(VIII) If there are candidates for directors who receive the same number of affirmative votes representing at least one-half of the valid voting rights held by the shareholders attending the general meeting, and the number of such candidates exceeds the predetermined number of directors to be elected, a second round of voting shall be conducted in accordance with the relevant rules of this article; if the predetermined number of directors is still not met after the second round of voting, no more election will be held at such general meeting, and by-election shall be held at the next general meeting. (IX) No voting will be held at such general meeting and election for next general meeting will be arranged when no director of corresponding class and number required under the Articles of Association have been elected after two elections held in such general meeting.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 126	Before the proposals are voted at the general meeting, two shareholder representatives shall be appointed to participate in vote counting and monitoring. If any shareholders are interested in the matters to be considered, relevant shareholders or their proxies shall not participate in the vote counting or monitoring. When the proposals are being voted at the general meeting, lawyers, shareholder representatives ~~and supervisors~~ shall be jointly responsible for vote counting and scrutinizing and announcing the voting results onsite, while result of the vote would be recorded in the minutes of the meeting. The Company shall appoint its accounting firm, share registrar or an external auditor qualified as its accounting firm to be the scrutineer. Shareholders of listed companies or their proxies voting via the internet shall have the right to check their own votes cast through the relevant voting system.	Before the proposals are voted at the general meeting, two shareholder representatives shall be appointed to participate in vote counting and monitoring. If any shareholders are interested in the matters to be considered, relevant shareholders or their proxies shall not participate in the vote counting or monitoring. When the proposals are being voted at the general meeting, lawyers, shareholder representatives shall be jointly responsible for vote counting and scrutinizing and announcing the voting results onsite, while result of the vote would be recorded in the minutes of the meeting. The Company shall appoint its accounting firm, share registrar or an external auditor qualified as its accounting firm to be the scrutineer. Shareholders of listed companies or their proxies voting via the internet shall have the right to check their own votes cast through the relevant voting system.
Article 130	Public announcement of the voting results of a general meeting, containing the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Company, the form of voting, result of each resolution and the detailed content of each resolution, shall be issued in time. ~~Attendance and voting of holders of domestic shares and holders of foreign invested share shall be counted and published respectively.~~	Public announcement of the voting results of a general meeting, containing the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Company, the form of voting, result of each resolution and the detailed content of each resolution, shall be issued in time.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 132	Where a proposal on election of directors ~~or supervisors~~ is passed at the general meeting, saved as otherwise required by the general meeting, the term of office of a new director ~~or supervisor~~ shall commence on the date on which resolutions being approved by the general meeting until the date on which the term of the current Board of Directors ~~or Board of Supervisors~~ expire.	Where a proposal on election of directors is passed at the general meeting, saved as otherwise required by the general meeting, the term of office of a new director shall commence on the date on which resolutions being approved by the general meeting until the date on which the term of the current Board of Directors expire.
Article 136	The directors shall comply with the laws, administrative regulations, the listing rules of the stock exchange at which the shares of the company are listed and the Articles of Association and shall diligently perform their following obligations to the Company: (I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license; (II) to treat all shareholders equally and fairly; (III) to understand the operation and management of the Company in a timely manner; (IV) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;	The directors shall comply with the laws, administrative regulations, the listing rules of the stock exchange at which the shares of the company are listed and the Articles of Association and shall diligently perform their following obligations to the Company: (I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license; (II) to treat all shareholders equally and fairly; (III) to understand the operation and management of the Company in a timely manner; (IV) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(V) to provide all relevant information and materials required by the ~~Board of Supervisors~~ and shall not intervene the performance of duties of the ~~Board of Supervisors~~ or ~~supervisors~~; (VI) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange at which the shares of the company are listed and the Articles of Association.	(V) to provide all relevant information and materials required by the **Audit Committee** and shall not intervene the performance of duties of the **Audit Committee** or **members of the Audit Committee**; (VI) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange at which the shares of the company are listed and the Articles of Association.
Article 146	The Board of Directors shall exercise the following powers: (I) to convene general meetings and report to the general meetings; (II) to implement resolutions of general meetings; (III) to decide on the Company's business plans and investment plans; (IV) to formulate the annual financial budgets and final accounts of the Company; (V) to prepare the profit distribution plans and loss recovery plans of the Company; (VI) to formulate proposals for the increase or reduction of the Company's registered capital, issue of bonds or other securities and the listing plans; (VII) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or change to the corporate structure of the Company;	The Board of Directors shall exercise the following powers: (I) to convene general meetings and report to the general meetings; (II) to implement resolutions of general meetings; (III) to decide on the Company's business plans and investment plans; (IV) to formulate the annual financial budgets and final accounts of the Company; (V) to prepare the profit distribution plans and loss recovery plans of the Company; (VI) to formulate proposals for the increase or reduction of the Company's registered capital, issue of bonds or other securities and the listing plans; (VII) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or change to the corporate structure of the Company;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(VIII) to decide on, within the scope of authority granted by the general meeting, external investment, acquisition and disposal of assets, pledge of asset, entrusted wealth management and other matters; (IX) to decide on the establishment of internal management organizations of the Company; (X) to appoint or dismiss the general manager, secretary to the Board of Directors, and financial controller of the Company, and other senior management and to determine their remunerations, rewards and disciplinary actions; (XI) to set up the basic management system of the Company; (XII) to formulate the proposals for any amendment to the Articles of Association; (XIII) to manage the information disclosure of the Company; (XIV) to propose to the general meeting the appointment or replacement of the accounting firms which provide audit services to the Company; (XV) to listen to work reports of the general manager and review his/her work; (XVI) to exercise other functions and powers as conferred by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, the general meetings or the Articles of Association.	(VIII) to decide on, within the scope of authority granted by the general meeting, external investment, acquisition and disposal of assets, pledge of asset, entrusted wealth management and other matters; (IX) to decide on the establishment of internal management organizations of the Company; (X) to appoint or dismiss the general manager, secretary to the Board of Directors, and financial controller of the Company, and other senior management and to determine their remunerations, rewards and disciplinary actions; (XI) to set up the basic management system of the Company; (XII) to formulate the proposals for any amendment to the Articles of Association; (XIII) to manage the information disclosure of the Company; (XIV) to propose to the general meeting the appointment or replacement of the accounting firms which provide audit services to the Company; (XV) to listen to work reports of the general manager and review his/her work; (XVI) to exercise other functions and powers as conferred by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, the general meetings or the Articles of Association.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	The Board of Directors may resolve on the issues specified in the above paragraphs by approval of more than half of the directors save for the issues specified in clauses (VI), (VII) and (XII), for which approval of more than two-thirds of the directors is required. The Board of Directors of the Company has established the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee. These special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and proposals shall be submitted to the Board of Directors for consideration and decision. Members of the special committees are all comprised of directors, in particular, with a majority of the members of the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee being independent non-executive directors. The convenors (the chairman) of the Audit Committee and the Remuneration and Appraisal Committee shall be independent non-executive director(s) and the convenor (the chairman) of the Nomination Committee shall be the chairman or an independent non-executive director~~. The Audit Committee shall be comprised of at least three members, of which one member shall be an independent non-executive director, who possesses appropriate accounting or related financial management expertise~~.	The Board of Directors may resolve on the issues specified in the above paragraphs by approval of more than half of the directors save for the issues specified in clauses (VI), (VII) and (XII), for which approval of more than two-thirds of the directors is required. The Board of Directors of the Company has established the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee **according to the need**. These special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and proposals shall be submitted to the Board of Directors for consideration and decision. Members of the special committees are all comprised of directors, in particular, with a majority of the members of the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee being independent non-executive directors. The convenors (the chairman) of the Audit Committee and the Remuneration and Appraisal Committee shall be independent non-executive director(s) and the convenor (the chairman) of the Nomination Committee shall be the chairman or an independent non-executive director.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	The Board of Directors is responsible for formulating the rules of procedure of the special committees, and regulating the operation of the special committees.	The Board of Directors is responsible for formulating the rules of procedure of the special committees,
/	/	**Article 147 The Audit Committee, one of the special committees of the Board of Directors, exercises the powers of the Board of Supervisors as stipulated in the Company Law. The Audit Committee shall be comprised of at least three members, a majority of whom shall not hold any position in the Company other than that of director, and shall not have any relationship with the Company that may affect their independent and objective judgment, and one of the members shall be an independent non-executive director possessing appropriate accounting or related financial management expertise.**
Article 150	The Board of Directors shall determine the scope of authorities in respect of external investments, acquisitions or sales of assets, asset mortgages, external guarantees, entrusted wealth management and connected transactions, and establish strict review and decision-making procedures. Material investment projects shall be reviewed by experts and professionals and shall be subject to shareholders' approval at general meeting.	The Board of Directors shall determine the scope of authorities in respect of external investments, acquisitions or sales of assets, asset mortgages, external guarantees, entrusted wealth management and connected transactions, and establish strict review and decision-making procedures. Material investment projects shall be reviewed by experts and professionals and shall be subject to shareholders' approval at general meeting.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	It shall be considered by the Board of Directors of the Company that the Company provides any guarantee to others with its assets or credit, and it shall be considered and approved by more than two-thirds of directors present at the board meetings. Any external guarantee provided by the Company shall be disclosed to the public in a timely manner upon consideration by the Board of Directors. When the Board of Directors considers any external guarantee, it shall obtain approval from more than two-thirds of directors present at the meetings of the Board of Directors and approval from more than two-thirds of all of independent non-executive directors. The Company requires counterparties to provide counter-guarantees for external guarantees exceeding the Company's proportional shareholding and such counterparties shall have actual ability to perform. Before deciding to provide any external guarantee (or before proposing to a general meeting for voting), the Board of Directors of the Company shall understand the creditworthiness of the guaranteed party and thoroughly analyze the benefits and risks of such guarantee. No directors~~, supervisors~~ and senior management of the Company shall enter into an external guarantee contract on behalf of the Company without approval and authorization by a general meeting or the Board of Directors of the Company.	It shall be considered by the Board of Directors of the Company that the Company provides any guarantee to others with its assets or credit, and it shall be considered and approved by more than two-thirds of directors present at the board meetings. Any external guarantee provided by the Company shall be disclosed to the public in a timely manner upon consideration by the Board of Directors. When the Board of Directors considers any external guarantee, it shall obtain approval from more than two-thirds of directors present at the meetings of the Board of Directors and approval from more than two-thirds of all of independent non-executive directors. The Company requires counterparties to provide counter-guarantees for external guarantees exceeding the Company's proportional shareholding and such counterparties shall have actual ability to perform. Before deciding to provide any external guarantee (or before proposing to a general meeting for voting), the Board of Directors of the Company shall understand the creditworthiness of the guaranteed party and thoroughly analyze the benefits and risks of such guarantee. No directors and senior management of the Company shall enter into an external guarantee contract on behalf of the Company without approval and authorization by a general meeting or the Board of Directors of the Company.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	Directors and senior management of the Company shall prudently manage and strictly control the risks of debts arising from external guarantees. If the Company suffers losses because the directors and senior management of the Company violate the approval authority and review procedures for external guarantees, the responsible directors and members of the senior management shall be liable for compensation for the losses arising from the violations or improper external guarantees in accordance with the laws. The ~~Board of Supervisors~~ or eligible shareholders of the Company may initiate a legal proceeding in accordance with the requirements under this Articles of Association. The Company shall strictly comply with the relevant listing rules of the stock exchange and the relevant requirements under this Articles of Association, and diligently fulfill its obligation of disclosure of external guarantees. ~~The disclosure content shall include the resolution of the Board of Directors or resolution of the general meeting, the total amounts of external guarantees provided by the Company and its controlling subsidiaries as of the disclosure date and the total amounts of guarantees provided by the Company to its controlling subsidiaries.~~ The independent non-executive directors of the Company shall specifically explain and issue an independent opinion in its annual report regarding the cumulative and current external guarantees of the Company and relevant requirements of the execution of external guarantees.	Directors and senior management of the Company shall prudently manage and strictly control the risks of debts arising from external guarantees. If the Company suffers losses because the directors and senior management of the Company violate the approval authority and review procedures for external guarantees, the responsible directors and members of the senior management shall be liable for compensation for the losses arising from the violations or improper external guarantees in accordance with the laws. The **Audit Committee** or eligible shareholders of the Company may initiate a legal proceeding in accordance with the requirements under this Articles of Association. The Company shall strictly comply with the relevant listing rules of the stock exchange and the relevant requirements under this Articles of Association, and diligently fulfill its obligation of disclosure of external guarantees. The independent non-executive directors of the Company shall specifically explain and issue an independent opinion in its annual report regarding the cumulative and current external guarantees of the Company and relevant requirements of the execution of external guarantees.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 154	The Board of Directors shall discuss its business through board meetings. Meetings of the Board of Directors include regular meetings and extraordinary meetings. The Board of Directors shall hold at least four regular meetings each year on a roughly quarterly basis and shall be convened by the chairman. Notice of a regular meeting of the Board of Directors shall be given to all directors ~~and supervisors~~ at least 14 days in advance. The agenda and all relevant meeting documents of regular board meetings shall be delivered to all directors in a timely manner, and at least three days (or any other agreed period) prior to the scheduled date of board meetings or its committee meetings.	The Board of Directors shall discuss its business through board meetings. Meetings of the Board of Directors include regular meetings and extraordinary meetings. The Board of Directors shall hold at least four regular meetings each year on a roughly quarterly basis and shall be convened by the chairman. Notice of a regular meeting of the Board of Directors shall be given to all directors at least 14 days in advance. The agenda and all relevant meeting documents of regular board meetings shall be delivered to all directors in a timely manner, and at least three days (or any other agreed period) prior to the scheduled date of board meetings or its committee meetings.
Article 155	The Board of Directors shall call for an extraordinary meeting in any of the following circumstances: (I) where shareholders representing over one-tenth of the voting right propose; (II) where over one-third of the directors jointly propose; (III) where the ~~Board of Supervisors~~ proposes; (IV) where the Board of Directors considers it necessary; (V) where over half of the independent non-executive directors propose; (VI) where the general manager proposes;	The Board of Directors shall call for an extraordinary meeting in any of the following circumstances: (I) where shareholders representing over one-tenth of the voting right propose; (II) where over one-third of the directors jointly propose; (III) where the **Audit Committee** proposes; (IV) where the Board of Directors considers it necessary; (V) where over half of the independent non-executive directors propose; (VI) where the general manager proposes;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(VII) where the securities governing authorities request to convene; (VIII) other circumstances stipulated by the Articles of Association. The chairman shall convene and preside over a meeting of the Board of Directors within 10 days from receipt of such proposals.	(VII) where the securities governing authorities request to convene; (VIII) other circumstances stipulated by the Articles of Association. The chairman shall convene and preside over a meeting of the Board of Directors within 10 days from receipt of such proposals.
Article 170 – Article 184	~~CHAPTER 11 BOARD OF SUPERVISORS~~ ~~Article 170 The directors, general manager and other senior management may not concurrently take the position of supervisors.~~ ~~Article 171 The supervisors shall observe laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association. They shall assume the duties of fiduciary and diligence to the Company, and shall not accept any bribery or other illegal income taking advantage of his authority and position, or misappropriate the assets of the Company in any manner.~~ ~~Article 172 Each term of office of a supervisor is 3 years and he/she may serve consecutive terms if re-elected upon expiry.~~	Deleted

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~Article 173 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of the supervisor results in the number of supervisors being less than the required number.~~ ~~Article 174 A supervisor shall ensure that information disclosed by the Company is true, accurate and complete.~~ ~~Article 175 Supervisors may attend meetings of the Board of Directors and make enquiries or proposals in respect of the resolutions of such meetings.~~ ~~Article 176 A supervisor shall not take advantage of his connections with the Company to harm the interests of the Company and shall indemnify the Company against losses caused thereby.~~ ~~The supervisors shall be liable for the resolutions of the Board of Supervisors. However, if it can be proven that a supervisor expressly dissents from the resolution when the resolution was voted on, and that such dissent was recorded in the minutes of the meeting, such supervisor may be relieved from liability.~~	

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~A supervisor who abandons his/her duties without authorization shall be liable for economic loss incurred by the Company as a result.~~ ~~Article 177 A supervisor shall be personally liable for any loss incurred by the Company as a result of his/her violation of any laws, administrative regulations, departmental rules, the listing rules of the stock exchange at which the shares of the Company are listed or the Articles of Association in the course of performing his/her duties.~~ ~~Article 178 The Company shall have a Board of Supervisors. The Board of Supervisors comprises three supervisors, including two shareholder representatives and one employee representative. It shall have one chairman, whose election or removal shall be determined by a majority vote of two-thirds or more members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable to perform, or is not performing his/her duties, a supervisor elected by more than half of the supervisors shall convene and preside over meetings of the Board of Supervisors.~~	

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~The Board of Supervisors shall include a proper proportion of shareholder representatives and employee representatives. The proportion of employee representatives in the Board of Supervisors shall be no less than one third of the supervisors appointed. The employee representatives of the Board of Supervisors shall be elected by employees at the employee representative assembly, employee meeting or other democratic elections.~~ ~~Article 179 The Board of Supervisors shall be accountable to general meetings and exercise the following functions and powers in accordance with the law:~~ ~~(I) to review and issue its written opinion on the periodic reports of the Company prepared by the Board of Directors;~~ ~~(II) to review the financial condition of the Company;~~ ~~(III) to monitor the performance of duties for the Company by directors and senior management and propose the dismissal of directors and senior management who have violated laws, administrative regulations, the Articles of Association or the resolutions of general meetings;~~ ~~(IV) to require directors and the senior management to make corrections if their conduct has damaged the interests of the Company, and to report to the general meetings or competent state authorities when necessary;~~	

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~(V) to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over the general meetings in accordance with Company Law, to convene and preside over the general meetings;~~ ~~(VI) to submit proposals to the general meetings;~~ ~~(VII) to initiate legal proceedings against a director or a member of senior management in accordance with relevant provisions of the Company Law;~~ ~~(VIII) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board of Directors to the general meetings and, should any queries arise, to authorize, in the name of the Company, a reexamination by the certified public accountants and practicing auditors for the time being at the expenses of the Company;~~ ~~(IX) to conduct an investigation if there is any unusual circumstance in the Company's operations; and if necessary, to engage an accounting firm, law firm or other professional institutions to assist in their work at the expenses of the Company;~~ ~~(X) to make suggestions on the preparation and amendment of profit distribution policy of the Company;~~	

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~(XI) other functions and powers conferred by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association;~~ ~~Supervisors may attend the board meetings.~~ ~~Article 180 The Board of Supervisors shall hold at least one meeting every six months. A prior notice of 10 days shall be given to all supervisors. Supervisors may propose an extraordinary meeting of the Board of Supervisors taking into account actual situation.~~ ~~Supervisor may propose to convene an extraordinary meeting of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over an extraordinary meeting of the Board of Supervisors within 10 days upon receipt the proposal.~~ ~~A resolution of the Board of Supervisors shall be subject to approval by half or more of the members of the Board of Supervisors.~~	

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~Article 181 The Board of Supervisors shall formulate the rules of procedure for the meetings of the Board of Supervisors, specifying the method for discussions and the voting procedures of the Board of Supervisors, so as to ensure the working efficiency and well-informed decision making of the Board of Supervisors. The rules of procedure for the Board of Supervisors shall be formulated by the Board of Supervisors and attached to the Articles of Association, subject to approval at the general meetings.~~ ~~Article 182 The Board of Supervisors shall record decision on matters discussed in the minutes for the meeting. Supervisors who attended the meeting shall sign on the minutes for the meeting.~~ ~~A supervisor has the right to request for some clarifying statements in the minutes on his/her remarks in the meeting. The minutes of meetings of the Board of Supervisors shall be kept as the Company's record for a period of at least 10 years.~~ ~~Article 183 Notice of a meeting of the Board of Supervisors shall include:~~ ~~(I) the date, time, place and duration of the meeting;~~ ~~(II) purpose and issues to be discussed;~~ ~~(III) the date on which the notice is given.~~	

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	~~Article 184 Voting at the meetings of the Board of Supervisors shall be conducted by open ballot, and each supervisor shall have one vote. Specific voting procedures are stipulated by the rules of procedure for meetings of the Board of Supervisors.~~	
Article 185	The Company shall have one general manager, one president, ~~one chief financial officer,~~ financial controller and one secretary to the Board of Directors. Each has a term of three years, and shall be appointed or dismissed by the Board of Directors, renewable upon re-appointment.	The Company shall have one general manager, one president, financial controller and one secretary to the Board of Directors. Each has a term of three years, and shall be appointed or dismissed by the Board of Directors, renewable upon re-appointment.
Article 187	A person holding other administrative positions other than directors ~~and supervisors~~ in any entity of the Company's controlling shareholders and de facto controllers shall not serve as members of the senior management of the Company.	A person holding other administrative positions other than directors in any entity of the Company's controlling shareholders and de facto controllers shall not serve as members of the senior management of the Company.
Article 190	At the request of the Board of Directors and the ~~Board of Supervisors~~, the general manager shall promptly report on matters including the execution and performance of material contracts, on the use of funds and on profits and losses of the Company. The general manager shall ensure the truthfulness, objectivity and completeness of the reported information.	At the request of the Board of Directors and the **Audit Committee**, the general manager shall promptly report on matters including the execution and performance of material contracts, on the use of funds and on profits and losses of the Company. The general manager shall ensure the truthfulness, objectivity and completeness of the reported information.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 197	In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange where the shares of the Company are listed, each of the directors, ~~supervisors,~~ general manager, and other members of the senior management owes a duty to each shareholder in the exercise of the functions and powers of the Company entrusted to him/her: (I) not to cause the Company to exceed the scope of business laid down in its business license; (II) to act honestly in the best interests of the Company; (III) not to expropriate in any way the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; (IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the corporate restructuring submitted to the general meetings for approval in accordance with the Articles of Association.	In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange where the shares of the Company are listed, each of the directors, general manager, and other members of the senior management owes a duty to each shareholder in the exercise of the functions and powers of the Company entrusted to him/her: (I) not to cause the Company to exceed the scope of business laid down in its business license; (II) to act honestly in the best interests of the Company; (III) not to expropriate in any way the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; (IV) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save pursuant to the corporate restructuring submitted to the general meetings for approval in accordance with the Articles of Association.
Article 198	Each of the directors, ~~supervisors,~~ general manager, and other members of the senior management of the Company 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.	Each of the directors, general manager, and other members of the senior management of the Company 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.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 199	Each of the directors, ~~supervisors,~~ general manager, and other members of the senior management of the Company shall carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) the discharge of the following obligations: (I) to act honestly in the best interests of the Company; (II) to exercise powers within the scope of his powers and not to exceed those powers; (III) 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 laws, administrative regulations or with the informed consent of shareholders given in general meeting, not to delegate the exercise of his discretion; (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;	Each of the directors, general manager, and other members of the senior management of the Company shall carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) the discharge of the following obligations: (I) to act honestly in the best interests of the Company; (II) to exercise powers within the scope of his powers and not to exceed those powers; (III) 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 laws, administrative regulations or with the informed consent of shareholders given in general meeting, not to delegate the exercise of his discretion; (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(V) except in accordance with the Articles of Association or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) without the informed consent of shareholders given in general meeting, not to use the Company's property for his own benefit; (VII) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company; (VIII) without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions;	(V) except in accordance with the Articles of Association or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) without the informed consent of shareholders given in general meeting, not to use the Company's property for his own benefit; (VII) not to abuse his position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company; (VIII) without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(IX) to abide by the Articles of Association, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests; (X) not to compete with the Company in any form unless with the informed consent of the general meeting; (XI) not to misappropriate the Company's funds or lend such 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 a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets; (XII) unless otherwise permitted by informed consent of the general meeting, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information 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: 1. disclosure is made under compulsion of law; 2. the interests of the public require disclosure; 3. the interests of the relevant director, ~~supervisor,~~ general manager and other members of the senior management require disclosure.	(IX) to abide by the Articles of Association, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests; (X) not to compete with the Company in any form unless with the informed consent of the general meeting; (XI) not to misappropriate the Company's funds or lend such 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 a guarantee for debts of a shareholder of the Company or other individual(s) with the Company's assets; (XII) unless otherwise permitted by informed consent of the general meeting, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information 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: 1. disclosure is made under compulsion of law; 2. the interests of the public require disclosure; 3. the interests of the relevant director, general manager and other members of the senior management require disclosure.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 200	Each director, ~~supervisor,~~ general manager and other members of the senior management of the Company shall not cause the following persons or institutions ("associate(s)") to do what he is prohibited from doing: (I) the spouse or minor child of a director, ~~supervisor,~~ general manager and other senior management of the Company; (II) a person acting in the capacity of trustee of a director, ~~supervisor,~~ general manager, and other members of the senior management of the Company or any person referred to in (I) herein; (III) a person acting in the capacity of partner of a director, ~~supervisor,~~ general manager and other members of the senior management of the Company or any person referred to in (I) and (II) herein; (IV) a company in which a director, ~~supervisor,~~ general manager and other members of the senior management of the Company, alone or jointly with one or more persons referred to in (I), (II) and (III) herein and other directors, ~~supervisors,~~ general manager and other members of the senior management of the Company have a de facto controlling interest; (V) the directors, ~~supervisors,~~ general manager and other members of the senior management of the controlled company referred to in the (IV) herein.	Each director, general manager and other members of the senior management of the Company shall not cause the following persons or institutions ("associate(s)") to do what he is prohibited from doing: (I) the spouse or minor child of a director, general manager and other senior management of the Company; (II) a person acting in the capacity of trustee of a director, general manager, and other members of the senior management of the Company or any person referred to in (I) herein; (III) a person acting in the capacity of partner of a director, general manager and other members of the senior management of the Company or any person referred to in (I) and (II) herein; (IV) a company in which a director, general manager and other members of the senior management of the Company, alone or jointly with one or more persons referred to in (I), (II) and (III) herein and other directors, general manager and other members of the senior management of the Company have a de facto controlling interest; (V) the directors, general manager and other members of the senior management of the controlled company referred to in the (IV) herein.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 201	The fiduciary duties of the directors, ~~supervisors,~~ general manager and other members of the senior management of the Company do not necessarily cease with the termination of their terms of office. The duty of confidence in relation to trade secrets of the Company survives the termination of their terms of office. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.	The fiduciary duties of the directors, general manager and other members of the senior management of the Company do not necessarily cease with the termination of their terms of office. The duty of confidence in relation to trade secrets of the Company survives the termination of their terms of office. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.
Article 202	The liability of directors, ~~supervisors,~~ general manager and other members of the senior management of the Company for breaching a given obligation may be waived by the general meeting which has knowledge of the circumstances, save for other circumstances specified in the Articles of Association.	The liability of directors, general manager and other members of the senior management of the Company for breaching a given obligation may be waived by the general meeting which has knowledge of the circumstances, save for other circumstances specified in the Articles of Association.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 203	Where a director, ~~supervisor,~~ general manager and other members of the senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service 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 such contract, transaction or arrangement therefor is otherwise subject to the approval of the Board of Directors. Unless under the exceptional circumstances specified in the Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, directors shall not vote on any resolutions of the Board of Directors in respect of any contract or arrangement or any other suggestion in which he/she or his/her close associates (as defined in the Hong Kong Listing Rules) have a material interest. When determining whether the quorum is reached, such directors shall not be counted. Unless the interested director, ~~supervisor,~~ general manager and other members of the senior management disclose his/her interests in accordance with the requirements of 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 members of the senior management is not counted in the quorum and retrains from voting, such contract, transaction or arrangement 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 members of the senior management. A director, ~~supervisor,~~ general manager and other members of the senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.	Where a director, general manager and other members of the senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service 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 such contract, transaction or arrangement therefor is otherwise subject to the approval of the Board of Directors. Unless under the exceptional circumstances specified in the Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, directors shall not vote on any resolutions of the Board of Directors in respect of any contract or arrangement or any other suggestion in which he/she or his/her close associates (as defined in the Hong Kong Listing Rules) have a material interest. When determining whether the quorum is reached, such directors shall not be counted. Unless the interested director, general manager and other members of the senior management disclose his/her interests in accordance with the requirements of 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 members of the senior management is not counted in the quorum and retrains from voting, such contract, transaction or arrangement 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 members of the senior management. A director, general manager and other members of the senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 204	If, prior to the Company's initial consideration of entering into relevant contracts, transactions, or arrangements, a director, ~~supervisor,~~ general manager and any other member of senior management of the Company has delivered a written notice to the Board, which contains a statement that he/she has interests in the contracts, transactions, or arrangements to be entered into by the Company in the future due to the contents specified in the notice, such director, ~~supervisor,~~ general manager and other members of senior management shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.	If, prior to the Company's initial consideration of entering into relevant contracts, transactions, or arrangements, a director, general manager and any other member of senior management of the Company has delivered a written notice to the Board, which contains a statement that he/she has interests in the contracts, transactions, or arrangements to be entered into by the Company in the future due to the contents specified in the notice, such director, general manager and other members of senior management shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.
Article 205	The Company shall not, in any manner, pay taxes for its directors, ~~supervisors,~~ general managers and other members of senior managements.	The Company shall not, in any manner, pay taxes for its directors, general managers and other members of senior managements.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 206	The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, ~~supervisor,~~ general manager and other member of senior management of the Company and of the Company's parent company or any of the relevant persons of the foregoing. The preceding provision shall not apply to the following circumstances: (I) the provision by the Company of a loan or loan guarantee to its subsidiaries; (II) the provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, ~~supervisors,~~ general manager and other members of senior managements to meet expenditures incurred by him/her for the purpose of the Company or for the purpose of enabling him to perform his/her duties in accordance with the employment contract approved by the general meeting; (III) if the ordinary course of the business of the Company includes the provision of a loan or loan guarantee, the Company may provide a loan or loan guarantee to the relevant directors, ~~supervisors,~~ general manager and other members of senior managements and the relevant persons thereof, provided that such provision is on normal commercial terms.	The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, general manager and other member of senior management of the Company and of the Company's parent company or any of the relevant persons of the foregoing. The preceding provision shall not apply to the following circumstances: (I) the provision by the Company of a loan or loan guarantee to its subsidiaries; (II) the provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, general manager and other members of senior managements to meet expenditures incurred by him/her for the purpose of the Company or for the purpose of enabling him to perform his/her duties in accordance with the employment contract approved by the general meeting; (III) if the ordinary course of the business of the Company includes the provision of a loan or loan guarantee, the Company may provide a loan or loan guarantee to the relevant directors, general manager and other members of senior managements and the relevant persons thereof, provided that such provision is on normal commercial terms.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 208	The loan guarantee which has been provided by the Company in breach of the Article 206 (I) shall not be enforceable against the Company, save in respect of the following circumstances: (I) at the time the loan was made to a relevant person of any of the directors, ~~supervisors,~~ general manager and other members of senior managements of the Company or the Company's parent company, the lender was not aware of the relevant circumstances; (II) the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	The loan guarantee which has been provided by the Company in breach of the Article 206 (I) shall not be enforceable against the Company, save in respect of the following circumstances: (I) at the time the loan was made to a relevant person of any of the directors, general manager and other members of senior managements of the Company or the Company's parent company, the lender was not aware of the relevant circumstances; (II) the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.
Article 210	In addition to any rights and remedies provided by laws and administrative regulations, when a director, ~~a supervisor,~~ the general manager and any other member of senior management of the Company is in breach of his/her duties to the Company, the Company has a right: (I) to demand relevant director, ~~supervisor,~~ general manager and other members of senior management to compensate for the losses sustained by it as a result of such breach of duty;	In addition to any rights and remedies provided by laws and administrative regulations, when a director, the general manager and any other member of senior management of the Company is in breach of his/her duties to the Company, the Company has a right: (I) to demand relevant director, general manager and other members of senior management to compensate for the losses sustained by it as a result of such breach of duty;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(II) to rescind any contract or transaction entered into between the Company and relevant director, ~~supervisor,~~ general manager and other member of senior management and between the Company and a third party (where such party knew or should have known that such director, ~~supervisor,~~ general manager and other members of senior management representing the Company has been in breach of his duty to the Company); (III) to demand such director, ~~supervisor,~~ general manager and other member of senior management to surrender the proceeds as result of the breach of his duty; (IV) to recover any money which shall have been received by the Company but were received by such director, ~~supervisor,~~ general manager and other member of senior management instead, including (without limitation) any commissions; (V) to demand repayment of any interests earned or which may have been earned by such director, ~~supervisor,~~ general manager and other member of senior management on money which shall have been received by the Company.	(II) to rescind any contract or transaction entered into between the Company and relevant director, general manager and other member of senior management and between the Company and a third party (where such party knew or should have known that such director, general manager and other members of senior management representing the Company has been in breach of his duty to the Company); (III) to demand such director, general manager and other member of senior management to surrender the proceeds as result of the breach of his duty; (IV) to recover any money which shall have been received by the Company but were received by such director, general manager and other member of senior management instead, including (without limitation) any commissions; (V) to demand repayment of any interests earned or which may have been earned by such director, general manager and other member of senior management on money which shall have been received by the Company.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 211	The Company shall enter into a written contract with each director, ~~supervisor,~~ general manager and other member of senior management, which shall at least include the following provisions: (I) the director, ~~supervisor,~~ general manager and other member of senior management shall undertake to the Company, to comply with the Company Law, the Articles of Association and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases and regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the Articles of Association, and such contract and his/her position shall not be transferred; (II) the director, ~~supervisor,~~ general manager and other member of senior management shall undertake to the Company, to comply with and perform the duties that he/she shall perform to the shareholders as required by the Articles of Association; (III) the arbitration provisions specified in the Articles of Association; A written contract shall also include remuneration, with the prior approval of the general meeting. The aforesaid remuneration may include: (I) remuneration in respect of his/her service as director~~, supervisor~~ or member of senior management of the Company; (II) remuneration in respect of his/her service as director~~, supervisor~~ or member of the senior management of any subsidiary of the Company; (III) remuneration in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries;	The Company shall enter into a written contract with each director, general manager and other member of senior management, which shall at least include the following provisions: (I) the director, general manager and other member of senior management shall undertake to the Company, to comply with the Company Law, the Articles of Association and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases and regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the Articles of Association, and such contract and his/her position shall not be transferred; (II) the director, general manager and other member of senior management shall undertake to the Company, to comply with and perform the duties that he/she shall perform to the shareholders as required by the Articles of Association; (III) the arbitration provisions specified in the Articles of Association; A written contract shall also include remuneration, with the prior approval of the general meeting. The aforesaid remuneration may include: (I) remuneration in respect of his/her service as director or member of senior management of the Company; (II) remuneration in respect of his/her service as director or member of the senior management of any subsidiary of the Company; (III) remuneration in respect of the provision of other services in connection with the management of the Company and any of its subsidiaries;

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(IV) payment by way of compensation for loss of office or for or in connection with the retirement of such director ~~or supervisor~~ from office. No proceedings may be brought by a director ~~or supervisor~~ against the Company for anything due to him in respect of the matters mentioned in this article except pursuant to any contract described above.	(IV) payment by way of compensation for loss of office or for or in connection with the retirement of such director from office. No proceedings may be brought by a director against the Company for anything due to him in respect of the matters mentioned in this article except pursuant to any contract described above.
Article 212	Any contracts for remuneration between the Company and its directors ~~or supervisors~~ shall provide that in the event that the Company is to be acquired by others, the Company's directors ~~and supervisors~~ shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for his/her loss of or retirement from office. Acquisitions mentioned above of the Company includes any of the following: (I) an acquisition offer made by any person to all the shareholders; (II) an acquisition offer made by any person with a view to enable the offeror to become a controlling shareholder. If the relevant director ~~or supervisor~~ does not comply with this article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of acceptance such offer. The expenses incurred for distributing such sum on a pro rata basis amongst such persons shall be borne by such director ~~or supervisor~~ and shall not be paid out of such sum.	Any contracts for remuneration between the Company and its directors shall provide that in the event that the Company is to be acquired by others, the Company's directors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment for his/her loss of or retirement from office. Acquisitions mentioned above of the Company includes any of the following: (I) an acquisition offer made by any person to all the shareholders; (II) an acquisition offer made by any person with a view to enable the offeror to become a controlling shareholder. If the relevant director does not comply with this article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of acceptance such offer. The expenses incurred for distributing such sum on a pro rata basis amongst such persons shall be borne by such director and shall not be paid out of such sum.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 208 (IV)	4. The ~~Board of Supervisors~~ of the Company shall supervise the implementation of the Company's profit distribution policy and shareholders' return planning by the Board of Directors and the management as well as the decision-making procedures. (VIII) Decision-making procedures and mechanisms for alternation to the profit distribution policy 1. The Company may adjust or alter its profit distribution policy and shareholders' return planning if it is materially affected by significant changes in the external operating environment or its own operating conditions, or if the Company needs to do so based on its production and operating conditions, investment planning and long-term development. "Significant changes in the external business environment or its own operating conditions" refers to significant changes in the economic environment, force majeure events leading to the Company's operating losses, significant changes in its principal business, major asset reorganization, etc.	4. The **Audit Committee** of the Company shall supervise the implementation of the Company's profit distribution policy and shareholders' return planning by the Board of Directors and the management as well as the decision-making procedures. (VIII) Decision-making procedures and mechanisms for alternation to the profit distribution policy 1. The Company may adjust or alter its profit distribution policy and shareholders' return planning if it is materially affected by significant changes in the external operating environment or its own operating conditions, or if the Company needs to do so based on its production and operating conditions, investment planning and long-term development. "Significant changes in the external business environment or its own operating conditions" refers to significant changes in the economic environment, force majeure events leading to the Company's operating losses, significant changes in its principal business, major asset reorganization, etc.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	2. The Board of Directors of the Company shall, when adjusting or altering the profit distribution policy and shareholders' return planning, take into account the specific operating conditions, give full consideration to the profitability and business scale, liquidity, the stage of development and the current capital requirements, and carry out a detailed discussion with a view to protecting the rights and interests of shareholders, especially small and medium-sized shareholders, and taking into account the Company's sustainable development in the long term. The opinions of the shareholders, especially the small and medium-sized shareholders, independent nonexecutive directors and the ~~Board of Supervisors~~ shall be fully given into account. The proposed adjustment or alternation shall be submitted to the general meeting of the Company for deliberation after consideration and approval by the Board of Directors and shall be implemented only after the proposal is approved by at least two-thirds of the votes held by the shareholders present at the general meeting.	2. The Board of Directors of the Company shall, when adjusting or altering the profit distribution policy and shareholders' return planning, take into account the specific operating conditions, give full consideration to the profitability and business scale, liquidity, the stage of development and the current capital requirements, and carry out a detailed discussion with a view to protecting the rights and interests of shareholders, especially small and medium-sized shareholders, and taking into account the Company's sustainable development in the long term. The opinions of the shareholders, especially the small and medium-sized shareholders, independent nonexecutive directors and the **Audit Committee** shall be fully given into account. The proposed adjustment or alternation shall be submitted to the general meeting of the Company for deliberation after consideration and approval by the Board of Directors and shall be implemented only after the proposal is approved by at least two-thirds of the votes held by the shareholders present at the general meeting.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
Article 224	Should the Company dismiss or no longer re-appoint the accounting firm, it shall notify such accounting firm 30 days in advance. When the general meeting votes for the dismissal of such accounting firm, such accounting firm shall be allowed to express their opinions. ~~The Company's appointment, dismissal or non-reappointment of the accounting firm shall be decided at the general meeting and shall be filed with securities regulatory authority under the State Council.~~	Should the Company dismiss or no longer re-appoint the accounting firm, it shall notify such accounting firm 30 days in advance. When the general meeting votes for the dismissal of such accounting firm, such accounting firm shall be allowed to express their opinions.
Article 244	~~Notice of meeting of the Board of Supervisors of the Company shall be served by personal delivery, post, fax or email.~~	Deleted
Article 274	(I) Any dispute or claim arising between holders of overseas listed foreign shares and the Company, between holders of overseas listed foreign shares and the Company's directors, ~~supervisors,~~ general manager or other members of the senior management; or between holders of overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations stipulated in the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted for arbitration.	(I) Any dispute or claim arising between holders of overseas listed foreign shares and the Company, between holders of overseas listed foreign shares and the Company's directors, general manager or other members of the senior management; or between holders of overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations stipulated in the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted for arbitration.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	The aforesaid dispute or claim shall be submitted for arbitration in their entirety, and all parties who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the settlement of such dispute or claim, shall, where such parties are the Company, the Company's shareholders, directors, ~~supervisors,~~ general manager or other members of the senior management, be subject to the arbitration. Dispute in respect of the definition of shareholders and register of members may be settled by means other than arbitration. (II) A claimant may elect for arbitration to be carried out either at the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or at Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may request arbitration to be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.	The aforesaid dispute or claim shall be submitted for arbitration in their entirety, and all parties who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the settlement of such dispute or claim, shall, where such parties are the Company, the Company's shareholders, directors, general manager or other members of the senior management, be subject to the arbitration. Dispute in respect of the definition of shareholders and register of members may be settled by means other than arbitration. (II) A claimant may elect for arbitration to be carried out either at the China International Economic and Trade Arbitration Commission in accordance with its Arbitration Rules or at Hong Kong International Arbitration Center in accordance with its Securities Arbitration Rules. Once a claimant submits a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at Hong Kong International Arbitration Center, any party to the dispute or claim may request arbitration to be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Center.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(III) If any disputes or claims referred in clause (I) above are settled by way of arbitration, the laws of the PRC shall apply, save as otherwise provided in law and administrative regulations. (IV) The award of an arbitral body shall be final and conclusive and binding on all parties.	(III) If any disputes or claims referred in clause (I) above are settled by way of arbitration, the laws of the PRC shall apply, save as otherwise provided in law and administrative regulations. (IV) The award of an arbitral body shall be final and conclusive and binding on all parties.
Article 275	(I) Controlling shareholder: refers to a shareholder who may elect a majority of directors when acting alone or in concert with others; or a shareholder who holds more than 30% of the shares issued and outstanding of the Company when acting alone or in concert with others; or a shareholder who may exercise more than 30% of the voting rights of the Company or may control the exercise of more than 30% of the voting rights of the Company when acting alone or in concert with others; or a shareholder who factually controls the Company by other means when acting alone or in concert with others, or as defined under the Hong Kong Listing Rules. (II) De facto controller: A person who is not a shareholder of the Company but can effectively control the Company through investment, agreement or other arrangement.	(I) Controlling shareholder: refers to a shareholder who may elect a majority of directors when acting alone or in concert with others; or a shareholder who holds more than 30% of the shares issued and outstanding of the Company when acting alone or in concert with others; or a shareholder who may exercise more than 30% of the voting rights of the Company or may control the exercise of more than 30% of the voting rights of the Company when acting alone or in concert with others; or a shareholder who factually controls the Company by other means when acting alone or in concert with others, or as defined under the Hong Kong Listing Rules. (II) De facto controller: A person who is not a shareholder of the Company but can effectively control the Company through investment, agreement or other arrangement.

Article Number	Provisions of Articles of Association in effect	Proposed amendments to the provisions of Articles of Association
	(III) Connected relations: Relations between a controlling shareholder, de facto controller, director~~,~~ ~~supervisor~~ or members of the senior management of the Company and the enterprise directly or indirectly controlled by the same, and other relationship which may give rise to a transfer of interests of the Company, provided, however, that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State. (IV) Connected transactions have the meaning as defined under the Hong Kong Listing Rules.	(III) Connected relations: Relations between a controlling shareholder, de facto controller, director or members of the senior management of the Company and the enterprise directly or indirectly controlled by the same, and other relationship which may give rise to a transfer of interests of the Company, provided, however, that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State. (IV) Connected transactions have the meaning as defined under the Hong Kong Listing Rules.
Article 280	Appendixes to the Articles of Association include rules of procedure for general meetings, rules of procedure for meetings of the Board of Directors ~~and rules of procedure for meetings of the Board of Supervisors~~.	Appendixes to the Articles of Association include rules of procedure for general meetings, rules of procedure for meetings of the Board of Directors.

APPENDIX II: COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 2	These Rules shall apply to the shareholders' general meetings of the Company and shall be binding upon the Company, all shareholders, proxies, directors, ~~supervisors,~~ senior management of the Company, and other relevant personnels attending the shareholders' general meetings.	These Rules shall apply to the shareholders' general meetings of the Company and shall be binding upon the Company, all shareholders, proxies, directors, senior management of the Company, and other relevant personnels attending the shareholders' general meetings.
Item (II) of Article 6	when the unrecovered loss of the Company is higher than one-third of the total ~~paid-up~~ capital;	when the unrecovered loss of the Company is higher than one-third of the total capital;
Item (V) of Article 6	when ~~the Board of Supervisors~~ propose to convene so;	when **the Audit Committee** propose to convene so;
Article 7	Where the Board of Directors is unable or fails to perform its duty to convene a shareholders' general meeting, ~~the Board of Supervisors~~ shall convene and preside over the meeting in a timely manner. If ~~the Board of Supervisors~~ does not convene or preside, shareholders who individually or collectively hold more than 10% of the Company's shares for a continuous period of at least ninety days may convene and preside over the meeting on their own.	Where the Board of Directors is unable or fails to perform its duty to convene a shareholders' general meeting, **the Audit Committee** shall convene and preside over the meeting in a timely manner. If **the Audit Committee** does not convene or preside, shareholders who individually or collectively hold more than 10% of the Company's shares for a continuous period of at least ninety days may convene and preside over the meeting on their own.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 9	~~The Board of Supervisors~~ shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting, and such proposal shall be submitted to the Board in writing. The Board of Directors shall, in accordance with applicable laws, administrative regulations, and the Articles of Association of the Company, provide a written response within ten days of receipt of the proposal, indicating whether it agrees or disagrees with convening the extraordinary general meeting. If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue the notice of meeting within five days after the Board resolution is adopted. Any changes to the original proposal in the notice shall be subject to the consent of ~~the Board of Supervisors~~. If the Board of Directors disagrees with convening the extraordinary general meeting, or fails to provide a response within ten days of receipt of the proposal, it shall be deemed that the Board is unable or has failed to perform its duty to convene the shareholders' general meeting, in which case ~~the Board of Supervisors~~ may convene and preside over the meeting itself.	**The Audit Committee** shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting, and such proposal shall be submitted to the Board in writing. The Board of Directors shall, in accordance with applicable laws, administrative regulations, and the Articles of Association of the Company, provide a written response within ten days of receipt of the proposal, indicating whether it agrees or disagrees with convening the extraordinary general meeting. Board of Directors agrees to convene the extraordinary general meeting, it shall issue the notice of meeting within five days after the Board resolution is adopted. Any changes to the original proposal in the notice shall be subject to the consent of **the Audit Committee**. If the Board of Directors disagrees with convening the extraordinary general meeting, or fails to provide a response within ten days of receipt of the proposal, it shall be deemed that the Board is unable or has failed to perform its duty to convene the shareholders' general meeting, in which case **the Audit Committee** may convene and preside over the meeting itself.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 10	If the Board of Directors disagrees with convening an extraordinary general meeting, or fails to provide a response within ten days of receiving the request, shareholders who individually or collectively hold more than 10% of the Company's voting shares shall have the right to propose to ~~the Board of Supervisors~~ the convening of an extraordinary general meeting, and such request shall be submitted to ~~the Board of Supervisors~~ in writing. If ~~the Board of Supervisors~~ agrees to convene the extraordinary general meeting, it shall issue the notice of meeting within five days of receipt of the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. If ~~the Board of Supervisors~~ fails to issue the notice of meeting within the prescribed period, it shall be deemed that ~~the Board of Supervisors~~ has not convened or presided over the shareholders' general meeting, in which case shareholders who individually or collectively hold more than 10% of the Company's voting shares for a continuous period of at least ninety days may convene and preside over the meeting themselves.	If the Board of Directors disagrees with convening an extraordinary general meeting, or fails to provide a response within ten days of receiving the request, shareholders who individually or collectively hold more than 10% of the Company's voting shares shall have the right to propose to **the Audit Committee** the convening of an extraordinary general meeting, and such request shall be submitted to **the Audit Committee** in writing. If **the Audit Committee** agrees to convene the extraordinary general meeting, it shall issue the notice of meeting within five days of receipt of the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. If **the Audit Committee** fails to issue the notice of meeting within the prescribed period, it shall be deemed that **the Audit Committee** has not convened or presided over the shareholders' general meeting, in which case shareholders who individually or collectively hold more than 10% of the Company's voting shares for a continuous period of at least ninety days may convene and preside over the meeting themselves.
Article 11	Where ~~the Board of Supervisors~~ or the shareholders decide to convene a shareholders' general meeting on their own, they shall provide written notice to the Board of Directors.	Where **the Audit Committee** or the shareholders decide to convene a shareholders' general meeting on their own, they shall provide written notice to the Board of Directors.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 12	For shareholders' general meetings convened by ~~the Board of Supervisors~~ or by the shareholders themselves, the Board of Directors and the Board Secretary shall provide their cooperation.	For shareholders' general meetings convened by **the Audit Committee** or by the shareholders themselves, the Board of Directors and the Board Secretary shall provide their cooperation.
Article 13	For shareholders' general meetings convened by ~~the Board of Supervisors~~ or by the shareholders themselves, the necessary expenses of the meeting shall be borne by the Company.	For shareholders' general meetings convened by **the Audit Committee** or by the shareholders themselves, the necessary expenses of the meeting shall be borne by the Company.
Article 15	When a general meeting is convened by the Company, the Board of Directors, ~~the Board of Supervisors~~ and shareholders who individually or collectively hold over 3% of the shares of the Company shall be entitled to put forward proposals to the Company. Shareholders who individually or collectively hold over 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting.	When a general meeting is convened by the Company, the Board of Directors, **the Audit Committee** and shareholders who individually or collectively hold over **1%** of the shares of the Company shall be entitled to put forward proposals to the Company. Shareholders who individually or collectively hold over **1%** of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting.
Article 17	The convener shall notify all shareholders at least ~~twenty-one~~ days before the annual general meetings and at least fifteen days before the extraordinary general meetings. The notice of the Company to convene a general meeting shall be delivered by hand, express mail, e-mail or facsimile, and subject to all applicable laws and regulations and the Hong Kong Listing Rules, by publishing it on the Company's website and the website designated by the Hong Kong Stock Exchange or by other means accepted by all shareholders.	The convener shall notify all shareholders at least **twenty** days before the annual general meetings and at least fifteen days before the extraordinary general meetings. The notice of the Company to convene a general meeting shall be delivered by hand, express mail, e-mail or facsimile, and subject to all applicable laws and regulations and the Hong Kong Listing Rules, by publishing it on the Company's website and the website designated by the Hong Kong Stock Exchange or by other means accepted by all shareholders.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 20	If the election of directors ~~or supervisors~~ is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors ~~or supervisors~~, which information shall at least include: (V) the information of the directors ~~or supervisors~~ appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules. Unless a director ~~or supervisor~~ is elected via the cumulative voting system, each candidate for director ~~or supervisor~~ shall be proposed via a single proposal.	If the election of directors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors, which information shall at least include: (V) the information of the directors appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules. Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 28	All directors~~, supervisors~~ and secretary to the Board of Directors shall attend general meetings of the Company, and the general manager and other senior management shall be present at the meetings.	All directors and secretary to the Board of Directors shall attend general meetings of the Company, and the general manager and other senior management shall be present at the meetings.
Article 31	A general meeting convened by ~~the Board of Supervisors~~ itself shall be presided over by the chairman of ~~the Board of Supervisors~~. Where the chairman of ~~the Board of Supervisors~~ cannot or does not fulfil the duty thereof, more than half of ~~the supervisors~~ may jointly elect a ~~supervisor~~ to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the shareholder is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the shareholders (including shareholder proxy) shall act as the presider to preside over the meeting.	A general meeting convened by **the Audit Committee** itself shall be presided over by the chairman of **the Audit Committee**. Where the chairman of **the Audit Committee** cannot or does not fulfil the duty thereof, more than half of **the members of the Audit Committee** may jointly elect a **member of the Audit Committee** to preside over the meeting. A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the shareholder is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the shareholders (including shareholder proxy (other than HKSCC Nominees)) shall act as the preside to preside over the meeting.
Article 32	The Board of Directors ~~and the Board of Supervisors~~ shall report their work in the preceding year at the annual general meeting~~. Every independent non-executive director shall also report their work.~~	The Board of Directors shall report their work in the preceding year at the annual general meeting.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 33	Directors~~, supervisors~~ and members of the senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.	Directors and members of the senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.
Article 34	Shareholders or their proxies shall have the right to request to speak at general meetings. Directors, ~~supervisors,~~ senior management attending the meeting, and any other persons approved by the chairman of the general meeting may also speak.	Shareholders or their proxies shall have the right to request to speak at general meetings. Directors **and** senior management attending the meeting, and any other persons approved by the chairman of the general meeting may also speak.
Article 35	Except for shareholders (or their proxies), directors, ~~supervisors,~~ the company secretary, senior management, and persons invited by the Board, the Company shall have the right, in accordance with the law, to refuse admission to any other persons.	Except for shareholders (or their proxies), directors, the company secretary, senior management, and persons invited by the Board, the Company shall have the right, in accordance with the law, to refuse admission to any other persons.
Article 38 (I) and (III)	(I) work reports of the Board of Directors ~~and the Board of Supervisors~~; (III) appointment and dismissal of the members of the Board of Directors ~~and the Board of Supervisors~~, their remunerations and the method of payment thereof;	(I) work reports of the Board of Directors; (III) appointment and dismissal of the members of the Board of Directors, their remunerations and the method of payment thereof;

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 43	List of the candidates for directors ~~or supervisors~~ shall be submitted by way of proposal at general meetings for voting. When the shareholders in the general meeting vote in respect of the election of two or more directors ~~and supervisors~~, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. The cumulative voting system as referred above means that when a director ~~or supervisor~~ is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors ~~or supervisors~~ to be elected. Shareholders may exercise their voting rights in a cumulative manner. The Board of Directors shall inform shareholders of the resumes and basic particulars of the candidates for directors ~~and supervisors~~.	List of the candidates for directors shall be submitted by way of proposal at general meetings for voting. When the shareholders in the general meeting vote in respect of the election of two or more directors, a cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. **Where the general meeting of the Company elects more than two independent non-executive directors, cumulative voting shall be implemented.** The cumulative voting system as referred above means that when a director is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors to be elected. Shareholders may exercise their voting rights in a cumulative manner. The Board of Directors shall inform shareholders of the resumes and basic particulars of the candidates for directors.
Article 49	When the proposals are being voted at the general meeting, lawyers, shareholder representatives ~~and representatives of supervisors~~ shall be ~~jointly~~ responsible for vote counting and scrutinizing and announcing the voting results onsite, while result of the vote would be recorded in the minutes of the meeting.	When the proposals are being voted at the general meeting, lawyers, shareholder representatives shall be responsible for vote counting and scrutinizing and announcing the voting results onsite, while result of the vote would be recorded in the minutes of the meeting.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Item (II) of Article 53	the names of the presider, and the directors, ~~supervisors,~~ the board secretary, the manager and other senior management attending or present at the meeting;	the names of the presider, and the directors, the board secretary, the manager and other senior management attending or present at the meeting;
Article 55	Where the general meeting approves a proposal for the election of directors ~~or supervisors~~, unless otherwise resolved by the general meeting, the commencement date of office of the newly elected directors ~~or supervisors~~ shall be the date on which the resolution of the general meeting electing such directors ~~or supervisors~~ is passed.	Where the general meeting approves a proposal for the election of **directors**, unless otherwise resolved by the general meeting, the commencement date of office of the newly elected **directors** shall be the date on which the resolution of the general meeting electing such **directors** is passed.
Article 60	The attending directors, ~~supervisors,~~ secretary to the Board, convener or representative thereof, and the presider shall sign the minutes of the meeting, as well as ensuring the minutes of the meeting are true, accurate and complete.	The attending directors, secretary to the Board, convener or representative thereof, and the presider shall sign the minutes of the meeting, as well as ensuring the minutes of the meeting are true, accurate and complete.
Article 67	These Rules ~~shall be considered and approved by the general meeting of shareholders and~~ shall take effect and be implemented from the date ~~on which the Company first publicly issued H shares and is listed on the Hong Kong Stock Exchange~~.	These Rules shall take effect and be implemented from the date **of approval by the general meeting of shareholders**.

APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 4	The Company shall establish a board of directors. The board shall comprise ~~11~~ directors, with one serving as chairman. The directors of the Company shall include executive directors, non-executive directors, and independent non-executive directors. Independent non-executive directors shall comprise not less than one-third of the total number of directors, and at least one independent non-executive director must possess appropriate accounting or related financial management expertise, while at least one independent non-executive director must be ordinarily resident in Hong Kong.	The Company shall establish a board of directors. The board shall comprise **10** directors, with one serving as chairman. The directors of the Company shall include executive directors, non-executive directors, and independent non-executive directors. **The number of** independent non-executive directors **shall be not less than three and they** shall comprise not less than one-third of the total number of directors, and at least one independent non-executive director must possess appropriate accounting or related financial management expertise, while at least one independent non-executive director must be ordinarily resident in Hong Kong.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 5	The Board of Directors of the Company has established the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee. These special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and proposals shall be submitted to the Board of Directors for consideration and decision. Members of the special committees are all comprised of directors, in particular, with a majority of the members of the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee being independent non-executive directors. The convenors (the chairman) of the Audit Committee and the Remuneration and Appraisal Committee shall be independent non-executive director(s) and the convenor (the chairman) of the Nomination Committee shall be the chairman or an independent non-executive director. ~~The Audit Committee shall be comprised of at least three members, of which one member shall be an independent non-executive director, who possesses appropriate accounting or related financial management expertise.~~	The Board of Directors of the Company has established the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee. These special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and proposals shall be submitted to the Board of Directors for consideration and decision. Members of the special committees are all comprised of directors, in particular, with a majority of the members of the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee being independent non-executive directors. The convenors (the chairman) of the Audit Committee and the Remuneration and Appraisal Committee shall be independent non-executive director(s) and the convenor (the chairman) of the Nomination Committee shall be the chairman or an independent non-executive director. **The Board of Directors is responsible for formulating the rules of procedure of the special committees, and regulating the operation of the special committees.**

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
/	/	**Article 6 Among the special committees of the Board of Directors, the Audit Committee shall exercise the functions and powers of the Board of Supervisors prescribed under the Company Law. The Audit Committee shall comprise at least three members, with a majority of independent non-executive directors who shall not maintain any relationship with the Company that may affect their independent and objective judgment. Among its members, at least one independent non-executive director shall possess appropriate accounting or related financial management expertise.**
Article 7	The Board of Directors shall hold at least four regular meetings each year on a roughly quarterly basis and shall be convened by the chairman. Notice of a regular meeting of the Board of Directors shall be given to all directors ~~and supervisors~~ at least 14 days in advance.	The Board of Directors shall hold at least four regular meetings each year on a roughly quarterly basis and shall be convened by the chairman. Notice of a regular meeting of the Board of Directors shall be given to all directors at least 14 days in advance.
/	/	**Article 8 Notice of convening the extraordinary meeting of the Board of Directors shall be served by personal delivery, mail, facsimile or email at least 3 days before the meeting. This provision may be waived upon unanimous consent of all directors.**

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 8 (III)	The Board of Directors shall call for an extraordinary meeting in any of the following circumstances: (III) where ~~the Board of Supervisors~~ proposes;	The Board of Directors shall call for an extraordinary meeting in any of the following circumstances: (III) where **the Audit Committee** proposes;
Article 11	The Board of Directors shall convene regular meetings and extraordinary meetings. The office of the Board shall provide written notice to all directors ~~and supervisors~~ at least fourteen days prior to a regular meeting and at least three days prior to an extraordinary meeting, together with sufficient meeting materials.	The Board of Directors shall convene regular meetings and extraordinary meetings. The office of the Board shall provide written notice to all directors at least fourteen days prior to a regular meeting and at least three days prior to an extraordinary meeting, together with sufficient meeting materials.
Article 17	~~Supervisors have the right to attend meetings of the Board of Directors and make enquiries or proposals in respect of the resolutions of such meetings.~~ Where the General Manager and the Board Secretary do not concurrently serve as directors, they shall attend meetings of the Board of Directors. The chairman of the meeting may, if deemed necessary, notify other relevant personnel to attend the meetings of the Board of Directors.	Where the General Manager and the Board Secretary do not concurrently serve as directors, they shall attend meetings of the Board of Directors. The chairman of the meeting may, if deemed necessary, notify other relevant personnel to attend the meetings of the Board of Directors.
Article 20	A director who fails to attend meetings of the Board of Directors in person or by proxy for two consecutive times shall be deemed as unable to perform his/her duties. The Board of Directors and ~~the Board of Supervisors~~ shall propose to the general meeting for removal of such director.	A director who fails to attend meetings of the Board of Directors in person or by proxy for two consecutive times shall be deemed as unable to perform his/her duties. The Board of Directors **and the Audit Committee** shall propose to the general meeting for removal of such director.

Article Number	Provisions of the Rules of Procedures in effect	Proposed amendments to the provisions of the Rules of Procedures
Article 29	Upon completion of voting by the attending directors, the relevant staff of the office of the Board shall promptly collect the directors' votes and deliver them to the Board Secretary for counting such votes ~~under the supervision of a supervisor~~.	Upon completion of voting by the attending directors, the relevant staff of the office of the Board shall promptly collect the directors' votes and deliver them to the Board Secretary for counting such votes.
Article 36	These Rules ~~shall be considered and approved by the shareholders' general meeting and~~ shall take effect and be implemented from the date ~~of the Company's initial public offering of H shares and listing on the Stock Exchange of Hong Kong.~~	These Rules shall take effect and be implemented from the date **when they are considered and approved by the shareholders' general meeting**.