THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or otherwise transferred all your shares in BBMG Corporation* (北京金隅集團股份有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

北 京 金 隅 集 團 股 份 有 限 公 司
BBMG Corporation*

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

(Stock Code: 2009)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES;
(2) PROPOSED ELECTION OF DIRECTORS;
AND
(3) NOTICES OF 2023 FIRST EXTRAORDINARY GENERAL MEETING AND 2023 FIRST H SHARES CLASS MEETING

The 2023 First EGM, the 2023 First A Shares Class Meeting and the 2023 First H Shares Class Meeting will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the PRC at 2:00 p.m., the time immediately after the conclusion of the 2023 First EGM and the time immediately after the conclusion of the 2023 First A Shares Class Meeting, respectively, on Wednesday, 27 September 2023. Notices convening the 2023 First EGM and the 2023 First H Shares Class Meeting are set out on pages EGM-1 to EGM-2 and EGM (H)-1 to EGM (H)-2 of this circular, respectively. Proxy forms for the 2023 First EGM and the 2023 First H Shares Class Meeting are enclosed in this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://www.bbmg.com.cn/listco). Shareholders who are eligible to attend and intend to appoint a proxy to attend the 2023 First EGM and the 2023 First H Shares Class Meeting shall complete and return the accompanying proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the 2023 First EGM and the 2023 First H Shares Class Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person at the 2023 First EGM and the 2023 First H Shares Class Meeting or any adjourned meeting in person should you so desire. A letter from the Board is set out on pages 3 to 9 of this circular.

11 September 2023

* *English translation denotes for identification purpose only.*

CONTENTS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

"2023 First A Shares Class Meeting"	the 2023 First A Shares Class Meeting to be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the PRC, at the time immediately after the conclusion of the 2023 First EGM on Wednesday, 27 September 2023;
"2023 First EGM"	the 2023 first extraordinary general meeting of the Company to be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the PRC at 2:00 p.m. on Wednesday, 27 September 2023;
"2023 First H Shares Class Meeting"	the 2023 First H Shares Class Meeting to be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the PRC, at the time immediately after the conclusion of the 2023 First A Shares Class Meeting on Wednesday, 27 September 2023;
"A Share(s)"	the ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange, and are subscribed for and traded in RMB;
"Articles of Association"	the articles of association of the Company, as amended from time to time;
"Board"	the board of Directors;
"Company"	BBMG Corporation* (北京金隅集團股份有限公司), a joint stock company with limited liability incorporated in the PRC, the shares of which are listed on the Shanghai Stock Exchange and the Main Board;
"Director(s)"	the director(s) of the Company;
"H Share(s)"	overseas listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are subscribed for and traded in Hong Kong dollars;
"Latest Practicable Date"	5 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;

"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
"Main Board"	the Main Board of the Stock Exchange;
"PRC"	the People's Republic of China;
"RMB"	Renminbi, the lawful currency of the PRC;
"Rules of Procedures"	collectively, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for Meetings of the Board of Directors and the Rules of Procedures for Meetings of the Supervisory Board;
"Securities and Futures Ordinance"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
"Shareholder(s)"	the shareholder(s) of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited; and
"Supervisory Board"	the supervisory board of the Company

* *English translation denotes for identification purpose only.*

北京金隅集團股份有限公司

BBMG Corporation*

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

(Stock Code: 2009)

Executive Directors
Jiang Yingwu *(Chairman)*
Zheng Baojin

Non-Executive Directors
Wang Zhaojia
Gu Tiemin

Independent Non-Executive Directors
Yu Fei
Liu Taigang
Hong Yongmiao
Tam Kin Fong

Registered Office:
No. 36, North Third Ring East Road,
Dongcheng District, Beijing, the PRC

Principal place of business in Hong Kong:
Room 405, Kai Wong Commercial Building,
222 Queen's Road Central, Hong Kong

11 September 2023

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES;
(2) PROPOSED ELECTION OF DIRECTORS;
AND
(3) NOTICES OF 2023 FIRST EXTRAORDINARY GENERAL MEETING AND 2023 FIRST H SHARES CLASS MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 24 August 2023 in relation to, amongst others, the Board's recommendation to make amendments to the Articles of Association and the Rules of Procedures and the proposed election of Directors.

The purpose of this circular is to provide you with detailed information regarding, among others, (i) proposed amendments to the Articles of Association; (ii) proposed amendments to the Rules of Procedures; (iii) proposed election of Directors; and (iv) notices convening the 2023 First EGM and the 2023 First H Shares Class Meeting, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the 2023 First EGM and/or the 2023 First H Shares Class Meeting.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections (the "**Core Protection Standards**") for issuers as set out in Appendix 3 to the Listing Rules.

On 17 February, 2023, the State Council (the "**State Council**") of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents* (《國務院關於廢止部分行政法規和文件的決定》) and the China Securities Regulatory Commission (the "**CSRC**") issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》) (the "**Trial Measures**") and related Guidelines (together, the "**New PRC Regulations**"), which came into effect on 31 March 2023. On the same date as the New PRC Regulations took effect, the Mandatory Provisions for Companies Listing Overseas* (《到境外上市公司章程必備條款》) (the "**Mandatory Provisions**") set forth in Zheng Wei Fa (1994) No. 21* (證委發 (1994) 21號文件) file issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System and the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the "**Special Resolutions**") issued on 4 August 1994 by the State Council were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》) (the "**PRC Guidelines for AoA**") issued by the CSRC in place of the Mandatory Provisions. In light of the New PRC Regulations, the Stock Exchange has adopted certain consequential amendments to the Listing Rules, which came into effect on 1 August 2023.

In light of the above, the Board thus proposed to, amend its existing Articles of Association to ensure conformity with the Core Protection Standards, remove those articles that have become outdated due to the repeal of the Mandatory Provisions and the Special Regulations, bring the overall Articles of Association in line with the PRC Guidelines for AoA, and also include other consequential and housekeeping amendments (the "**Proposed Amendments to the Articles of Association**").

By virtue of the Proposed Amendments to the Articles of Association, the Board and the Supervisory Board have respectively considered and approved the amendments to the relevant provisions in the Rules of Procedures, which are annexed to the Articles of Association (the "**Proposed Amendments to the Rules of Procedures**").

Notwithstanding the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures, the contents of the other chapters, articles and annexures of the Articles of Association and the Rules of Procedures shall remain unchanged.

The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures will take effect subject to the approval at the 2023 First EGM, the 2023 First A Shares Class Meeting and the 2023 First H Shares Class Meeting respectively.

Details of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures are set out in Appendix I to IV to this circular, respectively.

The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures were prepared in the Chinese language. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English versions of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures, the Chinese version shall prevail.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendments to the Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchange.

3. PROPOSED ELECTION OF DIRECTORS

Pursuant to the meeting of the Board held on 24 August 2023, Mr. Gu Yu ("**Mr. Gu**") and Mr. Jiang Changlu ("**Mr. Jiang**") have been nominated by the Board to be elected as Directors. According to the Articles of Association, the election of Mr. Gu and Mr. Jiang as Directors (the "**Proposed Election**") is subject to Shareholders' approval at the 2023 First EGM.

The biographical details of Mr. Gu and Mr. Jiang are set out below:

Biography of Mr. Gu Yu

Mr. Gu, born in March 1972, holds an on-job postgraduate degree and a master's degree in engineering. He is a senior economist. Mr. Gu worked for Equipment and Material Company of Beijing Uni-Construction Group in July 1993. Mr. Gu currently has served as the deputy secretary of the communist party committee and the general manager of the Company since July 2023 and August 2023 respectively.

Mr. Gu successively served as a material staff of distribution center and vice manager of Equipment and Material Company of Beijing Uni-Construction Group, general manager and vice chairman of Beijing Tianliao Equipment Material Co., Ltd.* (天遼設備物資有限公司), assistant to the general manager of Equipment and Material Company of Beijing Uni-Construction Group, general manager of Beijing Uni-Construction International Wood Industrial Co., Ltd.* (北京住總國際木業有限公司), deputy secretary of the Party General Branch, general manager and chairman of Beijing Uni-

Construction Logistics Co., Ltd.* (北京住總物流有限公司), assistant to the general manager of Beijing UN-Construction Group Co., Ltd., and the deputy secretary of the communist party committee and chairman of Beijing Uni-Construction Tech.& Trade Holding Group Co., Ltd.* (北京住總科貿控股集團有限公司).

Mr. Gu served as the deputy general manager of Beijing Uni.-Construction Group Co., Ltd. from June 2016 to October 2019; deputy secretary of the party committee and deputy general manager of Beijing Urban Construction Group Co., Ltd. and the secretary of the party committee and chairman of Beijing Uni.-Construction Group Co., Ltd. from October 2019 to September 2020; deputy secretary of the party committee and deputy general manager of Beijing Urban Construction Group Co., Ltd. from September 2020 to July 2023 (among which, he took temporary posts as a member of the party committee of the Xinjiang Hetian Commander Headquarters and the deputy secretary of Urumqi Municipal Committee from September 2020 to July 2023).

Subject to the approval by the Shareholders at the 2023 First EGM, Mr. Gu will enter into a service contract with the Company for serving as an executive Director for a term commencing from the conclusion of the 2023 First EGM and expiring on the date of the annual general meeting of the Company for the year 2023. Pursuant to the service contract, Mr. Gu's remuneration will be RMB241,400 per annum based on the corporate policy on directors' remuneration of the Company as well as his workload and responsibilities. The final total remuneration per annum will also be subject to the results of his performance evaluation and the total remuneration per annum will be submitted to annual general meeting for approval.

As at the Latest Practicable Date, save as disclosed above, Mr. Gu (i) has not held any other directorships in other listed companies in the past three years; (ii) is not related to any directors, supervisors, senior management, or substantial or controlling shareholders of the Company; (iii) does not have or is not deemed to have, any interests in the shares, underlying shares or debentures in the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; (iv) does not hold any other position in the Company or other members within the Group; (v) has no other relationship with any other Directors, senior management, substantial and controlling Shareholders; and (vi) has no other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Gu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Biography of Mr. Jiang Changlu

Mr. Jiang, born in May 1965, obtained a master's degree in engineering from University of Science and Technology Beijing in January 2012. Mr. Jiang is a senior economist. Mr. Jiang has been serving as the deputy secretary of the communist party committee of the Company since July 2023.

Mr. Jiang served as a supervisor of the technology department, technician of raw materials workshop, operator of new line branch, assistant to the director of the production safety department, deputy director of the production safety department, deputy manager of transportation company, director and branch secretary of the supply department, deputy director and chief despatcher of the production management department, director of supply department and vice manager of Beijing Liulihe Cement Factory* (北京市琉璃河水泥廠) from August 1987 to November 2005; deputy director and director of the cement business division of the Company, deputy manager of the cement branch company, manager of BBMG Cement Trading Co., Ltd., vice general manager and chairman of Hebei Taihang Cement Co., Ltd. from November 2005 to May 2011; and manager of BBMG Cement Trading Co., Ltd. from May 2011 to October 2015. Mr. Jiang served as a deputy general manager and director of the cement business segment of the Company and manager of BBMG Cement Trading Co., Ltd. from May 2016 to September 2016; a deputy general manager of the Company, manager of BBMG Cement Trading Co., Ltd., the secretary of the communist party committee and vice chairman of Tangshan Jidong Cement Co., Ltd. from September 2016 to June 2017. He successively served as the standing member of the party committee of BBMG Group Company Limited and the Company, a deputy general manager of the Company and the secretary of the communist party committee and chairman of Tangshan Jidong Cement Co., Ltd. from June 2017 to June 2018; standing member of the party committee and a deputy general manager of the Company and the secretary of the communist party committee and chairman of Tangshan Jidong Cement Co., Ltd. from June 2018 to January 2020; and standing member of the party committee and a deputy general manager of the Company from January 2020 to July 2023. He has been serving as the deputy secretary of the communist party committee of the Company since July 2023.

Subject to the approval by the Shareholders at the 2023 First EGM, Mr. Jiang will enter into a service contract with the Company for serving as an executive Director for a term commencing from the conclusion of the 2023 First EGM and expiring on the date of the annual general meeting of the Company for the year 2023. Pursuant to the service contract, Mr. Jiang's remuneration will be RMB205,200 per annum based on the corporate policy on directors' remuneration of the Company as well as his workload and responsibilities. The final total remuneration per annum will also be subject to the results of his performance evaluation and the total remuneration per annum will be submitted to annual general meeting for approval.

As at the Latest Practicable Date, save as disclosed above, Mr. Jiang (i) has not held any other directorships in other listed companies in the past three years; (ii) is not related to any directors, supervisors, senior management, or substantial or controlling shareholders of the Company; (iii) does not have or is not deemed to have, any interests, underlying shares or debentures in the shares in the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; (iv) does not hold any other position in the Company or other members within the Group; (v) has no other relationship with any other Directors, senior management, substantial and controlling Shareholders; and (vi) has no other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Jiang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

4. THE 2023 FIRST EGM AND THE 2023 FIRST H SHARES CLASS MEETING

The 2023 First EGM and the 2023 First H Shares Class Meeting will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the PRC at 2:00 p.m. and the time immediately after the conclusion of the 2023 First

A Shares Class Meeting, respectively, on Wednesday, 27 September 2023. Notices convening the 2023 First EGM and the 2023 First H Shares Class Meeting are set out on pages EGM-1 to EGM-2 and EGM (H)-1 to EGM (H)-2 of this circular, respectively.

Proxy forms for the 2023 First EGM and the 2023 First H Shares Class Meeting are enclosed in this circular and published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (https://www.bbmg.com.cn/listco). Shareholders who are eligible to attend and intend to appoint a proxy to attend the 2023 First EGM and the 2023 First H Shares Class Meeting shall complete and return the proxy forms in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the 2023 First EGM and the 2023 First H Shares Class Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting at the 2023 First EGM, the 2023 First H Shares Class Meeting or any adjourned meeting in person should you so desire.

To determine the eligibility of the holders of H Shares to attend and vote at the 2023 First EGM and the 2023 First H Shares Class Meeting, the register of the holders of H Shares of the Company will be closed from Friday, 22 September 2023 to Wednesday, 27 September 2023 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at 4:30 p.m. on Wednesday, 27 September 2023, is entitled to attend and vote at the 2023 First EGM and the 2023 First H Shares Class Meeting. In order for the holders of H Shares to be qualified to attend and vote at the 2023 First EGM and the 2023 First H Shares Class Meeting, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 21 September 2023. For the notices of 2023 First EGM and the 2023 First A Shares Class Meeting applicable to holders of A Shares and the relevant forms of proxy, please refer to the announcement of the Company dated 25 August 2023 on the Shanghai Stock Exchange.

5. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices of 2023 First EGM and the 2023 First H Shares Class Meeting will be voted by poll.

6. RECOMMENDATIONS

The Board believes that the resolutions set out in the notice of the 2023 First EGM and the notice of the 2023 First H Shares Class Meeting are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the resolutions to be proposed as set out in the notices of 2023 First EGM and the 2023 First H Shares Class Meeting.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
BBMG Corporation*
Jiang Yingwu
Chairman

* *English translation denotes for identification purpose only.*

The current Articles of Association	Amended Articles of Association
(Reviewed and approved by the inauguration meeting and the first general meeting held on 21 December 2005, reviewed and amended by the first extraordinary general meeting of 2007 of the Company held on 25 April 2007, reviewed and amended by the third extraordinary general meeting of 2007 of the Company held on 20 September 2007, reviewed and amended by the sixth extraordinary general meeting of 2007 of the Company held on 21 December 2007, reviewed and amended by the second extraordinary general meeting of 2008of the Company held on 6 August 2008, reviewed and amended by the first extraordinary general meeting of 2010 of the Company held on 30 March 2010, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, reviewed and amended by the first extraordinary general meeting of 2012 of the Company held on 26 October 2012, reviewed and amended by the first extraordinary general meeting of 2013 of the Company held on 30 October 2013, reviewed and amended by the 2013 annual general meeting of the Company held on 22 May 2014, reviewed and amended by the 2015 second extraordinary general meeting of the Company held on 27 November 2015 and reviewed and amended by the 2016 first extraordinary general meeting of the Company held on 15 August 2016 and reviewed and amended by the 2017 second extraordinary general meeting of the Company held on 15 December 2017 and reviewed and amended by the 2017 annual general meeting of the Company held on 24 May 2018 and reviewed and amended by the 2018 second extraordinary general meeting of the Company held on 16 October 2018 and reviewed and amended by the 2019 annual general meeting of the Company held on 19 May 2020 and reviewed and amended by the 2021 first extraordinary general meeting of the Company held on 19 January 2021)	~~(Reviewed and approved by the inauguration meeting and the first general meeting held on 21 December 2005, reviewed and amended by the first extraordinary general meeting of 2007 of the Company held on 25 April 2007, reviewed and amended by the third extraordinary general meeting of 2007 of the Company held on 20 September 2007, reviewed and amended by the sixth extraordinary general meeting of 2007 of the Company held on 21 December 2007, reviewed and amended by the second extraordinary general meeting of 2008of the Company held on 6 August 2008, reviewed and amended by the first extraordinary general meeting of 2010 of the Company held on 30 March 2010, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, reviewed and amended by the first extraordinary general meeting of 2012 of the Company held on 26 October 2012, reviewed and amended by the first extraordinary general meeting of 2013 of the Company held on 30 October 2013, reviewed and amended by the 2013 annual general meeting of the Company held on 22 May 2014, reviewed and amended by the 2015 second extraordinary general meeting of the Company held on 27 November 2015 and reviewed and amended by the 2016 first extraordinary general meeting of the Company held on 15 August 2016 and reviewed and amended by the 2017 second extraordinary general meeting of the Company held on 15 December 2017 and reviewed and amended by the 2017 annual general meeting of the Company held on 24 May 2018 and reviewed and amended by the 2018 second extraordinary general meeting of the Company held on 16 October 2018 and reviewed and amended by the 2019 annual general meeting of the Company held on 19 May 2020 and reviewed and amended by the 2021 first extraordinary general meeting of the Company held on 19 January 2021)~~
Article 1 To safeguard the legal interests of BBMG Corporation (the "Company"), its shareholders and creditors and regulate the organization and behaviour of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (中華人民共和國公司法) (the "Company Law"), Securities Law of the People's Republic of China (中華人民共和國證券法) (the "Securities Law"), Constitution of the Communist Party of China (中國共產黨章程) (the "Party Constitution"), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by	Article 1 To safeguard the legal interests of BBMG Corporation (the "Company"), its shareholders and creditors and regulate the organization and behaviour of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (中華人 民共和國公司法) (the "Company Law"), Securities Law of the People's Republic of China (中華人民共和國證券法) (the "Securities Law"), Constitution of the Communist Party of China (中國共產黨章程) (the "Party Constitution"), ~~the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by~~

The current Articles of Association	Amended Articles of Association
Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the "Mandatory Provisions"), the Circular Regarding Opinions on the Amendments of Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (the "Opinion Circular"), the Guidelines on Articles of Association of Listed Companies (上市公司章程指引) (the "Guidelines") and the other relevant requirements.	~~Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) (the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款) (the "Mandatory Provisions"), the Circular Regarding Opinions on the Amendments of Articles of Association of Companies Listed in Hong Kong (關於到香港上市公司對公司章程作補充修改的意見的函) (the "Opinion Circular"),~~ the Guidelines on Articles of Association of Listed Companies (上市公司章程指引) (the "Guidelines") and the other relevant requirements.
Article 2 The Company was established as a joint stock limited company under the Company Law, Special Regulations and other relevant laws and administrative regulations of the PRC. …	Article 2 The Company was established as a joint stock limited company under the Company Law~~, Special Regulations~~ and other relevant laws and administrative regulations of the PRC. …
Article 4 The Company's domicile: 36 North Third Ring East Road, Dongcheng District, Beijing Telephone number: +86 010 66411587 Fax number: +86 010 66417706 Postal code: 100013	Article 4 The Company's domicile: 36 North Third Ring East Road, Dongcheng District, Beijing Telephone number: +86 010 ~~66411587~~66417706 Fax number: +86 010 ~~66417706~~ 66410889 Postal code: 100013
Article 7 The Articles of Association are passed by way of special resolution at the general meeting of the Company with approval of the relevant authorities of the State, and come into effect from the date of listing of the Company's renminbi ordinary shares ("A Shares") on the Shanghai Stock Exchange. The Company's original articles of association filed with the relevant administration for industry and commerce shall be superseded by the Articles of Association. …	Article 7 The Articles of Association ~~are passed by way of~~shall come into effect from the date of passing special resolution at the general meeting of the Company~~ with approval of the relevant authorities of the State, and come into effect from the date of listing of the Company's renminbi ordinary shares ("A Shares") on the Shanghai Stock Exchange.~~. The Company's original articles of association~~ filed with the relevant administration for industry and commerce~~ shall be superseded by the Articles of Association. …
Article 8 The Articles of Association are binding on the Company and its shareholders, members of the Party Committee (Committee for Discipline Inspection (CDI)) directors, supervisors, president and other senior management, all of whom may assert rights in	Article 8 The Articles of Association are binding on the Company and its shareholders, members of the Party Committee (Committee for Discipline Inspection (CDI)) directors, supervisors, ~~president~~general manager and other senior management, all of

The current Articles of Association	Amended Articles of Association
respect of the Company's affairs in accordance with the Articles of Association. Shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against its shareholders, directors, supervisors, president and other senior management pursuant to the Articles of Association; shareholders may, pursuant to the Articles of Association, institute legal proceedings against other shareholders; and shareholders of the Company may, pursuant to the Articles of Association, institute legal proceedings against the directors, supervisors, president and other senior management of the Company. The legal proceedings referred to in the preceding paragraph include court proceedings and arbitration proceedings. Other senior management referred to in the preceding paragraph include the vice presidents, chief financial officer, board secretary and the general legal counsel.	whom may assert rights in respect of the Company's affairs in accordance with the Articles of Association. Shareholders may institute legal proceedings against the Company pursuant to the Articles of Association; the Company may institute legal proceedings against its shareholders, directors, supervisors, ~~president~~general manager and other senior management pursuant to the Articles of Association; shareholders may, pursuant to the Articles of Association, institute legal proceedings against other shareholders; and shareholders of the Company may, pursuant to the Articles of Association, institute legal proceedings against the directors, supervisors, ~~president~~general manager and other senior management of the Company. The legal proceedings referred to in the preceding paragraph include court proceedings and arbitration proceedings. Other senior management referred to in the preceding paragraph include the vice ~~president~~general managers, chief financial officer, board secretary and the general legal counsel.
Article 14 The Company shall have ordinary shares at all times. The ordinary shares issued by the Company include domestic shares and foreign shares. It may have other kinds of shares according to needs, upon approval of the examination and approval department authorized by the State Council, subject to the requirements of the laws and administrative regulations.	Article 14 The Company shall have ordinary shares at all times. The ordinary shares issued by the Company include domestic shares and foreign shares. It may have other kinds of shares according to needs~~, upon approval of the examination and approval department authorized by the State Council~~, subject to the requirements of the laws and administrative regulations.
Article 16 Subject to the approval of the competent securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. The term "foreign investors" mentioned in the preceding paragraph shall refer to investors from foreign countries or from Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company, and the term "domestic investors" shall	Article 16 Subject to the ~~approval of~~registration and filing with the competent securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. The term "foreign investors" mentioned in the preceding paragraph shall refer to investors from foreign countries or from Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company, and the term "domestic investors" shall

The current Articles of Association	Amended Articles of Association
refer to investors within the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	refer to investors within the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company. The shares of the Company shall be issued in a transparent, fair and equal manner, and shall rank pari passu in all respects with the shares of the same class. The terms and price of each of the share of the same class in the same issue shall be the same, and every share subscribed by any entity or individual in the same issue shall have the same price.
Article 17 … Upon obtaining an approval from the competent securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer the Company's shares held by them to foreign investors and have such shares listed and traded overseas. Shares transferred and listed on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas securities market. No class meeting of shareholders is required for voting with regard to the listing and trading of the shares so transferred on such overseas stock exchange. …	Article 17 … ~~Upon obtaining an approval from the competent securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer the Company's shares held by them to foreign investors and have such shares listed and traded overseas. Shares transferred and listed on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas securities market. No class meeting of shareholders is required for voting with regard to the listing and trading of the shares so transferred on such overseas stock exchange.~~ …
Article 19 … With the approval of China Securities Regulatory Commission, BBMG Group Company Limited (now renamed as BBMG Assets Management Co., Ltd.), the promoter of the Company gratuitously transferred all of the Company's state-owned shares held by it (amounting to an aggregate of 4,797,357,572 shares) to Beijing Stated-owned Capital Operation and Management Center (北京國有資本經營管理中心). The change in the existing shareholding structure of the Company is as follows: …	Article 19 … With the approval of China Securities Regulatory Commission, BBMG Group Company Limited (now renamed as BBMG Assets Management Co., Ltd.), the promoter of the Company gratuitously transferred all of the Company's state-owned shares held by it (amounting to an aggregate of 4,797,357,572 shares) to Beijing Stated-owned Capital Operation and Management Center (北京國有資本經營管理中心~~).~~) (currently renamed as Beijing State-owned Capital Operation and Management Company Limited (北京國有資本運營管理有限公司)). The change in the existing shareholding structure of the Company is as follows: …

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Article 20 Upon approval by the competent securities regulatory authority of the State Council of the Company's proposal for issue of overseas listed foreign shares and domestic shares, the board of directors of the Company may make implementation arrangements for separate share issues. The Company's proposal for separate issue of overseas listed foreign shares and domestic shares pursuant to the preceding paragraph may be implemented within fifteen months from the date of approval by the competent securities regulatory authority of the State Council.	Delete
Article 21 Where the Company issues overseas listed foreign shares and domestic shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If these shares cannot be subscribed for in full at one time under special circumstances, they may be issued in several tranches subject to the approval of the competent securities regulatory authority of the State Council.	Delete
Article 22 The registered capital of the Company is RMB10,677,771,134 and the total number of share capital is 10,677,771,134 shares.	~~Article 22~~Article 20 The registered capital of the Company is RMB10,677,771,134 and the total number of share capital is 10,677,771,134 shares.
Article 23 The Company may, subject to its business operation and development requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. …	~~Article 23~~Article 21 The Company may, subject to its business operation and development requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. …
Article 24 Unless otherwise provided by the laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien.	Delete

The current Articles of Association	Amended Articles of Association
Article 25 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. In the event that the Company reduces its registered capital, the Company shall proceed with the procedures according to the requirements of the Company Law and other requirements and the requirements of the Articles of Association.	~~Article 25~~Article 22 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. In the event that the Company reduces its registered capital, the Company shall proceed with the procedures according to the requirements of the Company Law and other requirements and the requirements of the Articles of Association.
Article 26 The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant competent authority of the State, repurchase its outstanding shares in issue for the following purposes: … Any repurchase of its outstanding shares by the Company shall be made in accordance with the laws and regulations and Articles 27 to 30 hereof.	~~Article 26~~Article 23 The Company may~~, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant competent authority of the State, repurchase~~ not purchase its ~~outstanding~~own shares ~~in issue for~~except under the following ~~purposes~~circumstances: … Saved as the above circumstances, the Company may not purchase its own shares. Any repurchase of its outstanding shares by the Company shall be made in accordance with the laws and regulations and Articles ~~27~~24 to ~~30~~25 hereof.
Article 27 Repurchase of shares by the Company under the approval of the competent authority of the State may be conducted by one of the following means: (1) Making a repurchase offer to all shareholders in proportion to their respective shareholdings; (2) Repurchase through public trading on a stock exchange; (3) Repurchase through an off-market agreement; or (4) Other means as permitted by the laws and administrative regulations and approved by the competent securities regulatory authority of the State Council. Shares repurchased by the Company as specified in sub-clauses (3), (5) and (6) under Clause 1 of Article 26 of the Articles of Association shall be carried out through open centralized trading.	~~Article 27~~Article 24 Repurchase of shares by the Company may be conducted through open centralized trading or other means as permitted by the laws, administrative regulations and the securities regulatory authority where the shares of the Company are listed. ~~under the approval of the competent authority of the State may be conducted by one of the following means:~~ ~~(1) Making a repurchase offer to all shareholders in proportion to their respective shareholdings;~~ ~~(2) Repurchase through public trading on a stock exchange;~~ ~~(3) Repurchase through an off market agreement; or~~ ~~(4) Other means as permitted by the laws and administrative regulations and approved by the competent securities regulatory authority of the State Council.~~ Shares repurchased by the Company as specified in sub-clauses (3), (5) and (6) under Clause 1 of Article ~~26~~23 of the Articles of Association shall be carried out through open centralized trading.

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Article 28 Where the Company repurchases its shares through an off-market agreement, it shall seek prior approval of shareholders at general meeting in accordance with the Articles of Association. The Company may release or vary a contract so entered into by the Company or waive its rights thereunder with prior approval of shareholders at general meeting obtained in the same manner. The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase and acquire the right to repurchase shares. The Company shall not assign a contract for repurchasing its shares or any of its rights thereunder. Where the Company has the power to repurchase redeemable shares, repurchases not made through the market or by tender shall be limited to a maximum price; if repurchases are by tender, the tender shall be made available to all shareholders alike.	Delete
Article 29 The Company shall obtain the approval of the shareholders granted at a general meeting for repurchases of its shares in circumstances set out in sub-clauses (1) and (2) under Clause 1 of Article 26; shares repurchased by the Company as specified in sub-clauses (3), (5) and (6) under Clause 1 of Article 26 of the Articles of Association shall be resolved by the Board meeting attended by more than two thirds of the directors. In case of sub-clause (1), the shares repurchased by the Company in accordance with Clause 1 of Article 26 hereof shall be cancelled within 10 days from the date of repurchase; in case of sub-clause (2) or (4), the shares repurchased shall be transferred or cancelled within six months; in case of sub- clause (3), (5) or (6), the shares of the Company held by the Company shall not exceed 10% of the Company's total issued shares and shall be transferred or cancelled within three years. The amount of the Company's registered capital shall be reduced by the aggregate nominal value of the shares cancelled, and an application shall be made to the original company registration authority for registration of alteration of the registered capital with the publication of an announcement thereon.	~~Article 29~~Article 25 The Company shall obtain the approval of the shareholders granted at a general meeting for repurchases of its shares in circumstances set out in sub-clauses (1) and (2) under Clause 1 of Article ~~26~~23; shares repurchased by the Company as specified in sub-clauses (3), (5) and (6) under Clause 1 of Article ~~26~~23 of the Articles of Association shall be resolved by the Board meeting attended by more than two thirds of the directors. In case of sub-clause (1), the shares repurchased by the Company in accordance with Clause 1 of Article ~~26~~23 hereof shall be cancelled within 10 days from the date of repurchase; in case of sub-clause (2) or (4), the shares repurchased shall be transferred or cancelled within six months; in case of sub- clause (3), (5) or (6), the shares of the Company held by the Company shall not exceed 10% of the Company's total issued shares and shall be transferred or cancelled within three years. The amount of the Company's registered capital shall be reduced by the aggregate nominal value of the shares cancelled, and an application shall be made to the original company registration authority for registration of alteration of the registered capital with the publication of an announcement thereon.

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Article 30 Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its issued outstanding shares: (1) where the Company repurchases its shares at par value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose; (2) where the Company repurchases its shares at a premium to their par value, payment up to the par value shall be made out of the book balance of distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows: 1. if the shares being repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company; 2. if the shares being repurchased were issued at a premium to their par value, payment shall be made out of the book balance of the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue shall not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased nor the amount of the Company's share premium account (or capital reserve account) at the time of repurchase (including the premiums on a fresh issue of shares); (3) payment by the Company shall be made out of the Company's distributable profits in consideration of the followings: 1. acquisition of rights to repurchase shares of the Company;	Delete

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2. variation of any contract for repurchasing shares of the Company; 3. release of its obligation under any contract for repurchase of its shares; (4) after the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value portion of the shares repurchased shall be transferred to the Company's share premium account (or capital reserve account).	
CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF THE COMPANY'S SHARES	Delete
Article 31 The Company or its subsidiaries shall not, by any means and at any time, provide any kind of financial assistance to a person who is acquiring or intends to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company. The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by him. This provision does not apply to circumstances stated in Article 32.	~~Article 31~~Article 26 The Company or the Company's~~its~~ subsidiaries (including its affiliated companies) shall not~~,~~ by any means ~~and at any time, provide any kind of~~including gifts, advance payment, guarantees, compensation, or loan, offer any financial assistance to a person who is acquiring or ~~intends~~is proposing to acquire ~~shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of~~the shares of the Company. ~~The Company or its subsidiaries shall not, by any means and at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by him.~~ ~~This provision does not apply to circumstances stated in Article 32.~~
Article 32 The financial assistance referred to in this Chapter includes (without limitation) the following means: (1) gift; (2) advances;	Delete

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(3) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights; (4) provision of loan or entering into any other agreement under which the obligations of the Company are to be fulfilled in priority to the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or agreement; (5) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would be reduced to a material extent. The expression "assuming an obligation" referred to in this Chapter includes the assumption of obligations by the changing of the obligor's financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.	

The current Articles of Association	Amended Articles of Association
Article 33 The following behaviours shall not be deemed to be behaviours as prohibited by Article 30: (1) the provision of financial assistance by the Company which is given in good faith in the interest of the Company, and the principal purpose of providing the financial assistance is not for the acquisition of shares of the Company, or the provision of the financial assistance is ancillary to a master plan of the Company; (2) the lawful distribution of the Company's assets by way of dividend; (3) the allotment of bonus shares as dividends; (4) a reduction of registered capital, a repurchase of shares or an adjustment of the shareholding structure of the Company effected in accordance with the Articles of Association; (5) the lending of money by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, although the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company); (6) the provision of money by the Company for contributions to staff and workers' share ownership scheme (provided that the net assets of the Company are not thereby reduced or that, although the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).	Delete

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CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF MEMBERS	**CHAPTER ~~6~~5 SHARE CERTIFICATES AND REGISTER OF MEMBERS**
Article 34 Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company: (1) the Company's name; (2) the date of establishment registration of the Company; (3) the class of the shares, the par value and the number of shares represented by the share certificate; (4) the serial number of the share certificate; (5) other particulars as required by the Company Law, Special Regulations, and the stock exchange(s) on which the shares of the Company are listed.	~~Article 34~~Article 27 Share certificates of the Company shall be in registered form. The following particulars shall be stated in the share certificates of the Company: (1) the Company's name; (2) the date of establishment registration of the Company; (3) the class of the shares, the par value and the number of shares represented by the share certificate; (4) the serial number of the share certificate; (5) other particulars as required by the Company Law, ~~Special Regulations,~~ and the stock exchange(s) on which the shares of the Company are listed.
Article 35 The share certificates shall be signed by the chairman. Where the stock exchange(s) on which the shares of the Company are listed requires the share certificates to be signed by other senior management, the share certificates shall also be signed by such other senior management. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the board of directors. The signature(s) of the chairman of the Company or other relevant senior management on the share certificates may also be in printed form.	~~Article 35~~Article 28 The share certificates of foreign shares shall be signed by the chairman. Where the stock exchange(s) on which the shares of the Company are listed requires the share certificates to be signed by other senior management, the share certificates of foreign shares shall also be signed by such other senior management. The share certificates of foreign shares shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the board of directors. The signature(s) of the chairman of the Company or other relevant senior management on the share certificates of foreign shares may also be in printed form. Should the Company's shares be issued and traded in paperless manner, those stipulations from the securities regulatory and supervisory authorities at the place where such shares are listed shall be applied.

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Article 36 All shares (other than H Shares) of the Company in issue prior to the public offering shall not be transferred within one year from the date of listing of the Company's shares on the stock exchange(s).	~~Article 36~~Article 29 All shares (other than H Shares) of the Company in issue prior to the public offering shall not be transferred within one year from the date of listing of the Company's shares on the stock exchange(s).
Article 37 Any gains from sale of shares by the directors, supervisors and senior management of the Company and any shareholders who hold more than 5% of shares of the Company within six months after purchase of such shares, and any gains from the purchase of the shares within six months after sale of the same shall be forfeited to the Company by the board of directors. However, any securities company which holds more than 5% of shares of the Company as a result of purchase of all shares not taken up under an underwriting arrangement shall not be subject to the six-month lock-up period in respect of such shares. … The responsible directors shall assume joint and several liabilities for any non-compliance with sub-clause (1) by the board of directors of the Company.	~~Article 37~~Article 30 Any gains from sale of shares by the directors, supervisors and senior management of the Company and any shareholders who hold more than 5% of shares of the Company within six months after purchase of such shares, and any gains from the purchase of the shares within six months after sale of the same shall be forfeited to the Company by the board of directors. ~~However,~~However, it shall not be applicable to any sale of shares by any securities company which holds more than 5% of shares of the Company as a result of purchase of ~~all shares not taken up under an underwriting arrangement shall not be subject to the six-month lock-up period in respect of such shares.~~the remaining of the underwritten shares, and other circumstances as stipulated by China Securities Regulatory Commission (the "CSRC"). For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others. … The responsible directors shall assume joint and several liabilities for any non-compliance with sub-clause (1) of this article by the board of directors of the Company.
Article 38 The Company shall keep a register of shareholders which shall register the following particulars: (1) the name, address (residence), occupation or nature of each shareholder; (2) the class and number of shares held by each shareholder;	~~Article 38~~Article 31 ~~The Company shall keep a register of shareholders which shall register the following particulars:~~ ~~(1) the name, address (residence), occupation or nature of each shareholder;~~ ~~(2) the class and number of shares held by each shareholder;~~

The current Articles of Association	Amended Articles of Association
(3) the amount paid-up or payable in respect of shares held by each shareholder; (4) the serial numbers of the shares held by each shareholder; (5) the date on which a person registers as a shareholder; (6) the date on which a person ceases to be a shareholder. The register of shareholders shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary. Subject to the Articles of Association and other relevant provisions, immediately after the transfer of the Company's shares, the name as appeared on the instrument of share transfer shall be entered into the register of members as the holder of such shares. The transfer and transmission of shares shall be entered into the register of members. All behaviours or transfer of overseas listed foreign shares will be recorded in the register of members of overseas listed foreign shares which is kept in the place where such shares are listed pursuant to the provisions of Article 39. …	~~(3) the amount paid-up or payable in respect of shares held by each shareholder;~~ ~~(4) the serial numbers of the shares held by each shareholder;~~ ~~(5) the date on which a person registers as a shareholder;~~ ~~(6) the date on which a person ceases to be a shareholder.~~ ~~The register of shareholders shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.~~ ~~Subject to the Articles of Association and other relevant provisions, immediately after the transfer of the Company's shares, the name as appeared on the instrument of share transfer shall be entered into the register of members as the holder of such shares.~~ ~~The transfer and transmission of shares shall be entered into the register of members.~~ The Company shall keep a register of members according to the certificates provided by the securities registration authority. The register of members shall be sufficient evidence of the holding of the Company's shares by a shareholder. A shareholder shall enjoy the rights and assume the obligations attached to the class of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume equal obligations. All behaviours or transfer of overseas listed foreign shares will be recorded in the register of members of overseas listed foreign shares which is kept in the place where such shares are listed pursuant to the provisions of Article ~~39~~32. …
Article 39 The Company may, in accordance with the mutual understanding and agreements between the competent securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of members of overseas listed	~~Article 39~~Article 32 The Company may, in accordance with the mutual understanding and agreements between the competent securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of members of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to

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foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original register of members of H Shares shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of members of overseas listed foreign shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of members of overseas listed foreign shares at all times. If there is any inconsistency between the original and the duplicate of the register of members of overseas listed foreign shares, the original version shall prevail.	manage such register. The original register of members of H Shares shall be maintained in Hong Kong. The register of members of H Shares shall be available for inspection for shareholders, but the Company may close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); ~~The Company shall maintain a duplicate of the register of members of overseas listed foreign shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of members of overseas listed foreign shares at all times.~~ ~~If there is any inconsistency between the original and the duplicate of the register of members of overseas listed foreign shares, the original version shall prevail.~~
Article 40 The Company shall maintain a complete register of members. The register of members shall include the followings: (1) the register of members maintained at the Company's domicile (other than those as described in clauses (2) and (3) of this Article); (2) the register of members in respect of the holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located; (3) the register of members maintained at such other place as the board of directors may consider necessary for the purpose of listing of the Company's shares.	~~Article 40~~Article 33 The Company shall maintain a complete register of members. The register of members shall include the followings: (1) the register of members maintained at the Company's domicile (other than those as described in clauses (2) and (3) of this Article); (2) the register of members in respect of the holders of overseas listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located; (3) the register of members maintained at such other place as the board of directors may consider necessary for the purpose of listing of the Company's shares.
Article 41 Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other parts of the register of members. Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.	~~Article 41~~Article 34 ~~Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other parts of the register of members.~~ Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of ~~shareholders~~ members is maintained.

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Article 42 All fully paid-up H Shares are freely transferable pursuant to the Articles of Association. However, the board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer fulfills the following conditions: …	~~Article 42~~Article 35 All fully paid-up H Shares are freely transferable pursuant to the Articles of Association. However, the board of directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer fulfills the following conditions: …
Article 43 All the H Shares shall be transferred by an instrument in writing in any usual or common form or any other forms which the board of directors may approve (including the standard format of transfer or form of transfer as prescribed by the SEHK from time to time). The instrument of transfer of any share may be executed by hand or in case the transferor or the transferee is a corporation, it can be executed with the seal of the corporation. If the transferor or the transferee is a recognized clearing house as defined in the relevant laws of Hong Kong in force from time to time ("Recognized Clearing House") or its nominee, the share transfer form may be executed in mechanically-printed form. …	~~Article 43~~Article 36 All the H Shares shall be transferred by an instrument in writing in any usual or common form or any other forms which the board of directors may approve (including the standard format of transfer or form of transfer as prescribed by the SEHK from time to time). The instrument of transfer of any share may be executed by hand or in case the transferor or the transferee is a corporation, it can be executed with the seal of the corporation. If the transferor or the transferee is a recognized clearing house as defined in the relevant laws of Hong Kong in force from time to time ("Recognized Clearing House") or its nominee, the share transfer form may be executed in mechanically-printed form. …
Article 44 Where PRC laws and regulations, the Rules Governing the Listing of Securities on the Exchange, the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.	~~Article 44~~Article 37 Where PRC laws and regulations, the Rules Governing the Listing of Securities on the Exchange, the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of ~~shareholders~~ members prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.
Article 45 In the event the Company convenes a shareholders' general meeting, distributes dividends, settle or carry out other activities which require the ascertaining of shareholdings, the board of directors or convener of a general meeting shall fix a date as the record date for ascertaining the shareholdings. The shareholders of the Company entitled to the underlying interests shall be those shareholders whose names appear in the register of shareholders of the Company after the close of trading on the record date.	~~Article 45~~Article 38 In the event the Company convenes a shareholders' general meeting, distributes dividends, settle or carry out other activities which require the ascertaining of shareholdings, the board of directors or convener of a general meeting shall fix a date as the record date for ascertaining the shareholdings. The shareholders of the Company entitled to the underlying interests shall be those

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	shareholders whose names appear in the register of ~~shareholders~~members of the Company after the close of trading on the record date.
Article 46 Any person who objects to the register of members and requests to have his name entered in or removed from the register of members may apply to a court of competent jurisdiction for rectification of the register of members.	Delete
Article 47 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of members may, if his share certificates (the "original certificates") are lost, apply to the Company for reissuing new share certificate in respect of such shares (the "relevant shares"). If a holder of A Shares loses his share certificate and applies for reissue, it shall be dealt with in accordance with the relevant provisions of the Company Law. If a holder of overseas listed foreign shares loses his share certificate and applies for reissuance, it may be dealt with in accordance with the relevant laws and the rules of the stock exchange or other relevant regulations of the place where the original register of members of overseas listed foreign shares is maintained. The reissuance of share certificates to holders of overseas listed foreign shares shall comply with the following requirements: (1) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the holder of the relevant shares. (2) No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to reissue the new share certificate.	~~Article 47~~Article 39 ~~Any shareholder who is registered in, or any person who requests to have his name entered in, the register of members may, if his share certificates (the "original certificates") are lost, apply to the Company for reissuing new share certificate in respect of such shares (the "relevant shares").~~ ~~If a holder of A Shares loses his share certificate and applies for reissue, it shall be dealt with in accordance with the relevant provisions of the Company Law.~~ If a holder of overseas listed foreign shares loses his share certificate and applies for reissuance, it may be dealt with in accordance with the relevant laws and the rules of the stock exchange or other relevant regulations of the place where the original register of members of overseas listed foreign shares is maintained. ~~The reissuance of share certificates to holders of overseas listed foreign shares shall comply with the following requirements:~~ ~~(1) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the holder of the relevant shares.~~ ~~(2) No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to reissue the new share certificate.~~

The current Articles of Association	Amended Articles of Association
(3) The Company shall, if it decides to reissue new share certificate to the applicant, make an announcement of its intention to reissue new share certificate in such newspapers as designated by the board of directors. The announcement shall be made at least once every thirty days in a period of ninety days.	~~(3) The Company shall, if it decides to reissue new share certificate to the applicant, make an announcement of its intention to reissue new share certificate in such newspapers as designated by the board of directors. The announcement shall be made at least once every thirty days in a period of ninety days.~~
(4) The Company shall have, prior to the publication of announcement of its intention to reissue new certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days. In case an application to reissue new share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.	~~(4) The Company shall have, prior to the publication of announcement of its intention to reissue new certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety days.~~ ~~In case an application to reissue new share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.~~
(5) If, upon expiration of the 90-day period referred to in clauses (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may reissue a new share certificate to the applicant according to his application.	~~(5) If, upon expiration of the 90-day period referred to in clauses (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may reissue a new share certificate to the applicant according to his application.~~
(6) Where the Company reissues new share certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and reissue matters in the register of members accordingly.	~~(6) Where the Company reissues new share certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and reissue matters in the register of members accordingly.~~
(7) All expenses relating to the cancellation of an original share certificate and the reissuance of new share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.	~~(7) All expenses relating to the cancellation of an original share certificate and the reissuance of new share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.~~

The current Articles of Association	Amended Articles of Association
Article 48 Where the Company reissues a new share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he is a bona fide purchaser) shall not be removed from the register of members.	Delete
Article 49 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the reissuance of the new share certificate, unless the claimant proves that the Company had acted fraudulently.	~~Article 49~~Article 40 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original certificate or the reissuance of the new share certificate, unless the claimant proves that the Company had acted fraudulently.
CHAPTER 7 SHAREHOLDERS' RIGHTS AND OBLIGATIONS	**CHAPTER ~~7~~6 SHAREHOLDERS' RIGHTS AND OBLIGATIONS**
Article 50 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Shareholders of different classes of the Company shall rank pari passu over dividends or any forms of distribution. Where a legal person has become a shareholder of the Company, its rights shall be exercised by the representative of the legal person or agent of the representative of the legal person. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.	~~Article 50~~Article 41 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of members. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Shareholders of different classes of the Company shall rank pari passu over dividends or any forms of distribution. Where a legal person has become a shareholder of the Company, its rights shall be exercised by the representative of the legal person or agent of the representative of the legal person. ~~The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.~~

The current Articles of Association	Amended Articles of Association
Article 51	~~Article 51~~Article 42
Holders of ordinary shares of the Company shall be entitled to the following rights:	Holders of ordinary shares of the Company shall be entitled to the following rights:
(1) To receive dividends and other forms of profit distribution in proportion to their respective shareholdings;	(1) To receive dividends and other forms of profit distribution in proportion to their respective shareholdings;
(2) To demand, call for, preside over, attend or designate a proxy to attend general meetings and exercise relevant voting rights;	(2) To demand, call for, preside over, attend or designate a proxy to attend general meetings, speak at the general meetings, and exercise relevant voting rights;
(3) To supervise and manage the business operation of the Company and give advice or raise inquiries;	(3) To supervise and manage the business operation of the Company and give advice or raise inquiries;
(4) To transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and the Articles of Association;	(4) To transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and the Articles of Association;
(5) To have access to the relevant information in accordance with the Articles of Association, including:	(5) To ~~have access to the relevant information in accordance with~~ inspect the Articles of Association, register of members, counterfoils of corporate bonds, minutes of general meetings, resolutions of the board of directors and supervisory board and financial and accounting reports;~~including:~~
1. to obtain the Articles of Association at cost;	~~1. to obtain the Articles of Association at cost;~~
2. to inspect free of charge and make photocopies at reasonable cost:	~~2. to inspect free of charge and make photocopies at reasonable cost:~~
(i) the registers of all shareholders;	~~(i) the registers of all shareholders;~~
(ii) personal information of directors, supervisors, presidents and other senior management of the Company, including:	~~(ii) personal information of directors, supervisors, presidents and other senior management of the Company, including:~~
(a) present and past names and alias;	~~(a) present and past names and alias;~~
(b) principal address (residence);	~~(b) principal address (residence);~~
(c) nationality;	~~(c) nationality;~~
(d) full-time and all concurrently held part- time occupations and positions;	

The current Articles of Association	Amended Articles of Association
(e) identification documents and numbers; (iii) share capital status of the Company; (iv) reports containing details of the aggregate nominal value, number, highest and lowest prices of each class of shares of the Company repurchased since the preceding financial year and all costs paid by the Company for such repurchase; (v) minutes of general meetings and resolutions of the board of directors and supervisory board; (vi) counterfoils of corporate bonds; (vii) financial reports published for disclosure; (6) In the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to their respective shareholdings; (7) For shareholders who disagree on the resolution approved at the general meeting in relation to the merger or division of the Company, to request the Company to acquire their shares; and (8) Other rights conferred by the laws, administrative regulations and the Articles of Association.	~~(d) full-time and all concurrently held part-time occupations and positions;~~ ~~(e) identification documents and numbers;~~ ~~(iii) share capital status of the Company;~~ ~~(iv) reports containing details of the aggregate nominal value, number, highest and lowest prices of each class of shares of the Company repurchased since the preceding financial year and all costs paid by the Company for such repurchase;~~ ~~(v) minutes of general meetings and resolutions of the board of directors and supervisory board;~~ ~~(vi) counterfoils of corporate bonds;~~ ~~(vii) financial reports published for disclosure;~~ (6) In the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to their respective shareholdings; (7) For shareholders who disagree on the resolution approved at the general meeting in relation to the merger or division of the Company, to request the Company to acquire their shares; and (8) Other rights conferred by the laws, administrative regulations and the Articles of Association.
Article 52 When shareholders demand the inspection of the relevant information mentioned in the preceding Article or demand for materials, they shall provide a written document of the class and number of shares held by them, and such information and	~~Article 52~~Article 43 When shareholders demand the inspection of the relevant information mentioned in the preceding Article or demand for materials, they shall provide a written document of the class and number of shares held by them, and such information and

The current Articles of Association	Amended Articles of Association
materials shall be provided at the request of shareholders in accordance with the Articles of Association after verification of their shareholder identity.	materials shall be provided at the request of shareholders in accordance with the Articles of Association after verification of their shareholder identity.
Article 53 If any resolution approved at a general meeting or a meeting of the board of directors of the Company violates the laws or administrative regulations, the shareholders shall have the right to submit a petition to the People's Court to render the same invalid. If the procedures for general meetings and meetings of the board of directors or the method of voting at such meetings violate the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders may, within 60 days from the date on which such resolution is approved, submit a petition to the People's Court to revoke the same.	~~Article 53~~Article 44 If any resolution approved at a general meeting or a meeting of the board of directors of the Company violates the laws or administrative regulations, the shareholders shall have the right to submit a petition to the People's Court to render the same invalid. If the procedures for general meetings and meetings of the board of directors or the method of voting at such meetings violate the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders may, within 60 days from the date on which such resolution is approved, submit a petition to the People's Court to revoke the same.
Article 54 If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by any director or senior management of the Company in executing corporate duties, shareholders who have held, alone or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to the supervisory board to institute litigation at the People's Court. If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by the supervisory board of the Company in executing corporate duties, shareholders may make a request in writing to the board of directors to institute litigation at the People's Court. If, upon receipt of the written request from the shareholders as stipulated in the preceding paragraph, the supervisory board or the board of directors refuses to institute litigation, or fails to institute litigation within 30 days or if, in case of emergency, failing to institute litigation immediately may cause irreparable damage to the interest of the Company, the shareholders as mentioned in the preceding paragraph shall have the right to institute litigation directly at the People's Court in their own names for the interest of the Company.	~~Article 54~~Article 45 If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by any director or senior management of the Company in executing corporate duties, shareholders who have held, alone or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to the supervisory board to institute litigation at the People's Court. If the Company suffers any losses arising from any breach of laws, administrative regulations or provisions of the Articles of Association by the supervisory board of the Company in executing corporate duties, shareholders may make a request in writing to the board of directors to institute litigation at the People's Court. If, upon receipt of the written request from the shareholders as stipulated in the preceding paragraph, the supervisory board or the board of directors refuses to institute litigation, or fails to institute litigation within 30 days or if, in case of emergency, failing to institute litigation immediately may cause irreparable damage to the interest of the Company, the shareholders as mentioned in the preceding paragraph shall have the right to institute litigation directly at the People's Court in their own names for the interest of the Company.

The current Articles of Association	Amended Articles of Association
In the event of infringement of the Company's legal interest by a third party resulting in losses to the Company, the shareholders mentioned in the first paragraph of this Article may institute litigation at the People's Court in accordance with the preceding two paragraphs.	In the event of infringement of the Company's legal interest by a third party resulting in losses to the Company, the shareholders mentioned in the first paragraph of this Article may institute litigation at the People's Court in accordance with the preceding two paragraphs.
Article 55 If the interest of shareholders of the Company is prejudiced by any breach of laws, administrative regulations or provisions of the Articles of Association by any director or senior management of the Company, shareholders may institute litigation at the People's Court.	~~Article 55~~Article 46 If the interest of shareholders of the Company is prejudiced by any breach of laws, administrative regulations or provisions of the Articles of Association by any director or senior management of the Company, shareholders may institute litigation at the People's Court.
Article 56 Holders of ordinary shares of the Company shall assume the following obligations: (1) To comply with the Articles of Association; (2) To pay subscription monies according to the number of shares subscribed and the method of subscription; (3) Not to withdraw from holding shares unless as required by the laws and regulations; (4) Not to abuse the rights of shareholders to damage the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liability of shareholders to impair the interest of creditors of the Company; where the Company or other shareholders suffer any losses resulting from a shareholder's abuse of its rights, such shareholder shall be responsible for compensation according to the laws; where a shareholder of the Company abuses the independence of the Company as a legal person and the limited liability of shareholders so as to evade the obligation of repayment of debts, which materially damages the interests of creditors of the Company, such shareholder shall bear the joint and several liability for the debts of the Company;	~~Article 56~~Article 47 Holders of ordinary shares of the Company shall assume the following obligations: (1) To comply with the laws, administrative regulations and the Articles of Association; (2) To pay subscription monies according to the number of shares subscribed and the method of subscription; (3) Not to withdraw from holding shares unless as required by the laws and regulations; (4) Not to abuse the rights of shareholders to damage the interests of the Company or other shareholders; not to abuse the independence of the Company as a legal person and the limited liability of shareholders to impair the interest of creditors of the Company; where the Company or other shareholders suffer any losses resulting from a shareholder's abuse of its rights, such shareholder shall be responsible for compensation according to the laws; where a shareholder of the Company abuses the independence of the Company as a legal person and the limited liability of shareholders so as to evade the obligation of repayment of debts, which materially damages the interests of creditors of the Company, such shareholder shall bear the joint and several liability for the debts of the Company;

The current Articles of Association	Amended Articles of Association
(5) To assume other obligations as required by the laws, administrative regulations and the Articles of Association. Shareholders are not obliged to make any additional contribution to the share capital other than the conditions as agreed with the subscriber of the relevant shares on subscription.	(5) To assume other obligations as required by the laws, administrative regulations and the Articles of Association. ~~Shareholders are not obliged to make any additional contribution to the share capital other than the conditions as agreed with the subscriber of the relevant shares on subscription.~~
Article 57 Where a shareholder who holds more than 5% of voting shares pledges his shares, he shall report it to the Company in writing on the date of pledge.	~~Article 57~~Article 48 Where a shareholder who holds more than 5% of voting shares pledges his shares, he shall report it to the Company in writing on the date of pledge.
Article 58 The Controlling Shareholders (as defined in Article 60) and beneficial controllers of the Company shall not take advantage of its connected relationship to impair the Company's interest. Any of such shareholders or controllers who violate this provision and cause losses to the Company shall be liable for damages. The Controlling Shareholders and beneficial controllers of the Company have fiduciary duties toward the Company and its public shareholders. The Controlling Shareholders shall exercise its rights as an investor in strict compliance with the laws. The Controlling Shareholders shall not jeopardize the lawful interests of the Company and its public shareholders by way of profit appropriation, asset restructuring, external investments, funds appropriation and provision of guarantee for loans, nor shall they jeopardize the interests of the Company and its public shareholders by taking advantage of its controlling position.	~~Article 58~~Article 49 The Controlling Shareholders (as defined in Article ~~60~~51) and beneficial controllers of the Company shall not take advantage of its connected relationship to impair the Company's interest. Any of such shareholders or controllers who violate this provision and cause losses to the Company shall be liable for damages. The Controlling Shareholders and beneficial controllers of the Company have fiduciary duties toward the Company and its public shareholders. The Controlling Shareholders shall exercise its rights as an investor in strict compliance with the laws. The Controlling Shareholders shall not jeopardize the lawful interests of the Company and its public shareholders by way of profit appropriation, asset restructuring, external investments, funds appropriation and provision of guarantee for loans, nor shall they jeopardize the interests of the Company and its public shareholders by taking advantage of its controlling position.
Article 59 In addition to obligations imposed by the laws, administrative regulations or required by the listing rules of the stock exchange(s) on which the shares of the Company are listed, a Controlling Shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company: (1) to relieve a director or supervisor of his duty to act honestly in the best interest of the Company;	~~Article 59~~Article 50 In addition to obligations imposed by the laws, administrative regulations or required by the listing rules of the stock exchange(s) on which the shares of the Company are listed, a Controlling Shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company: (1) to relieve a director or supervisor of his duty to act honestly in the best interest of the Company;

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(2) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets by any means, including (without limitation) opportunities advantageous to the Company; (3) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for the restructuring of the Company submitted to the general meeting of shareholders for approval in accordance with the Articles of Association.	(2) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the Company's assets by any means, including (without limitation) opportunities advantageous to the Company; (3) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for the restructuring of the Company submitted to the general meeting of shareholders for approval in accordance with the Articles of Association.
Article 60 The term "Controlling Shareholder" referred to in the Articles of Association means a person who satisfies any one of the following conditions: (1) a person who, acting alone or in concert with others, has the power to elect more than half of the directors; (2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company; (3) a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company; (4) a person who, acting alone or in concert with others, has become the largest shareholder of the Company; (5) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.	~~Article 60~~<u>Article 51</u> The term "Controlling Shareholder" referred to in the Articles of Association means a person who satisfies any one of the following conditions: (1) a person who, acting alone or in concert with others, has the power to elect more than half of the directors; (2) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company; (3) a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company; (4) a person who, acting alone or in concert with others, has become the largest shareholder of the Company; (5) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.
CHAPTER 8 SHAREHOLDERS' GENERAL MEETINGS	**CHAPTER ~~8~~<u>7</u> SHAREHOLDERS' GENERAL MEETINGS**
Article 61 The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.	~~Article 61~~<u>Article 52</u> The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.

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Article 62 The general meeting shall discharge the following functions and duties: … (10) To resolve on matters over the issue of debentures, any kind of shares, warrants or other similar securities by the Company; … (16) To consider and approve the share incentive scheme; … Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings shall be considered at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized at general meetings whenever necessary and reasonable to make decisions within its scope of authorization as delegated at general meetings on matters relating to the resolutions which have not been approved at the general meeting. …	~~Article 62~~Article 53 The general meeting shall discharge the following functions and duties: … (10) To resolve on matters over the issue of debentures, any kind of shares, warrants or other similar securities by the Company; the annual general meeting of the Company may authorize the board of directors to decide the issuance of shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization shall expire on the convention date of the annual general meeting for the next year and is subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory and supervisory authorities in the place where the shares of the Company are listed; … (16) To consider and approve the share incentive scheme and employee stock option plans; … Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings shall be considered at general meetings and shall not be delegated through authorization to the board of directors or any other institution or individual, so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized at general meetings whenever necessary and reasonable to make decisions within its scope of authorization as delegated at general meetings on matters relating to the resolutions which have not been approved at the general meeting. …

The current Articles of Association	Amended Articles of Association
Article 63 The following external guarantees of the Company shall be considered and approved at general meetings. (1) Any guarantee provided after the aggregate amount of external guarantees provided by the Company and its controlling subsidiaries equals or exceeds 50% of the latest audited net assets; (2) The aggregate amount of external guarantees on a cumulative basis for 12 consecutive months exceeds 50% of the latest audited net assets; (3) Any guarantee provided after the aggregate amount of external guarantees provided by the Company equals to or exceeds 30% of the latest audited total assets; (4) The aggregate amount of external guarantees on a cumulative basis for 12 consecutive months exceeds 30% of the latest audited total assets; (5) Guarantees provided to any guaranteed party whose debt-asset ratio exceeds 70%; (6) Any individual guarantee of an amount exceeding 10% of the latest audited net assets; (7) Guarantees provided to the Company's shareholders, beneficial controllers and their related parties.	~~Article 63~~Article 54 The following external guarantees of the Company shall be considered and approved at general meetings. (1) Any guarantee provided after the aggregate amount of external guarantees provided by the Company and its controlling subsidiaries equals or exceeds 50% of the latest audited net assets; ~~(2) The aggregate amount of external guarantees on a cumulative basis for 12 consecutive months exceeds 50% of the latest audited net assets;~~ (~~3~~2) Any guarantee provided after the aggregate amount of external guarantees provided by the Company ~~equals to or~~and its controlling subsidiaries exceeds 30% of the latest audited total assets; (~~4~~3) The aggregate amount of external guarantees on a cumulative basis for 12 consecutive months exceeds 30% of the latest audited total assets; (~~5~~4) Guarantees provided to any guaranteed party whose debt-asset ratio exceeds 70%; (~~6~~5) Any individual guarantee of an amount exceeding 10% of the latest audited net assets; (~~7~~6) Guarantees provided to the Company's shareholders, beneficial controllers and their related parties.
Article 64 Unless under special circumstances such as crisis, without the prior approval of shareholders granted at general meetings, the Company shall not enter into any contract with any party other than the directors, supervisors, president and other senior management members of the Company in relation to the authorization of such party to manage all or a material part of the Company's business.	~~Article 64~~Article 55 Unless under special circumstances such as crisis, without the prior approval of shareholders granted at general meetings, the Company shall not enter into any contract with any party other than the directors, supervisors, ~~president~~general manager and other senior management members of the Company in relation to the authorization of such party to manage all or a material part of the Company's business.

The current Articles of Association	Amended Articles of Association
Article 65 General meetings include annual general meetings and extraordinary general meetings. General meetings are organized and convened by the board of directors. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year. …	~~Article 65~~Article 56 General meetings include annual general meetings and extraordinary general meetings. General meetings are organized and convened by the board of directors. The annual general meeting is held once a year, and shall take place within six months after the end of the previous accounting year. …
Article 66 The Company convenes its shareholders' general meeting at its registered address or other venue as set forth in the notice of general meeting. A venue shall be set for the shareholders' general meeting which shall be convened on- site. If the Company intends to convene the general meeting via internet for shareholders' convenience, the time of and procedures for voting via internet and the procedure for identification of shareholders shall be set forth in the notice of general meeting. Any shareholders who participate in the meeting in the aforesaid manner shall be deemed as present. Online internet voting is not applicable to the holders of H Shares.	~~Article 66~~Article 57 The Company convenes its shareholders' general meeting at its registered address or other venue as set forth in the notice of general meeting. A venue shall be set for the shareholders' general meeting which shall be convened on- site. If the Company intends to convene the general meeting via internet for shareholders' convenience, the time of and procedures for voting via internet and the procedure for identification of shareholders shall be set forth in the notice of general meeting. Any shareholders who participate in the meeting in the aforesaid manner shall be deemed as present. Online internet voting is not applicable to the holders of H Shares.
Article 67 When convening an annual general meeting, the Company shall notify the date, venue, and agenda of the meeting to all shareholders 20 business days prior to the convening of the meeting in written form or in any other manners as prescribed by the Articles of Association. When convening an extraordinary general meeting, the Company Shareholders who shall notify shareholders 10 business days or 15 days (whichever is longer) prior to the date of the meeting in written form or in any other manners as prescribed by the Articles of Association. When calculating the number of days for the issuance of notices of general meetings, neither the intended day of the meeting, nor the day the relevant notice is issued shall be included in the number of days of advance notice required. Business day refers to the day on which the Hong Kong Stock Exchange is open for securities trading	~~Article 67~~Article 58 When convening an annual general meeting, the Company shall notify the date, venue, and agenda of the meeting to all shareholders ~~20 business~~21 days prior to the convening of the meeting in written form or in any other manners as prescribed by the Articles of Association. When convening an extraordinary general meeting, the Company Shareholders who shall notify shareholders ~~10 business days or~~ 15 days ~~(whichever is longer)~~ prior to the date of the meeting in written form or in any other manners as prescribed by the Articles of Association. When calculating the number of days for the issuance of notices of general meetings, neither the intended day of the meeting, nor the day the relevant notice is issued shall be included in the number of days of advance notice required. ~~Business day refers to the day on which the Hong Kong Stock Exchange is open for securities trading~~

The current Articles of Association	Amended Articles of Association
Article 68 Where the Company convenes the shareholders' general meeting, the board of directors, supervisory board and the shareholder(s) holding, alone or in aggregate, 3% or more of the total shares of the Company shall be entitled to put forward resolutions to the Company. …	~~Article 68~~Article 59 Where the Company convenes the shareholders' general meeting, the board of directors, supervisory board and the shareholder(s) holding, alone or in aggregate, 3% or more of the total shares of the Company shall be entitled to put forward resolutions to the Company. …
Article 69 Resolutions not set out in the notice of general meeting or not complying with sub-clause (4) of Article 68 of the Articles of Association shall not be voted on or resolved at the general meeting.	~~Article 69~~Article 60 Resolutions not set out in the notice of general meeting or not complying with sub-clause (4) of Article ~~68~~59 of the Articles of Association shall not be voted on or resolved at the general meeting.
Article 70 Notice of the general meeting shall fulfill the following requirements: (1) be in writing or in other forms as prescribed in the Articles of Association; (2) specify the place, date and time of the meeting; (3) state the matters to be discussed at the meeting; (4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained; (5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president (manager) and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their	~~Article 70~~Article 61 Notice of the general meeting shall fulfill the following requirements: (1) be in writing or in other forms as prescribed in the Articles of Association; (2) specify the place, date and time of the meeting; (3) state the matters to be discussed at the meeting; ~~(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;~~ ~~(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president (manager) and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their~~

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capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;	~~capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;~~
(6) contain the full text of any special resolution to be proposed at the meeting;	~~(6)~~ ~~contain the full text of any special resolution to be proposed at the meeting;~~
(7) explain in prominent plain text that all shareholders are entitled to attend and vote at the general meeting and appoint one proxy (who may or may not be a shareholder of the Company) or more to attend and vote on his behalf at the general meeting;	(~~7~~4) explain in prominent plain text that all shareholders are entitled to attend and vote at the general meeting and appoint ~~one proxy (who may or may not be a shareholder of the Company~~proxy(ies) or more to attend and vote on his behalf at the general meeting;
(8) state the date of registration of equity entitlements for shareholders having the right to attend the general meeting;	(~~8~~5) state the date of registration of equity entitlements for shareholders having the right to attend the general meeting;
(9) specify the time and place for lodging proxy forms for the relevant meeting; and	(~~9~~6) specify the time and place for lodging proxy forms for the relevant meeting; ~~and~~
(10) state the names and contact telephone numbers of the contact persons in connection with the meeting.	(7) the voting time and procedure of the internet or any other means; and (~~10~~8) state the names and contact telephone numbers of the contact persons in connection with the meeting.
Article 71 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of general meeting shall adequately disclose the particulars of the director or supervisor candidates, which shall at least include: …	~~Article 71~~Article 62 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of general meeting shall adequately disclose the particulars of the director or supervisor candidates, which shall at least include: …
Article 72 … For holders of A Shares, notices of general meetings may also be given by way of announcements. Such notices shall be published on newspaper(s) as designated by the competent securities regulatory authority of the State Council within the period specified under notification period requirements in relation to convening of general meetings in Article 67 of the Articles of	~~Article 72~~Article 63 … For holders of A Shares, notices of general meetings may also be given by way of announcements. Such notices shall be published on newspaper(s) as designated by the ~~competent securities regulatory authority of the State Council~~China Securities Regulatory Commission within the period specified under notification period requirements in relation to convening of general meetings in Article ~~67~~58 of the Articles of Association.

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Association. Holders of A Shares will be deemed as having been notified of the relevant general meeting as soon as the relevant notice is published.	Holders of A Shares will be deemed as having been notified of the relevant general meeting as soon as the relevant notice is published.
Article 73 After the issue of the notice of general meeting, the general meeting shall not be postponed or cancelled and the resolutions set forth in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the general meeting, the convener shall make an announcement and give the reasons therefor at least two working days prior to the original date for convening the general meeting.	~~Article 73~~Article 64 After the issue of the notice of general meeting, the general meeting shall not be postponed or cancelled and the resolutions set forth in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the general meeting, the convener shall make an announcement and give the reasons therefor at least two working days prior to the original date for convening the general meeting.
Article 74 The accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.	~~Article 74~~Article 65 The accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.
Article 75 All shareholders whose names appear in the register of members on the record date or their proxies shall be entitled to attend and vote at the general meeting in accordance with the relevant laws, regulations and the Articles of Association. Any shareholders entitled to attend and vote at the general meeting shall be entitled to appoint one or more proxies (who may or may not be a shareholder of the Company) to attend and vote on his behalf at the general meeting. The proxy or proxies may exercise the following rights according to the instructions of the shareholder: (1) the right of the shareholder to speak at the general meeting; (2) the right to demand a poll alone or jointly with others; (3) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.	~~Article 75~~Article 66 All shareholders whose names appear in the register of members on the record date or their proxies shall be entitled to attend and vote at the general meeting in accordance with the relevant laws, regulations and the Articles of Association. Any shareholders entitled to attend and vote at the general meeting shall be entitled to appoint one or more proxies (who may or may not be a shareholder of the Company) to attend and vote on his behalf at the general meeting. ~~The proxy or proxies may exercise the following rights according to the instructions of the shareholder:~~ ~~(1) the right of the shareholder to speak at the general meeting;~~ ~~(2) the right to demand a poll alone or jointly with others;~~ ~~(3) unless otherwise required by the applicable securities listing rules or other securities laws and regulations, the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.~~

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If the said shareholder is a recognized clearing house (or its nominee), the shareholder may authorize one or more suitable persons to act as its representative(s) at any shareholders' general meeting or at any class meeting; however, if more than one person are authorized, the power of attorney shall clearly indicate the number and types of the shares involved with the said authorization. The persons with such authorization may represent the recognized clearing house (or its nominee) to exercise the rights, as if they were individual shareholders of the Company.	If the said shareholder is a recognized clearing house (or its nominee), the shareholder may authorize one or more suitable persons to act as its representative(s) at any shareholders' general meeting~~ or at any class meeting~~; however, if more than one person are authorized, the power of attorney shall clearly indicate the number and types of the shares involved with the said authorization. The persons with such authorization may represent the recognized clearing house (or its nominee) to exercise the rights, as if they were individual shareholders of the Company.
Article 76 The instrument appointing a proxy must be in writing and signed by the shareholder or his attorney duly authorized in writing; for corporate shareholder, the proxy must be affixed with the common seal or signed by its director or attorney or officer duly authorized in writing. The letter of authorization shall contain the number of the shares to be represented by the attorney. If several persons are authorized as the attorney of the shareholder, the letter of authorization shall specify the number of the shares to be represented by each attorney.	~~Article 76~~Article 67 The instrument appointing a proxy must be in writing and signed by the shareholder or his attorney duly authorized in writing; for corporate shareholder, the proxy must be affixed with the common seal or signed by its director or attorney or officer duly authorized in writing. The letter of authorization shall contain the number of the shares to be represented by the attorney. If several persons are authorized as the attorney of the shareholder, the letter of authorization shall specify the number of the shares to be represented by each attorney.
Article 77 Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making organ to act as its representative may attend the general meeting of the Company as a representative of the appointer.	~~Article 77~~Article 68 ~~Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting.~~ Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting. Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the board of directors or other decision-making organ to act as its representative may attend the general meeting of the Company as a representative of the appointer.

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Article 78 The proxy form issued to shareholders by the board of directors of the Company for the appointment of proxies shall enable shareholders to freely instruct their proxies to vote for or against any resolution or abstain from voting, and give separate instructions in respect of the matters to be resolved under each subject. The form of proxy shall contain a statement that a proxy may vote at his own discretion in the absence of specific instructions from the shareholder. The Company is entitled to ask the proxy who represents an individual shareholder to attend the shareholders' general meeting to provide his identification document. In the case a corporate shareholder appoints its representative to attend the meeting, the Company is entitled to ask the representative to provide his identification document and the copy of the resolution or the power of attorney which has been notarized (other than a recognized clearing house or its nominee).	~~Article 78~~Article 69 The proxy form issued to shareholders by the board of directors of the Company for the appointment of proxies shall enable shareholders to freely instruct their proxies to vote for or against any resolution or abstain from voting, and give separate instructions in respect of the matters to be resolved under each subject. The form of proxy shall contain a statement that ~~a proxy may vote at his own discretion~~ in the absence of specific instructions from the shareholder, whether a proxy may vote at his own discretion. The Company is entitled to ask the proxy who represents an individual shareholder to attend the shareholders' general meeting to provide his identification document. Individual shareholders who attend the meeting in person shall produce their identity cards or other valid proof or evidence of their identities and stock account cards, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders. For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and the powers of attorney issued by such legal representatives according to the laws. In the case a corporate shareholder appoints its representative to attend the meeting (deemed to be present in person), the Company is entitled to ask the representative to provide his identification document and the copy of the resolution or the power of attorney which has been notarized (other than a recognized clearing house or its nominee).
Article 79 Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall	Delete

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remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.	
Article 80 The board of directors, independent (non- executive) directors and the shareholders who have fulfilled the relevant conditions may collect voting rights from shareholders of the Company at general meetings. The public collection of the voting rights of shareholders of a listed company shall be in compliance with the requirements of the relevant regulatory authority and the stock exchange(s) on which the shares of the Company are listed.	~~Article 80~~Article 70 The board of directors, independent (non- executive) directors and the shareholders who have fulfilled the relevant conditions may collect voting rights from shareholders of the Company at general meetings. The public collection of the voting rights of shareholders of a listed company shall be in compliance with the requirements of the relevant regulatory authority and the stock exchange(s) on which the shares of the Company are listed.
Article 81 The record of attendance of the meeting shall be prepared by the Company. Such record shall set forth the information such as name of the attendee (or the name of entity), identity card number, residential address, the number of voting shares held or represented and name of the person being appointed (or the name of entity).	~~Article 81~~Article 71 The record of attendance of the meeting shall be prepared by the Company. Such record shall set forth the information such as name of the attendee (or the name of entity), identity card number, residential address, the number of voting shares held or represented and name of the person being appointed (or the name of entity).
Article 82 The convener and the lawyer engaged by the Company shall jointly verify the legality of the qualifications of shareholders and register their names and the number of the voting shares held by them respectively based on the register of members provided by the securities registration and clearing institution. The registration of the meeting shall be closed prior to the chairperson's announcement of the number of shareholders and proxies present in person and the total number of voting shares held by them.	~~Article 82~~Article 72 The convener and the lawyer engaged by the Company shall jointly verify the legality of the qualifications of shareholders and register their names and the number of the voting shares held by them respectively based on the register of members provided by the securities registration and clearing institution. The registration of the meeting shall be closed prior to the chairperson's announcement of the number of shareholders and proxies present in person and the total number of voting shares held by them.
Article 83 All directors, supervisors and board secretary shall attend general meetings of the Company, and the president and other senior management shall be present at the meetings.	~~Article 83~~Article 73 All directors, supervisors and board secretary shall attend general meetings of the Company, and the ~~president~~general manager and other senior management shall be present at the meetings.
Article 84 The Company shall formulate the rules of procedures for general meetings to stipulate the convening and voting procedures of general meetings, which shall cover the requirements for notification, registration, consideration of proposals, voting, counting of ballots, announcement of voting result, formation of	~~Article 84~~Article 74 The Company shall formulate the rules of procedures for general meetings to stipulate the convening and voting procedures of general meetings, which shall cover the requirements for notification, registration, consideration of proposals, voting, counting of ballots, announcement of voting result, formation of

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resolution, minutes of meeting and signing thereof and announcement as well as the principle and scope of authorization of the board of directors at general meetings. The rules of procedures for general meetings are annexed to the Articles of Association and shall be formulated by the board of directors and approved at the general meeting.	resolution, minutes of meeting and signing thereof and announcement as well as the principle and scope of authorization of the board of directors at general meetings. The rules of procedures for general meetings are annexed to the Articles of Association and shall be formulated by the board of directors and approved at the general meeting.
Article 85 The board of directors and supervisory board shall report their work for the preceding year at the annual general meeting. Every independent (non-executive) director shall also deliver a report of his work.	~~Article 85~~Article 75 The board of directors and supervisory board shall report their work for the preceding year at the annual general meeting. Every independent (non-executive) director shall also deliver a report of his work.
Article 86 Directors, supervisors and senior management shall give explanations in relation to the inquiries and suggestions made by shareholders at the general meeting.	~~Article 86~~Article 76 Directors, supervisors and senior management shall give explanations in relation to the inquiries and suggestions made by shareholders at the general meeting.
Article 87 The chairperson of the meeting shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of voting shares held by them. The number of attending shareholders and their proxies and the total number of voting shares held by them shall be based on the register of the meeting.	~~Article 87~~Article 77 The chairperson of the meeting shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of voting shares held by them. The number of attending shareholders and their proxies and the total number of voting shares held by them shall be based on the register of the meeting.
Article 88 The convener shall ensure that the general meeting will be held until final resolutions are arrived at. Where the general meeting is interrupted or no resolution is reached at the meeting due to force majeure or for other special reasons, immediate action shall be taken to resume the general meeting as soon as possible or directly close the general meeting and promptly make an announcement. Meanwhile, the convener shall report the case to the competent authority pursuant to the relevant requirements.	~~Article 88~~Article 78 The convener shall ensure that the general meeting will be held until final resolutions are arrived at. Where the general meeting is interrupted or no resolution is reached at the meeting due to force majeure or for other special reasons, immediate action shall be taken to resume the general meeting as soon as possible or directly close the general meeting and promptly make an announcement. Meanwhile, the convener shall report the case to the competent authority pursuant to the relevant requirements.
Article 89 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. Any ordinary resolutions proposed at general meetings shall be passed by a simple majority of the votes of the shareholders (including proxies thereof) attending the general meeting.	~~Article 89~~Article 79 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions. Any ordinary resolutions proposed at general meetings shall be passed by a simple majority of the valid votes of the shareholders (including proxies thereof) attending the general meeting.

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Any special resolutions proposed at general meetings shall be passed by more than two- thirds of the votes of shareholders (including proxies thereof) attending the general meeting.	Any special resolutions proposed at general meetings shall be passed by more than two- thirds of the valid votes of shareholders (including proxies thereof) attending the general meeting.
Article 90 Shareholders (or their proxies) shall exercise their voting rights which relate to the voting shares represented by them when voting at a general meeting. Each share shall carry one vote. The Company has no voting right for the shares it holds, which shall be excluded from the total number of voting shares represented by the shareholders present at the general meeting. …	~~Article 90~~Article 80 Shareholders (or their proxies) shall exercise their voting rights which relate to the voting shares represented by them when voting at a general meeting. Each share shall carry one vote. The Company has no voting right for the shares it holds, which shall be excluded from the total number of voting shares represented by the shareholders present at the general meeting. …
Article 91 Connected shareholders shall not vote on any matters relating to connected transactions at general meetings. The voting shares represented by such connected shareholders shall not be counted in the total number of valid votes; the voting result of non-connected shareholders shall be adequately disclosed in the announcement on the resolutions passed at the general meeting.	~~Article 91~~Article 81 Connected shareholders shall not vote on any matters relating to connected transactions at general meetings. The voting shares represented by such connected shareholders shall not be counted in the total number of valid votes; the voting result of non-connected shareholders shall be adequately disclosed in the announcement on the resolutions passed at the general meeting.
Article 92 At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded by the following persons before or after deciding on a show of hands: (1) the chairman of the meeting; (2) at least two shareholders entitled to vote or their proxies; or (3) one or more shareholders (including proxies) individually or jointly holding more than 10% (inclusive) of the voting shares represented by all shareholders present at the meeting. Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour for or against such resolution at the meeting.	Delete

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The demand for a poll may be withdrawn by the person who makes such demand.	
Article 93 A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the chairman may decide, and the meeting may proceed to discuss other matters, while the results of the poll shall still be deemed to be a resolution of that meeting.	Delete
Article 94 Shareholders attending general meetings shall express one of the following opinions on any resolution to be voted on: for, against or abstention. Blank, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention".	~~Article 94~~Article 82 Shareholders attending general meetings shall express one of the following opinions on any resolution to be voted on: for, against or abstention. Blank, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention".
Article 95 On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.	Delete
Article 96 When the number of votes for and against a resolution is equal, whether the vote is taken by show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.	Delete
Article 97 List of director or supervisor candidates shall be tabled at the general meeting by different sets of resolutions according to its groups, namely candidates of independent directors, candidates of shareholder representative directors and candidates of shareholder representative supervisors for consideration and voting. …	~~Article 97~~Article 83 List of director or supervisor candidates shall be tabled at the general meeting by different sets of resolutions according to its groups, namely candidates of independent directors, candidates of shareholder representative directors and candidates of shareholder representative supervisors for consideration and voting. …

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Article 98 No amendment shall be made to any resolution when it is considered at a general meeting. Any amendments of a resolution shall be deemed as a new resolution and shall not be voted on at the current general meeting.	~~Article 98~~Article 84 No amendment shall be made to any resolution when it is considered at a general meeting. Any amendments of a resolution shall be deemed as a new resolution and shall not be voted on at the current general meeting.
Article 99 Save for resolutions to be voted on under the cumulative voting system, all resolutions shall be resolved on a one-by-one basis when voted at the general meeting. In the event that more than one resolution is proposed on the same matter, such resolutions shall be voted on and resolved in chronological order according to the time they were submitted. Unless the general meeting is adjourned or no resolution is made for special reasons such as force majeure, voting of such resolutions shall neither be set aside nor refused for voting at the general meeting.	~~Article 99~~Article 85 Save for resolutions to be voted on under the cumulative voting system, all resolutions shall be resolved on a one-by-one basis when voted at the general meeting. In the event that more than one resolution is proposed on the same matter, such resolutions shall be voted on and resolved in chronological order according to the time they were submitted. Unless the general meeting is adjourned or no resolution is made for special reasons such as force majeure, voting of such resolutions shall neither be set aside nor refused for voting at the general meeting.
Article 100 The voting right of the same share shall only be exercised once by way of on-site voting, online internet voting or other means of voting. In the case of repeated voting of the same share, only the first vote is valid.	~~Article 100~~Article 86 The voting right of the same share shall only be exercised once by way of on-site voting, online internet voting or other means of voting. In the case of repeated voting of the same share, only the first vote is valid.
Article 101 Voting shall be made by open ballot at general meetings.	~~Article 101~~Article 87 Voting shall be made by open ballot at general meetings.
Article 102 Prior to voting on any proposal at general meetings, two representatives of the shareholders shall be elected to participate in the counting and scrutinizing of votes. In the event that the matters considered are related to the interests of any shareholders, such shareholders or their proxies shall not participate in the counting and scrutinizing of votes. …	~~Article 102~~Article 88 Prior to voting on any proposal at general meetings, two representatives of the shareholders shall be elected to participate in the counting and scrutinizing of votes. In the event that the matters considered are related to the interests of any shareholders, such shareholders or their proxies shall not participate in the counting and scrutinizing of votes. …
Article 103 The closing time for on-site general meeting shall not be earlier than that of online internet or through other means. The chairman of the meeting shall announce the state of voting and results of each of the resolutions, and announce whether or not they are approved according to the voting results. …	~~Article 103~~Article 89 The closing time for on-site general meeting shall not be earlier than that of online internet or through other means. The chairman of the meeting shall announce the state of voting and results of each of the resolutions, and announce whether or not they are approved according to the voting results. …

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Article 104 The following matters shall be approved by way of ordinary resolution at shareholders' general meeting: … (5) The Company's annual financial report; and (6) Matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.	~~Article 104~~Article 90 The following matters shall be approved by way of ordinary resolution at shareholders' general meeting: … ~~(5) The Company's annual financial report; and~~ (~~6~~5) Matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.
Article 105 The following matters shall be approved by way of special resolution at shareholders' general meetings: (1) Increase or reduction in the Company's share capital and issue of any class of shares, warrants and other similar securities; (2) Issue of debentures of the Company; (3) Division, merger, dissolution or liquidation of the Company or otherwise change of the Company's form; (4) Amendments to the Articles of Association; (5) Acquisition or disposal of significant assets or provision of guarantee in an amount exceeding 30% of the latest audited total assets of the Company; (6) Share incentive scheme; (7) Other matters required to be approved by way of special resolution according to the laws, administrative regulations and the Articles of Association, and other matters approved in a general meeting by way of ordinary resolution that are of great significance to the Company and needed to be approved by way of special resolution.	~~Article 105~~Article 91 The following matters shall be approved by way of special resolution at shareholders' general meetings: (1) Increase or reduction in the Company's share capital and issue of any class of shares, warrants and other similar securities; ~~(2) Issue of debentures of the Company;~~ (~~3~~2) Division, merger, dissolution or liquidation of the Company or otherwise change of the Company's form; (~~4~~3) Amendments to the Articles of Association; (~~5~~4) Acquisition or disposal of significant assets or provision of guarantee in an amount exceeding 30% of the latest audited total assets of the Company; (~~6~~5) Share incentive scheme; (~~7~~6) Other matters required to be approved by way of special resolution according to the laws, administrative regulations and the Articles of Association, and other matters approved in a general meeting by way of ordinary resolution that are of great significance to the Company and needed to be approved by way of special resolution.

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Article 106 When significant matters affecting the interests of minority investors are considered at a general meeting, the votes cast by the minority investors shall be counted separately. The results of such separate vote counting shall be disclosed to the public in a timely manner.	~~Article 106~~Article 92 When significant matters affecting the interests of minority investors are considered at a general meeting, the votes cast by the minority investors shall be counted separately. The results of such separate vote counting shall be disclosed to the public in a timely manner.
Article 107 Shareholders demanding an extraordinary general meeting of shareholders or class meeting shall abide by the following procedures: (1) Two or more shareholders individually or collectively holding more than Mandatory ten percent of the shares carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the board of directors to convene an extraordinary general meeting or a class shareholders' meeting. The board of directors shall within ten days after receipt of such written requisition(s) issue a written feedback stating whether to convene the extraordinary general meeting or class shareholders' meeting or not. Where the board of directors agrees to convene the extraordinary general meeting or class shareholders' meeting, a notice of convening the general meeting or class shareholders' meeting will be issued within five days after the resolution has been made by the board of directors. Where there is any modification to the original requisition(s) in the notice, prior consent of the relevant shareholders shall be obtained. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s) by the shareholders; …	~~Article 107~~Article 93 Shareholders demanding an extraordinary general meeting of shareholders~~ or class meeting ~~shall abide by the following procedures: (1) Two or more shareholders individually or collectively holding more than Mandatory ten percent of the shares (on a one vote per share basis) carrying voting rights at the meeting to be convened may, by signing one or more counterpart written requisition(s) stating the object of the meeting, require the board of directors to convene an extraordinary general meeting~~ or a class shareholders' meeting~~. The board of directors shall within ten days after receipt of such written requisition(s) issue a written feedback stating whether to convene the extraordinary general meeting or ~~class shareholders' meeting or~~ not. Where the board of directors agrees to convene the extraordinary general meeting~~ or class shareholders' meeting~~, a notice of convening the general meeting ~~or class shareholders' meeting~~ will be issued within five days after the resolution has been made by the board of directors. Where there is any modification to the original requisition(s) in the notice, prior consent of the relevant shareholders shall be obtained. The shareholdings referred to above shall be calculated as at the date of the delivery of the written requisition(s) by the shareholders; …
Article 108 Independent (non-executive) directors may request the board of directors to convene an extraordinary general meeting. Regarding the request of the independent (non-executive) director to convene an extraordinary general meeting, the board of	~~Article 108~~Article 94 Independent (non-executive) directors may request the board of directors to convene an extraordinary general meeting. Regarding the request of the independent (non-executive) director to convene an extraordinary general meeting, the board of directors shall,

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directors shall, pursuant to the relevant laws, administrative regulations and the Articles of Association, give a written feedback within ten days after receipt of the request on whether to convene the extraordinary general meeting or not. …	pursuant to the relevant laws, administrative regulations and the Articles of Association, give a written feedback within ten days after receipt of the request on whether to convene the extraordinary general meeting or not. …
Article 109 The supervisory board shall have the right to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to the relevant laws, administrative regulations and the Articles of Association, give a written feedback within ten days after receipt of the proposal on whether to convene the extraordinary general meeting or not. …	~~Article 109~~Article 95 The supervisory board shall have the right to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to the relevant laws, administrative regulations and the Articles of Association, give a written feedback within ten days after receipt of the proposal on whether to convene the extraordinary general meeting or not. …
Article 110 Where the supervisory board or the shareholders decide to convene the meeting on its/their own accord, they shall notify the board of directors in writing and report to the relevant authorities in accordance with the applicable requirements. …	~~Article 110~~Article 96 Where the supervisory board or the shareholders decide to convene the meeting on its/their own accord, they shall notify the board of directors in writing and report to the relevant authorities in accordance with the applicable requirements. …
Article 111 The board of directors and the board secretary shall cooperate with respect to the convening of a general meeting by the supervisory board or the shareholders on their own accord. The board of directors shall provide the register of members as of the record date.	~~Article 111~~Article 97 The board of directors and the board secretary shall cooperate with respect to the convening of a general meeting by the supervisory board or the shareholders on their own accord. The board of directors shall provide the register of members as of the record date.
Article 112 All reasonable costs arising out of the meetings convened by shareholders or the supervisory board shall be borne by the Company and deducted from the amount payable by the Company to the director who has breached his duties.	~~Article 112~~Article 98 All reasonable costs arising out of the meetings convened by shareholders or the supervisory board shall be borne by the Company and deducted from the amount payable by the Company to the director who has breached his duties.
Article 113 A shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors; where the chairman is unable or not to perform his	~~Article 113~~Article 99 A shareholders' general meeting shall be convened by the board of directors and presided over by the chairman of the board of directors; where the chairman is unable or not to perform his

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duties, the vice chairman of the board of directors (and if the Company has two or more vice chairmen, such meetings shall be presided over by the vice chairman jointly elected by more than one-half of the directors) shall preside over the meeting; where the Company does not have any vice chairman or the vice chairman is unable or not to perform such duties, a director shall be jointly elected by more than one-half of the directors to preside over the meeting. Where no such director can be elected by more than one-half of the directors to preside over the meeting, the shareholders present at the meeting may elect a person to act as the chairman; if, for any reasons, the shareholders fail to elect a chairman, the shareholder (or his proxy or proxies) who is present and holding the largest number of voting shares shall act as the chairman of the meeting. …	duties, the vice chairman of the board of directors (and if the Company has two or more vice chairmen, such meetings shall be presided over by the vice chairman jointly elected by more than one-half of the directors) shall preside over the meeting; where the Company does not have any vice chairman or the vice chairman is unable or not to perform such duties, a director shall be jointly elected by more than one-half of the directors to preside over the meeting. Where no such director can be elected by more than one-half of the directors to preside over the meeting, the shareholders present at the meeting may elect a person to act as the chairman; if, for any reasons, the shareholders fail to elect a chairman, the shareholder (or his proxy or proxies) who is present and holding the largest number of voting shares shall act as the chairman of the meeting. …
Article 114 The chairman of the meeting shall determine whether or not a resolution of the shareholders' general meeting is passed. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.	Delete
Article 115 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to vote, he may have the votes counted. In the event that the chairman of the meeting does not have the votes counted, any shareholder or proxy present at the meeting objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.	Delete
Article 116 If ballots are counted at a general meeting, the counting result shall be recorded in the minutes of the meeting. The minutes of general meeting shall be signed by the chairman of the meeting, the directors, supervisors, board secretary and convener or its representative. The minutes of the meeting together with the book of signatures of attending shareholders and	~~Article 116~~Article 100 ~~If ballots are counted at a general meeting, the counting result shall be recorded in the minutes of the meeting.~~ The minutes of general meeting shall be signed by the chairman of the meeting, the directors, supervisors, board secretary and convener or its representative. The minutes of the meeting together with the book of signatures of attending shareholders and

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forms of proxy and valid information on the votes casted via online internet and by other means shall be kept at the domicile of the Company for a period of not less than ten years.	forms of proxy and valid information on the votes casted via online internet and by other means shall be kept at the domicile of the Company for a period of not less than ten years.
Article 117 Minutes of general meetings shall be kept by the board secretary. The minutes of meeting shall set forth: … (2) Names of the chairman and the directors, supervisors, president and other senior management present at or attending the meeting; …	~~Article 117~~Article 101 Minutes of general meetings shall be kept by the board secretary. The minutes of meeting shall set forth: … (2) Names of the chairman and the directors, supervisors, ~~president~~general manager and other senior management present at or attending the meeting; …
Article 118 Copies of the minutes of the meeting shall be available for inspection during business hours of the Company by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within seven days after receipt of reasonable charges.	Delete
Article 119 An announcement on the resolutions passed at a general meeting shall be issued by the Company in accordance with the applicable laws and regulations and the relevant requirements of the stock exchange(s) on which the Company's shares are listed. Such announcement shall set forth the number of shareholders or their proxies present at the meeting, the total number of voting shares held by them and as a percentage of the total number of voting shares of the Company, the way of voting, voting result of each resolution and the particulars of each resolution passed.	~~Article 119~~Article 102 An announcement on the resolutions passed at a general meeting shall be issued by the Company in accordance with the applicable laws and regulations and the relevant requirements of the stock exchange(s) on which the Company's shares are listed. Such announcement shall set forth the number of shareholders or their proxies present at the meeting, the total number of voting shares held by them and as a percentage of the total number of voting shares of the Company, the way of voting, voting result of each resolution and the particulars of each resolution passed.
Article 120 Where a resolution has not been passed or a resolution approved at the preceding general meeting has been altered at the current general meeting, a special notice shall be given in the announcement on the resolutions passed at the general meeting.	~~Article 120~~Article 103 Where a resolution has not been passed or a resolution approved at the preceding general meeting has been altered at the current general meeting, a special notice shall be given in the announcement on the resolutions passed at the general meeting.

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Article 121 Where a resolution on election of directors or supervisors is passed at a general meeting, the date of appointment of the directors or supervisors so elected shall be the date of being elected.	~~Article 121~~Article 104 Where a resolution on election of directors or supervisors is passed at a general meeting, the date of appointment of the directors or supervisors so elected shall be the date of being elected.
Article 122 Where any resolution concerning cash dividends, bonus issue or capitalization of capital reserve fund is passed at a general meeting, the Company shall implement the specific proposals within two months upon conclusion of the meeting.	~~Article 122~~Article 105 Where any resolution concerning cash dividends, bonus issue or capitalization of capital reserve fund is passed at a general meeting, the Company shall implement the specific proposals within two months upon conclusion of the meeting.
Article 123 The Company will engage legal counsels to issue legal opinions and publish an announcement on the following issues for the purpose of the general meeting: …	~~Article 123~~Article 106 The Company will engage legal counsels to issue legal opinions and publish an announcement on the following issues for the purpose of the general meeting: …
CHAPTER 9 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	Delete
Article 124 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of the laws, administrative regulations and the Articles of Association.	Delete
Article 125 Any variation or abrogation of the rights of any class of shareholders proposed by the Company may only come into effect upon the passing of a special resolution at a shareholders' general meeting and approval by the affected shareholders of that class at a separate meeting held in accordance with Articles 126 to 131 hereof.	Delete
Article 126 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:	Delete

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(1) to increase or reduce the number of shares of a particular class, or increase or reduce the number of shares of another class having rights on voting, distribution or other privileges equal or superior to those of the shares of such class; (2) to effect an exchange of all or part of shares of such class into shares of other classes, or to effect an exchange or grant a right of exchange of all or part of the shares of other classes into shares of such class; (3) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class; (4) to reduce or remove the priority rights to dividend or distribution of property on liquidation attached to shares of such class; (5) to add, remove or reduce the rights to conversion, options, voting, transfer, preferential allotment and acquisition of securities of the Company attached to shares of such class; (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class; (7) to create a new class of shares having rights on voting, distribution or other privileges equal or superior to those of the shares of such class; (8) to restrict the transfer of ownership of the shares of such class or impose more restrictions; (9) to issue subscription rights or share conversion rights for shares of such class or other classes; (10) to increase the rights and privileges of shares of other classes; (11) to restructure the Company where the proposed restructuring scheme will result in different classes of shareholders bearing a disproportionate burden of obligations in such restructuring;	

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(12) to vary or abrogate the terms provided in this Chapter.	
Article 127 The affected class shareholders, regardless of whether they are entitled to vote at general meetings, shall be entitled to cast vote on the matters relating to clauses (2) to (8) and (11) to (12) of Article 126 at the class shareholders' general meeting, provided that the interested shareholders shall have no right to vote at such class shareholders' general meeting. The interested shareholders referred to in the preceding paragraph shall mean: (1) In the event of a repurchase of shares by the Company by way of a repurchase offer to all shareholders of the Company in proportion to their respective shareholdings or through public trading on a stock exchange pursuant to Article 26 hereof, an "Interested Shareholder" shall be a Controlling Shareholder as defined in Article 59 hereof; (2) In the event of a repurchase of shares by the Company under an off- market agreement pursuant to Article 26 hereof, an "Interested Shareholder" shall be a shareholder relating to such agreement; (3) In the event of restructuring of the Company, an "Interested Shareholder" shall be a shareholder who assumes a relatively lower level of obligation than that of any other shareholders of the same class or who has an interest different from that of any other shareholders of the same class.	Delete
Article 128 A resolution of the class meeting shall be passed in accordance with Article 126 hereof by shareholders present at the meeting representing not less than two-thirds of voting rights.	Delete
Article 129 Notice of a class meeting (in written form or in other forms as prescribed by the Articles of Association) setting out the agenda, date and venue of a class general meeting must be given to all holders of that particular class of shares whose names appear in	Delete

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the register of members within the period specified under notification period requirements in relation to convening of general meetings in Article 67 of the Articles of Association.	
Article 130 Notices of class meetings only need to be served on shareholders entitled to vote thereat. The procedures for convening the class meeting shall be similar to those for convening the shareholders' general meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a shareholders' general meeting shall apply to the class meeting.	Delete
Article 131 Apart from the holders of other classes of shares, holders of A Shares and H Shares are deemed as shareholders of different classes. No special voting procedures for class shareholders shall be applied in the following circumstances: (1) As approved by way of a special resolution at a general meeting, the Company issues, either separately or concurrently, A Shares and H Shares in every twelve months and the respective number of A Shares and H Shares proposed to be issued do not exceed twenty per cent of the total number of A Shares and H Shares then in issue respectively; or (2) The Company's proposal for issuing A Shares and H Shares upon its establishment is completed within 15 months from the date of approval of the competent securities regulatory authority of the State Council.	Delete
CHAPTER 10 THE PARTY COMMITTEE	**CHAPTER 8~~10~~ THE PARTY COMMITTEE**
Article 132 In accordance with the provisions of the Party Constitution, the Company sets up an organization under the Communist Party of China, which shall play a leading role and carry out the tasks by providing direction, managing the overall situation and ensuring implementation of policies or measures, support the general meeting, Board meeting, meetings of the Supervisors, senior	~~Article 132~~Article 107 In accordance with the provisions of the Party Constitution, the Company sets up an organization under the Communist Party of China, which shall play a leading role and carry out the tasks by providing direction, managing the overall situation and ensuring implementation of policies or measures, support the general meeting, Board meeting, meetings of the Supervisors, senior

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management to perform their duties in compliance of laws and regulations and support the work implementation following the staff and workers representative meeting.	management to perform their duties in compliance of laws and regulations and support the work implementation following the staff and workers representative meeting.
Article 133 The Company established the working institutions under the Communist Party and allocate for them with adequate working staff to undertake the business of the Communist Party and secure the tasks of the Communist Party organizations and provide the funding for the activities.	~~Article 133~~Article 108 The Company established the working institutions under the Communist Party and allocate for them with adequate working staff to undertake the business of the Communist Party and secure the tasks of the Communist Party organizations and provide the funding for the activities.
Article 134 The Company set up the Party Committee. The Party Committee has designated one secretary and a certain number of other members of the Party Committee. In principle, the office for the Chairman or Party Committee Secretary shall be served by one person. The Company has designated a Deputy Party Committee Secretary to be mainly responsible for the development work of the Party Committee of the Company. Qualified members of the Party Committee may join the Board, Supervisory Board and senior management, while the qualified Communist Party members serving the Board, Supervisory Board and senior management may join the Party Committee according to the relevant regulations and procedures. At the same time, the Company sets up the Committee for Discipline Inspection (the "CDI") of the Communist Party according to the requirements.	~~Article 134~~Article 109 The Company set up the Party Committee. The Party Committee has designated one secretary and a certain number of other members of the Party Committee. In principle, the office for the Chairman or Party Committee Secretary shall be served by one person. The Company has designated a Deputy Party Committee Secretary to be mainly responsible for the development work of the Party Committee of the Company. Qualified members of the Party Committee may join the Board, Supervisory Board and senior management, while the qualified Communist Party members serving the Board, Supervisory Board and senior management may join the Party Committee according to the relevant regulations and procedures. At the same time, the Company sets up the Committee for Discipline Inspection (the "CDI") of the Communist Party according to the requirements.
Article 135 The Party Committee of the Company shall perform duties in accordance with the Party Constitution and other internal regulations of the Communist Party. …	~~Article 135~~Article 110 The Party Committee of the Company shall perform duties in accordance with the Party Constitution and other internal regulations of the Communist Party. …
Article 136 When making decisions on significant matters of the Company, the Board shall seek advice from the Party Committee of the Company.	~~Article 136~~Article 111 When making decisions on significant matters of the Company, the Board shall seek advice from the Party Committee of the Company.
Article 137 During corporate reform and development, the Company shall insist on simultaneous planning of Communist Party development, simultaneous establishment of Community Party	~~Article 137~~Article 112 During corporate reform and development, the Company shall insist on simultaneous planning of Communist Party development, simultaneous establishment of Community Party organizations

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organizations and working organs, simultaneous allocation of person-in-charge of the Communist Party organization and staff for Communist Party affairs as well as simultaneous proceeding of Communist Party development, so as to allow docking between systems, between mechanisms, between policies and between work.	and working organs, simultaneous allocation of person-in-charge of the Communist Party organization and staff for Communist Party affairs as well as simultaneous proceeding of Communist Party development, so as to allow docking between systems, between mechanisms, between policies and between work.
Article 138 The Company shall provide necessary conditions for the work and activities for mass organizations such as the trade union and Communist Youth League.	~~Article 138~~Article 113 The Company shall provide necessary conditions for the work and activities for mass organizations such as the trade union and Communist Youth League.
CHAPTER 11 BOARD OF DIRECTORS	**CHAPTER ~~11~~9 BOARD OF DIRECTORS**
Article 139 Directors who are natural persons are not required to hold any shares of the Company. … The Company has appointed independent (non-executive) directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter 14 of the Articles of Association shall be applicable to independent (non-executive) directors. …	~~Article 139~~Article 114 Directors who are natural persons are not required to hold any shares of the Company. … The Company has appointed independent (non-executive) directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter ~~14~~13 of the Articles of Association shall be applicable to independent (non-executive) directors. …
Article 140 The nomination of candidates for directorship is generally put forward at the general meeting of the Company by way of resolution. … The intention to nominate a candidate as a director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company on or after the date of issue of the notice of the relevant shareholders' general meeting but not later than seven days prior to the date of convening such shareholders' general meeting. The period for such nomination and acceptance of nomination shall not be less than seven days.	~~Article 140~~Article 115 The nomination of candidates for directorship is generally put forward at the general meeting of the Company by way of resolution. … ~~The intention to nominate a candidate as a director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company on or after the date of issue of the notice of the relevant shareholders' general meeting but not later than seven days prior to the date of convening such shareholders' general meeting. The period for such nomination and acceptance of nomination shall not be less than seven days.~~

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The Company will disclose the profiles, reasons for election and views of candidates on nomination in the notice of general meeting.	~~The Company will disclose the profiles, reasons for election and views of candidates on nomination in the notice of general meeting.~~
Article 141 Resolutions at a general meeting of the Company in respect of the election of directors shall be voted and passed under the cumulative voting system, under which if more than two directors are to be elected at the general meeting, every share held by the shareholders entitled to cast votes shall carry as many voting rights as the number of directors to be elected, and such shareholder may concentrate his voting rights on one director candidate or distribute his voting rights among several director candidates.	~~Article 141~~Article 116 Resolutions at a general meeting of the Company in respect of the election of directors shall be voted and passed under the cumulative voting system, under which if more than two directors are to be elected at the general meeting, every share held by the shareholders entitled to cast votes shall carry as many voting rights as the number of directors to be elected, and such shareholder may concentrate his voting rights on one director candidate or distribute his voting rights among several director candidates.
Article 142 Directors may tender resignation prior to the expiry of the term of office. A written resignation report shall be tendered to the board of directors by a director who intends to resign. …	~~Article 142~~Article 117 Directors may tender resignation prior to the expiry of the term of office. A written resignation report shall be tendered to the board of directors by a director who intends to resign. …
Article 143 Any director who has withdrawn from his office on his own without authorization prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss. …	~~Article 143~~Article 118 Any director who has withdrawn from his office on his own without authorization prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss. …
Article 144 If the term of office of a director expires but re-election is not made forthwith, or the members of the board of directors fall below the quorum resulting from the resignation of a director during his term of office, the said director shall continue performing the duties as director pursuant to the relevant laws, administrative regulations and the Articles of Association until a new director is elected.	~~Article 144~~Article 119 If the term of office of a director expires but re-election is not made forthwith, or the members of the board of directors fall below the quorum resulting from the resignation of a director during his term of office, the said director shall continue performing the duties as director pursuant to the relevant laws, administrative regulations and the Articles of Association until a new director is elected.
Article 145 The Company shall form the board of directors consisting of eleven directors, one of whom shall be appointed as the chairman and two may be appointed as vice chairmen. At least one-third of	~~Article 145~~Article 120 The Company shall form the board of directors consisting of eleven directors, one of whom shall be appointed as the chairman and two may be appointed as vice chairmen. At least one-third of

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the board of the members of the directors shall be independent (non- executive) directors and, in any event, the number of independent (non- executive) directors shall not be less than 3 persons. Representative of employees of the Company is eligible to be elected as a member of the board of directors. …	the board of the members of the directors shall be independent (non- executive) directors and, in any event, the number of independent (non- executive) directors shall not be less than 3 persons. Representative of employees of the Company is eligible to be elected as a member of the board of directors. …
Article 146 The rules of procedures shall be formulated by the board of directors to ensure the implementation of the resolutions passed at general meetings by the board of directors, enhance work efficiency and ensure that the decision making process is scientific.	~~Article 146~~Article 121 The rules of procedures shall be formulated by the board of directors to ensure the implementation of the resolutions passed at general meetings by the board of directors, enhance work efficiency and ensure that the decision making process is scientific.
Article 147 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions: … (13) To appoint or dismiss the Company's president and board secretary; and based on the nomination by the president, to appoint or dismiss the vice presidents, financial controller, general legal counsel and other senior management of the Company and decide on the matters relating to their remuneration and reward and punishment; … (18) To receive the work report of the general president of the Company and review his work; … Other than the matters mentioned in clauses (6), (8) and (15) above which are required to be resolved by more than two-thirds of all directors, the matters mentioned above shall be resolved by more than one-half of all directors (clause (9) above shall be approved by more than two-thirds of directors present in a meeting). The board of directors shall perform its duties in	~~Article 147~~Article 122 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions: … (13) To appoint or dismiss the Company's ~~president~~general manager and board secretary; and based on the nomination by the ~~president~~general manager, to appoint or dismiss the vice ~~president~~general managers, financial controller, general legal counsel and other senior management of the Company and decide on the matters relating to their remuneration and reward and punishment; … (18) To receive the work report of the ~~president~~general manager of the Company and review his work; ~~Other than the matters mentioned in clauses (6), (8) and (15) above which are required to be resolved by more than two thirds of all directors, the~~The matters mentioned above shall be resolved by more than one-half of all directors (clause (9) above shall be approved by more than two-thirds of directors present in a meeting). The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the

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accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' general meeting.	Articles of Association and resolutions of the shareholders' general meeting.
Article 148 The board of directors shall establish special committees, such as strategic committee, audit committee, remuneration and nomination committee and other special committees which the directors deem necessary. Each of the designated committees, under the leadership of the board of directors, shall provide recommendation and advices to the board of directors. Special committees shall be accountable to the Board and perform their responsibilities in accordance with the Articles of Association and the authorization of the Board. Proposals by special committees shall be submitted to the Board for determination. Special committees shall comprise directors only. The audit committee shall comprise non- executive directors only and chaired by an independent (non-executive) director and the chairman of the audit committee shall be an accounting professional, whereas the remuneration and nomination committee shall comprise mostly of and be chaired by independent (non-executive) directors. The Board shall be responsible for formulating the rules of work of the special committees and regulating the operation of the special committees.	~~Article 148~~Article 123 The board of directors shall establish special committees, such as strategic committee, audit committee, remuneration and nomination committee and other special committees which the directors deem necessary. Each of the designated committees, under the leadership of the board of directors, shall provide recommendation and advices to the board of directors. Special committees shall be accountable to the Board and perform their responsibilities in accordance with the Articles of Association and the authorization of the Board. Proposals by special committees shall be submitted to the Board for determination. Special committees shall comprise directors only. The audit committee shall comprise non- executive directors only and chaired by an independent (non-executive) director and the chairman of the audit committee shall be an accounting professional, whereas the remuneration and nomination committee shall comprise mostly of and be chaired by independent (non-executive) directors. The Board shall be responsible for formulating the rules of work of the special committees and regulating the operation of the special committees.
Article 149 Without the provisions of the Articles of Association or legal authorization given by the board of directors, no director shall act on behalf of the Company or the board of directors in his own name. If a director acts in his own name, and a third party would reasonably believe that such director acts on behalf of the Company or the board of directors, such director shall declare his standpoint and identity before taking any action.	~~Article 149~~Article 124 Without the provisions of the Articles of Association or legal authorization given by the board of directors, no director shall act on behalf of the Company or the board of directors in his own name. If a director acts in his own name, and a third party would reasonably believe that such director acts on behalf of the Company or the board of directors, such director shall declare his standpoint and identity before taking any action.
Article 150 Unless otherwise required by the laws and regulations or rules of listing of the stock exchanges on which the Company's shares are listed, the Company's investment in other corporate and the provision of guarantee(s) for third parties shall be resolved by the board of directors. However, the guarantees which are required to be considered and approved at general meetings under Article 62 shall be resolved and approved at general meetings. …	~~Article 150~~Article 125 Unless otherwise required by the laws and regulations or rules of listing of the stock exchanges on which the Company's shares are listed, the Company's investment in other corporate and the provision of guarantee(s) for third parties shall be resolved by the board of directors. However, the guarantees which are required to be considered and approved at general meetings under Article ~~62~~54 shall be resolved and approved at general meetings. …

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Article 151 The board of directors shall define the approval authority and establish stringent examination and decision-making procedures in relation to external investments, acquisition and disposal of assets, pledges of assets, external guarantees, entrustment of financial management and connected transactions. Specialists or professionals shall be engaged to conduct assessments on any major investment projects, and report the results at general meetings for consideration and approval.	~~Article 151~~Article 126 The board of directors shall define the approval authority and establish stringent examination and decision-making procedures in relation to external investments, acquisition and disposal of assets, pledges of assets, external guarantees, entrustment of financial management and connected transactions. Specialists or professionals shall be engaged to conduct assessments on any major investment projects, and report the results at general meetings for consideration and approval.
Article 152 In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with the value of fixed assets disposed within four month before the proposed disposal, exceeds 33% of the value of fixed assets set out in the latest balance sheet considered by the shareholders' general meeting, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the shareholders' general meeting. The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including the provision of guarantees with fixed assets. The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.	Delete
Article 153 The chairman of the board of directors is entitled to the following powers and functions: (1) to preside over shareholders' general meetings and to convene and preside over board meetings; … (5) to propose the nomination for the Company's president and board secretary; …	~~Article 153~~Article 127 The chairman of the board of directors is entitled to the following powers and functions: (1) to preside over shareholders' general meetings and to convene and preside over board meetings; … (5) to propose the nomination for the Company's ~~president~~general manager and board secretary; …

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Article 154 The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be dispatched to all directors, supervisors and the president at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be given to all directors, supervisors and the president. … (6) demanded by the president. …	~~Article 154~~Article 128 The board of directors shall hold at least four regular meetings each year. Board meeting shall be convened by the chairman of the board of directors. Notice of meeting will be dispatched to all directors, supervisors and the ~~president~~general manager at least fourteen days before the meeting is held. The requirement on the notice period is not applicable to extraordinary board meetings, but a reasonable notice should be given to all directors, supervisors and the ~~president~~general manager. … (6) demanded by the ~~president~~general manager. …
Article 155 Notice for convening the board meeting and extraordinary meeting of the board of directors shall be served as follows: written notices of meetings stamped with the seal of the board of directors shall be delivered to all directors, supervisors and president by way of direct delivery in person or by e-mail or facsimile. Delivery by e-mail or facsimile shall also be confirmed by telephone and being recorded. Notice for regular board meetings shall be served fourteen days prior to the holding of the meeting while the requirement of notice period is not applicable to extraordinary board meetings, but reasonable notice should also be given to all directors, supervisors and the president. …	~~Article 155~~Article 129 Notice for convening the board meeting and extraordinary meeting of the board of directors shall be served as follows: written notices of meetings stamped with the seal of the board of directors shall be delivered to all directors, supervisors and ~~president~~general manager by way of direct delivery in person or by e-mail or facsimile. ~~Delivery by e-mail or facsimile shall also be confirmed by telephone and being recorded.~~ Notice for regular board meetings shall be served fourteen days prior to the holding of the meeting while the requirement of notice period is not applicable to extraordinary board meetings, but reasonable notice should also be given to all directors, supervisors and the ~~president~~general manager. …
Article 156 Notice of board meeting shall include the following information: (1) The date and venue of the meeting; (2) The duration of the meeting; (3) Matters and objects to be discussed; (4) The date of the notice.	~~Article 156~~Article 130 Notice of board meeting shall include the following information: (1) The date and venue of the meeting; (2) The duration of the meeting; (3) Matters and objects to be discussed; (4) The date of the notice.

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Article 157 The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article 150 hereof). Each director shall have a ballot for voting. Resolutions of the board of directors shall be passed by more than half of all directors, unless otherwise required by the Articles of Association. In case of equal division of votes, the chairman of the board of directors is entitled to a casting vote. …	~~Article 157~~Article 131 The quorum of the board meeting shall be more than half of the directors (including those entrusted to attend the meeting under Article ~~150~~132 hereof). Each director shall have a ballot for voting. Resolutions of the board of directors shall be passed by more than half of all directors, unless otherwise required by the Articles of Association. ~~In case of equal division of votes, the chairman of the board of directors is entitled to a casting vote.~~ …
Article 158 Directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he may entrust another director to attend the meeting on his behalf by signing a power of attorney, which shall contain the name of the entrusted director, entrusted matter, scope of authorization and time of validity. …	~~Article 158~~Article 132 Directors shall attend board meetings in person. If a director is unable to attend the meeting in person for any reason, he may entrust another director to attend the meeting on his behalf by signing a power of attorney, which shall contain the name of the entrusted director, entrusted matter, scope of authorization and time of validity. …
Article 159 The board of directors shall keep minutes of resolutions passed at board meetings. The minutes shall be signed by the directors present at the meeting and the board secretary. The minutes of board meetings shall be maintained in corporate archives for a period no less than ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or the Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. …	~~Article 159~~Article 133 The board of directors shall keep minutes of resolutions passed at board meetings. The minutes shall be signed by the directors present at the meeting and the board secretary. The minutes of board meetings shall be maintained in corporate archives for a period no less than ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or the Articles of Association and the Company suffers serious losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability. …

The current Articles of Association	Amended Articles of Association
Article 160 In respect of any matter which needs to be determined by the board of directors at an extraordinary board meeting and where the board of directors has already sent out written notice (including facsimile) of matters to be resolved at such meeting and the number of directors who have signified their consent thereto reaches the required number as set out in the Articles of Association, a valid resolution shall be deemed to be passed and there is no need to convene a board meeting.	~~Article 160~~Article 134 In respect of any matter which needs to be determined by the board of directors at an extraordinary board meeting and where the board of directors has already sent out written notice (including facsimile) of matters to be resolved at such meeting and the number of directors who have signified their consent thereto reaches the required number as set out in the Articles of Association, a valid resolution shall be deemed to be passed and there is no need to convene a board meeting.
Article 161 In principle, the board meeting shall be held at the legal address of the Company, however it can be held in other places inside and outside the PRC as resolved by the board of directors.	~~Article 161~~Article 135 In principle, the board meeting shall be held at the legal address of the Company, however it can be held in other places inside and outside the PRC as resolved by the board of directors.
Article 162 Costs reasonably incurred by directors in attending the board meeting shall be borne by the Company. These costs include cost of transportation between the place of the directors and the venue of the meeting (if different from the place of the directors), accommodation and meal expenses during the period of the meeting and local travelling costs, etc.	~~Article 162~~Article 136 Costs reasonably incurred by directors in attending the board meeting shall be borne by the Company. These costs include cost of transportation between the place of the directors and the venue of the meeting (if different from the place of the directors), accommodation and meal expenses during the period of the meeting and local travelling costs, etc.
Article 163 The general counsel shall attend the Board's meeting and express legal opinions on his own on matters involving legal issues.	~~Article 163~~Article 137 The general counsel shall attend the Board's meeting and express legal opinions on his own on matters involving legal issues.
CHAPTER 12 BOARD SECRETARY	**CHAPTER ~~12~~10 BOARD SECRETARY**
Article 164 The Company shall have a board secretary, who is a senior management member of the Company and shall be accountable to the board of directors.	~~Article 164~~Article 138 The Company shall have a board secretary, who is a senior management member of the Company and shall be accountable to the board of directors.
Article 165 The board secretary of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman and appointed by the board of directors. His/her primary responsibilities are: …	~~Article 165~~Article 139 The board secretary of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be nominated by the chairman and appointed by the board of directors. His/her primary responsibilities are: …

The current Articles of Association	Amended Articles of Association
(2) to ensure the completeness of the constitutional documents and records of the Company; keep and manage the information of shareholders; assist directors in handling their daily work and continuously provide the directors with, remind them of and ensure that they understand the laws and regulations, policies and requirements of the domestic and foreign regulatory authorities concerning the operation of the Company; assist the directors and the president in exercising their powers in compliance with relevant domestic and foreign laws and regulations, the statutes, the Articles of Association and other relevant requirements; … (9) to assist directors and the president in fully complying with the domestic and foreign laws, regulations, the Articles of Association and other related requirements when exercising their functions and powers; upon becoming aware that the Company has passed or may pass resolutions which may breach the relevant requirements, to be obliged to promptly remind the board of directors and is entitled to report the fact to the China Securities Regulatory Commission and other regulatory authorities; (10) to coordinate in providing the necessary information to the Company's supervisory board and other supervising and audit authorities to facilitate the discharge of their supervision duties; assist in carrying out investigation into the performance of the fiduciary duties by chief financial officer, directors and the president of the Company; …	(2) to ensure the completeness of the constitutional documents and records of the Company; keep and manage the information of shareholders; assist directors in handling their daily work and continuously provide the directors with, remind them of and ensure that they understand the laws and regulations, policies and requirements of the domestic and foreign regulatory authorities concerning the operation of the Company; assist the directors and the ~~president~~general manager in exercising their powers in compliance with relevant domestic and foreign laws and regulations, the statutes, the Articles of Association and other relevant requirements; … (9) to assist directors and the ~~president~~general manager in fully complying with the domestic and foreign laws, regulations, the Articles of Association and other related requirements when exercising their functions and powers; upon becoming aware that the Company has passed or may pass resolutions which may breach the relevant requirements, to be obliged to promptly remind the board of directors and is entitled to report the fact to the China Securities Regulatory Commission and other regulatory authorities; (10) to coordinate in providing the necessary information to the Company's supervisory board and other supervising and audit authorities to facilitate the discharge of their supervision duties; assist in carrying out investigation into the performance of the fiduciary duties by chief financial officer, directors and the ~~president~~general manager of the Company; …
Article 166 Directors or other senior management members of the Company may concurrently hold the post of the board secretary. The accountant(s) of the certified public accountants' firm appointed by the Company and the senior management members of the Controlling Shareholders shall not concurrently hold the post of the board secretary. …	~~Article 166~~Article 140 Directors or other senior management members of the Company may concurrently hold the post of the board secretary. The accountant(s) of the certified public accountants' firm appointed by the Company and the senior management members of the Controlling Shareholders shall not concurrently hold the post of the board secretary. …

The current Articles of Association	Amended Articles of Association
CHAPTER 13 PRESIDENT	**CHAPTER ~~13~~11 ~~PRESIDENT~~GENERAL MANAGER**
Article 167 The Company shall have one president who shall be employed and dismissed by the board of directors, and several vice presidents, one financial controller and one general legal counsel who shall be nominated by the president and employed and dismissed by the board of directors. A director may also act as the president, vice president and other members of senior management. The board of directors may determine the board members to act as the president and other senior management members concurrently but the total number of directors who act as the president and other senior management members concurrently shall not account for more than half of the members of the board of directors. The term of office of the president and other senior management members shall be three years and they can be re-appointed.	~~Article 167~~Article 141 The Company shall have one ~~president~~general manager who shall be employed and dismissed by the board of directors, and several vice ~~presidents~~general managers, one financial controller and one general legal counsel who shall be nominated by the ~~president~~general manager and employed and dismissed by the board of directors. A director may also act as the ~~president~~general manager, vice ~~president~~general manager and other members of senior management. The board of directors may determine the board members to act as the ~~president~~general manager and other senior management members concurrently but the total number of directors who act as the presidentgeneral manager and other senior management members concurrently shall not account for more than half of the members of the board of directors. The term of office of the ~~president~~general manager and other senior management members shall be three years and they can be re-appointed.
Article 168 Personnel who holds any administrative positions other than directorship and supervisors in any companies of the Controlling Shareholders of the Company shall not act as senior management of the Company.	~~Article 168~~Article 142 Personnel who holds any administrative positions other than directorship and supervisors in any companies of the Controlling Shareholders of the Company shall not act as senior management of the Company.
Article 169 The president of the Company shall be accountable to the board of directors and exercise the following powers and functions: (6) to propose the appointment or dismissal of the Company's vice presidents, financial controller and general legal counsel; … The vice presidents, the financial controller, the general legal counsel and other members of the senior management shall assist the president.	~~Article 169~~Article 143 The ~~president~~general manager of the Company shall be accountable to the board of directors and exercise the following powers and functions: (6) to propose the appointment or dismissal of the Company's vice ~~president~~general managers, financial controller and general legal counsel; … The vice ~~president~~general managers, the financial controller, the general legal counsel and other members of the senior management shall assist the ~~president~~general manager.

The current Articles of Association	Amended Articles of Association
Article 170 The president of the Company shall attend board meetings. The president who is not a director does not have any voting rights at board meetings.	~~Article 170~~Article 144 The ~~president~~general manager of the Company shall attend board meetings. The ~~president~~general manager who is not a director does not have any voting rights at board meetings.
Article 171 The president shall, in accordance with the requirements of the board of directors or the supervisory board, report to the board of directors or the supervisory board regarding the signing and implementation of major contracts and application of funds. The president shall ensure the truthfulness of such reports.	~~Article 171~~Article 145 The ~~president~~general manager shall, in accordance with the requirements of the board of directors or the supervisory board, report to the board of directors or the supervisory board regarding the signing and implementation of major contracts and application of funds. The ~~president~~general manager shall ensure the truthfulness of such reports.
Article 172 The rules of work for president shall be formulated by the president of the Company and be reported to the board of directors for approval and implementation upon approval.	~~Article 172~~Article 146 The rules of work for ~~president~~general manager shall be formulated by the ~~president~~general manager of the Company and be reported to the board of directors for approval and implementation upon approval.
Article 173 The terms of reference of the rules of work for president shall cover the following aspects: (1) The conditions, procedures and attendees of president's meetings; (2) The respective specific duties of the president and other members of the senior management and the division of such duties; …	~~Article 173~~Article 147 The terms of reference of the rules of work for ~~president~~general manager shall cover the following aspects: (1) The conditions, procedures and attendees of ~~president~~general manager's meetings; (2) The respective specific duties of the ~~president~~general manager and other members of the senior management and the division of such duties; …
Article 174 The president of the Company, in performing his functions and powers, shall act with integrity and diligently and in accordance with the laws, administrative regulations and the Articles of Association. As authorized by the board of directors, the president may exercise part of the powers and functions of the board of directors provided that such authorization shall be in compliance with the laws and regulations of the State and the relevant requirements of the stock exchange(s) on which the Company's shares are listed.	~~Article 174~~Article 148 The ~~president~~general manager of the Company, in performing his functions and powers, shall act with integrity and diligently and in accordance with the laws, administrative regulations and the Articles of Association. As authorized by the board of directors, the ~~president~~general manager may exercise part of the powers and functions of the board of directors provided that such authorization shall be in compliance with the laws and regulations of the State and the relevant requirements of the stock exchange(s) on which the Company's shares are listed.

The current Articles of Association	Amended Articles of Association
Article 175 The president may tender resignation prior to expiry of his term of office. The specific procedures and measures for the resignation of the president shall be provided in the labour contract between the president and the Company.	~~Article 175~~Article 149 The ~~president~~general manager may tender resignation prior to expiry of his term of office. The specific procedures and measures for the resignation of the ~~president~~general manager shall be provided in the labour contract between the ~~president~~general manager and the Company.
CHAPTER 14 SUPREVISORY BOARD	**CHAPTER ~~14~~12 SUPERVISORY BOARD**
Article 176 The Company shall establish a supervisory board.	~~Article 176~~Article 150 The Company shall establish a supervisory board.
Article 177 The supervisory board shall consist of seven supervisors, among whom at least one-third shall be employees' representatives. Supervisors shall have a term of three years and be eligible for re-election upon expiry of the term. The supervisory board shall have one chairman. The appointment and removal of the chairman shall be approved by more than two-thirds of the members of the supervisory board. …	~~Article 177~~Article 151 The supervisory board shall consist of seven supervisors, among whom at least one-third shall be employees' representatives. Supervisors shall have a term of three years and be eligible for re-election upon expiry of the term. The supervisory board shall have one chairman. The appointment and removal of the chairman shall be approved by more than ~~two-thirds~~one-half of the members of the supervisory board. …
Article 178 Supervisors who are not representatives of employees shall be elected and removed at shareholders' general meeting and supervisors who are representatives of employees shall be elected and removed by the employees of the Company democratically and shall represent not less than one-third of the total number of supervisors.	~~Article 178~~Article 152 Supervisors who are not representatives of employees shall be elected and removed at shareholders' general meeting and supervisors who are representatives of employees shall be elected and removed by the employees of the Company democratically and shall represent not less than one-third of the total number of supervisors.
Article 179 The directors, president and other senior management members of the Company shall not assume the position of supervisors.	~~Article 179~~Article 153 The directors, ~~president~~general manager and other senior management members of the Company shall not assume the position of supervisors.
Article 180 The supervisory board shall convene meeting at least twice a year. The meeting shall be convened by the chairman of the supervisory board for at least every six months. Supervisors may propose to convene an extraordinary meeting. Where the chairman of the supervisory board is unable or not to perform	~~Article 180~~Article 154 The supervisory board shall convene meeting at least twice a year. The meeting shall be convened by the chairman of the supervisory board for at least every six months. Supervisors may propose to convene an extraordinary meeting. Where the chairman of the supervisory board is unable or not to perform

The current Articles of Association	Amended Articles of Association
his duties, a supervisor may be elected by more than one-half of the supervisors to convene and preside over the meeting of the supervisory board. Notice of meeting of the supervisory board shall include the following information: (1) The date, venue and duration of the meeting; (2) The matters and objects to be discussed; and (3) The date of the notice.	his duties, a supervisor may be elected by more than one-half of the supervisors to convene and preside over the meeting of the supervisory board. Notice of meeting of the supervisory board shall include the following information: (1) The date, venue and duration of the meeting; (2) The matters and objects to be discussed; and (3) The date of the notice.
Article 181 The supervisory board is accountable to the shareholders' general meeting and exercises the following powers and functions in accordance with the laws: …	~~Article 181~~Article 155 The supervisory board is accountable to the shareholders' general meeting and exercises the following powers and functions in accordance with the laws: …
Article 182 Supervisors shall have the right to request the chairman of the supervisory board to convene an extraordinary meeting with reasonable cause. Notices of meetings of the supervisory board stamped with the seal of the supervisory board shall be given by the staff to all supervisors ten days prior to such meeting by way of direct delivery in person or by mail, facsimile, e-mail or telephone. Indirect delivery shall also be confirmed by telephone and being recorded. The notice shall include the date and venue of the meeting, the duration of the meeting, issues to be discussed at the meeting and the date of issue of the notice. Meetings of the supervisory board shall be held only when over two-thirds of the members are in attendance. Resolutions at the meetings of the supervisory board shall be decided by an open ballot and each supervisor shall have one vote. Supervisors shall attend meetings of the supervisory board in person. If a supervisor is unable to attend the meeting for any reason, he may entrust other supervisors to attend the meeting on his behalf by signing a power of attorney, which shall state the scope of authorization. Resolutions of regular meetings and resolutions of extraordinary meetings of the supervisory board shall all be resolutions of the supervisory board, and shall be passed by over two-thirds of the supervisors by voting.	~~Article 182~~Article 156 Supervisors shall have the right to request the chairman of the supervisory board to convene an extraordinary meeting with reasonable cause. Notices of meetings of the supervisory board stamped with the seal of the supervisory board shall be given by the staff to all supervisors ten days prior to such meeting by way of direct delivery in person or by mail, facsimile, e-mail or telephone. ~~Indirect delivery shall also be confirmed by telephone and being recorded.~~ The notice shall include the date and venue of the meeting, the duration of the meeting, issues to be discussed at the meeting and the date of issue of the notice. Meetings of the supervisory board shall be held only when over ~~two-thirds~~ one-half of the members are in attendance. Resolutions at the meetings of the supervisory board shall be decided by an open ballot and each supervisor shall have one vote. Supervisors shall attend meetings of the supervisory board in person. If a supervisor is unable to attend the meeting for any reason, he may entrust other supervisors to attend the meeting on his behalf by signing a power of attorney, which shall state the scope of authorization. Resolutions of regular meetings and resolutions of extraordinary meetings of the supervisory board shall all be resolutions of the supervisory board, and shall be passed by over ~~two-thirds~~one-half of the supervisors by voting.

The current Articles of Association	Amended Articles of Association
Article 183 The supervisory board shall maintain records of its meetings. The supervisors shall be entitled to make particular illustrative statements regarding their opinions expressed at the meeting recorded in the minutes. The minutes of a meeting shall be signed by the attending supervisors and the person for taking record. Minutes of the meetings of the supervisory board shall be maintained by the board secretary and kept as records of the Company for a period of ten years.	~~Article 183~~Article 157 The supervisory board shall maintain records of its meetings. The supervisors shall be entitled to make particular illustrative statements regarding their opinions expressed at the meeting recorded in the minutes. The minutes of a meeting shall be signed by the attending supervisors and the person for taking record. Minutes of the meetings of the supervisory board shall be maintained by the board secretary and kept as records of the Company for a period of ten years.
Article 184 The supervisory board shall maintain a record for the implementation of the resolutions of the supervisory board meeting. The resolutions of the supervisory board shall be implemented or supervised by designated supervisor. The supervisor so designated shall record the progress on the implementation of the resolution and report to the supervisory board thereon.	Delete
Article 185 Supervisors and the supervisory board shall not be liable for resolutions of the board of directors. However, if the supervisory board considers that the resolution of the board of directors is in violation of the laws, regulations and the Articles of Association or prejudicing the interests of the Company, the supervisory board may resolve to propose re- consideration by the board of directors.	~~Article 185~~Article 158 Supervisors and the supervisory board shall not be liable for resolutions of the board of directors. However, if the supervisory board considers that the resolution of the board of directors is in violation of the laws, regulations and the Articles of Association or prejudicing the interests of the Company, the supervisory board may resolve to propose re- consideration by the board of directors.
Article 186 All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors as required by the supervisory board in discharging its duties shall be borne by the Company. …	~~Article 186~~Article 159 All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors as required by the super visory board in discharging its duties shall be borne by the Company. …
Article 187 Supervisors shall discharge their supervising duties diligently in accordance with the laws, administrative regulations and the Articles of Association. …	~~Article 187~~Article 160 Supervisors shall discharge their supervising duties diligently in accordance with the laws, administrative regulations and the Articles of Association. …

The current Articles of Association	Amended Articles of Association
Article 188 The supervisory board shall formulate rules of procedures for the meetings of the supervisory board, specifying the conduct and voting procedures of meetings, in order to ensure that the work of the supervisory board is efficiency and decision making is scientific.	~~Article 188~~Article 161 The supervisory board shall formulate rules of procedures for the meetings of the supervisory board, specifying the conduct and voting procedures of meetings, in order to ensure that the work of the supervisory board is efficiency and decision making is scientific.
CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, PRESIDENT, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY	**CHAPTER ~~15~~13 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, SUPERVISORS, ~~PRESIDENT~~GENERAL MANAGER, AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY**
Article 189 A person may not serve as a director, supervisor, president, or any other senior management member of the Company if any of the following circumstances applies: … (3) a person who is a former director, factory manager or president (manager) of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;	~~Article 189~~Article 162 A person may not serve as a director, supervisor, ~~president~~ general manager, or any other senior management member of the Company if any of the following circumstances applies: … (3) a person who is a former director, factory manager or ~~president~~general manager ~~(manager)~~ of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;
Article 190 The validity of an act of a director, president and any other senior management member on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any non- compliance behavior in his qualification.	Delete
Article 191 In addition to obligations imposed by the laws, administrative regulations or required by the stock exchange(s) on which the Company's shares are listed, in the exercise of the functions and powers entrusted to him, each of the Company's directors, supervisors, president and other senior management members owes the following obligations to each shareholder: …	~~Article 191~~ Article 163 In addition to obligations imposed by the laws, administrative regulations or required by the stock exchange(s) on which the Company's shares are listed, in the exercise of the functions and powers entrusted to him, each of the Company's directors, supervisors, ~~president~~general manager and other senior management members owes the following obligations to each shareholder: …

The current Articles of Association	Amended Articles of Association
Article 192 Each of the Company's directors, supervisors, president and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	~~Article 192~~Article 164 Each of the Company's directors, supervisors, ~~president~~general manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
Article 193 Each of the Company's directors, supervisors, president and other senior management members shall exercise his powers or carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duties and his interests may be in conflict. This principle includes (without limitation) discharging the following obligations: … (10) not to compete with the Company in any form unless with the consent of shareholders given in general meeting; (11) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide guarantee for the shareholder(s) of the Company or other individual(s) with the Company's assets; (12) not to infringe the interests of the Company by taking advantage of his connected relationship with the Company; and (13) unless otherwise permitted by informed shareholders in general meeting, not to leak out confidential information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if: 1. such disclosure is made under compulsion of law;	~~Article 193~~Article 165 Each of the Company's directors, supervisors, ~~president~~general manager and other senior management members shall exercise his powers or carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duties and his interests may be in conflict. This principle includes (without limitation) discharging the following obligations: … (10) not to operate solely or jointly with others the same business as that which is operated by the Company, not to compete with the Company in any form unless with the consent of shareholders given in general meeting; (11) not~~ to misappropriate the Company's funds or~~ to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's assets and not to provide guarantee for the shareholder(s) of the Company or other individual(s) with the Company's assets; (12) not to infringe the interests of the Company by taking advantage of his connected relationship with the Company; ~~and~~ ~~(13) unless otherwise permitted by informed shareholders in general meeting, not to leak out confidential information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:~~ ~~1. such disclosure is made under compulsion of law;~~

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2. disclosure is required for public interest;	~~2. disclosure is required for public interest;~~
3. disclosure is required for the interests of the relevant director, supervisor, president and other senior management members.	~~3. disclosure is required for the interests of the relevant director, supervisor, president and other senior management members.~~ (13) not to disclose confidential information of the Company without permission.
Article 194 Each director, supervisor, president and other senior management member of the Company shall not cause the following persons or institutions (hereinafter referred to as "associates") to do what he is prohibited from doing: (1) the spouse or minor child of that director, supervisor, president and other senior management member of the Company; (2) a person acting in the capacity of trustee of that director, supervisor, president and other senior management member of the Company or any person referred to in clause (1) of this Article; (3) a person acting in the capacity of partner of that director, supervisor, president and other senior management member of the Company or any person referred to in clauses (1) and (2) of this Article; (4) a company in which that director, supervisor, president and other senior management member of the Company, alone or jointly with one or more persons referred to in clauses (1), (2) and (3) above or other director, supervisor, president and other senior management member of the Company have de facto common controlling interest; and (5) a director, supervisor, president and other senior management member of the company under control referred to in clause (4) of this Article; and (6) any person deemed to be an associate of a director, supervisor, president and other senior management member of the Company under the Hong Kong Listing Rules.	~~Article 194~~Article 166 Each director, supervisor, ~~president~~general manager and other senior management member of the Company shall not cause the following persons or institutions (hereinafter referred to as "associates") to do what he is prohibited from doing: (1) the spouse or minor child of that director, supervisor, ~~president~~general manager and other senior management member of the Company; (2) a person acting in the capacity of trustee of that director, supervisor, ~~president~~general manager and other senior management member of the Company or any person referred to in clause (1) of this Article; (3) a person acting in the capacity of partner of that director, supervisor, ~~president~~general manager and other senior management member of the Company or any person referred to in clauses (1) and (2) of this Article; (4) a company in which that director, supervisor, ~~president~~general manager and other senior management member of the Company, alone or jointly with one or more persons referred to in clauses (1), (2) and (3) above or other director, supervisor, ~~president~~general manager and other senior management member of the Company have de facto common controlling interest; and (5) a director, supervisor, ~~president~~general manager and other senior management member of the company under control referred to in clause (4) of this Article; and (6) any person deemed to be an associate of a director, supervisor, ~~president~~general manager and other senior management member of the Company under the Hong Kong Listing Rules.

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Article 195 The fiduciary duties of a director, supervisor, president and other senior management member of the Company do not necessarily cease with the termination of their tenure. The duty of maintaining confidentiality in relation to trade secrets of the Company shall remain valid upon the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances and conditions under which the relationships between them and the Company are terminated.	~~Article 195~~Article 167 The fiduciary duties of a director, supervisor, ~~president~~general manager and other senior management member of the Company do not necessarily cease with the termination of their tenure. The duty of maintaining confidentiality in relation to trade secrets of the Company shall remain valid upon the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances and conditions under which the relationships between them and the Company are terminated.
Article 196 Any losses suffered by the Company as a result of any violation of the laws, administrative regulations, departmental regulations or the Articles of Association by directors, supervisors, president and other senior management members of the Company in performance of their duties shall be borne by them.	~~Article 196~~Article 168 Any losses suffered by the Company as a result of any violation of the laws, administrative regulations, departmental regulations or the Articles of Association by directors, supervisors, ~~president~~general manager and other senior management members of the Company in performance of their duties shall be borne by them.
Article 197 Except for circumstances prescribed in Article 59, a director, supervisor, president and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.	~~Article 197~~Article 169 Except for circumstances prescribed in Article ~~59~~50, a director, supervisor, ~~president~~general manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.
Article 198 Where a director, supervisor, president and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than the contract of service of the director, supervisor, president and other senior management member with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors under normal circumstances. …	~~Article 198~~Article 170 Where a director, supervisor, ~~president~~general manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than the contract of service of the director, supervisor, ~~president~~general manager and other senior management member with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the board of directors under normal circumstances. …

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Unless the interested director, supervisor, president and other senior management member of the Company discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, president and other senior management member of the Company is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, supervisor, president and other senior management member of the Company is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, president and other senior management member of the Company. A director, supervisor, president and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which a connected person or an associate of that director, supervisor, president (manager) and senior management member is interested.	Unless the interested director, supervisor, ~~president~~general manager and other senior management member of the Company discloses his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, ~~president~~general manager and other senior management member of the Company is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that director, supervisor, ~~president~~general manager and other senior management member of the Company is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, ~~president~~general manager and other senior management member of the Company. A director, supervisor, ~~president~~general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which a connected person or an associate of that director, supervisor, ~~president~~general manager ~~(manager)~~ and senior management member is interested.
Article 199 Where a director, supervisor, president and other senior management member of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding Article of this Chapter to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.	~~Article 199~~Article 171 Where a director, supervisor, ~~president~~general manager and other senior management member of the Company gives to the board of directors a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding Article of this Chapter to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.
Article 200 The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, president and other senior management members of the Company. …	~~Article 200~~Article 172 The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, ~~president~~general manager and other senior management members of the Company. …

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Article 201 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a director, supervisor, president and other senior management member of the Company or of the Company's parent company or any of their respective associates. However, the following transactions are not subject to such prohibition: … (2) the provision by the Company of a loan or guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, president and other senior management members of the Company to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of the engagement contract approved by the shareholders in general meeting; and (3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant director, supervisor, president and other senior management member of the Company or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the provision of guarantee in connection with the making of a loan.	~~Article 201~~Article 173 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a director, supervisor, ~~president~~general manager and other senior management member of the Company or of the Company's parent company or any of their respective associates. However, the following transactions are not subject to such prohibition: … (2) the provision by the Company of a loan or guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, ~~president~~general manager and other senior management members of the Company to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of the engagement contract approved by the shareholders in general meeting; and (3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant director, supervisor, ~~president~~general manager and other senior management member of the Company or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the provision of guarantee in connection with the making of a loan.
Article 202 A loan made by the Company in breach of the provision of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	~~Article 202~~Article 174 A loan made by the Company in breach of the provision of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.
Article 203 A loan guarantee provided by the Company in breach of clause 1 of Article 192 shall not be enforceable against the Company, except that:	~~Article 203~~Article 175 A loan guarantee provided by the Company in breach ~~of clause 1~~ of Article ~~192~~173 shall not be enforceable against the Company, except that:

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(1) the loan was advanced to an associate of any of the directors, supervisors, president and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances; (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	(1) the loan was advanced to an associate of any of the directors, supervisors, ~~president~~general manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances; (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.
Article 204 For the purposes of the foregoing provisions of this Chapter, a guarantee includes the undertaking of responsibility or provision of property to secure the performance of obligations by the obligor.	~~Article 204~~Article 176 For the purposes of the foregoing provisions of this Chapter, a guarantee includes the undertaking of responsibility or provision of property to secure the performance of obligations by the obligor.
Article 205 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, president and other senior management member of the Company is in breach of his duties to the Company, the Company has the right to: (1) claim damages from the director, supervisor, president and other senior management member of the Company in compensation for losses incurred by the Company as a result of such breach; (2) rescind any contract or transaction entered into by the Company with the director, supervisor, president and other senior management member of the Company or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, president and other senior management member of the Company); (3) demand the director, supervisor, president and other senior management member of the Company to surrender the profits made by him as a result of breaching his duties;	~~Article 205~~Article 177 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, ~~president~~general manager and other senior management member of the Company is in breach of his duties to the Company, the Company has the right to: (1) claim damages from the director, supervisor, ~~president~~general manager and other senior management member of the Company in compensation for losses incurred by the Company as a result of such breach; (2) rescind any contract or transaction entered into by the Company with the director, supervisor, ~~president~~general manager and other senior management member of the Company or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, ~~president~~general manager and other senior management member of the Company); (3) demand the director, supervisor, ~~president~~general manager and other senior management member of the Company to surrender the profits made by him as a result of breaching his duties;

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(4) recover any monies received by the director, supervisor, president and other senior management member of the Company which should have been otherwise received by the Company, including (without limitation) commissions; (5) demand payment of the interest earned or which may have been earned by the director, supervisor, president and other senior management member of the Company on the monies that should have been paid to the Company.	(4) recover any monies received by the director, supervisor, ~~president~~general manager and other senior management member of the Company which should have been otherwise received by the Company, including (without limitation) commissions; (5) demand payment of the interest earned or which may have been earned by the director, supervisor, ~~president~~general manager and other senior management member of the Company on the monies that should have been paid to the Company.
Article 206 The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated, including: …	~~Article 206~~Article 178 The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated, including: …
Article 207 The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means: (1) a takeover offer made by any person to all shareholders; or (2) an offer made by any person with a view to the offeror becoming a controlling shareholder within the meaning of Article 60. …	~~Article 207~~Article 179 The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as referred to above means: (1) a takeover offer made by any person to all shareholders; or (2) an offer made by any person with a view to the offeror becoming a controlling shareholder within the meaning of Article ~~60~~51. …

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CHAPTER 16 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION	**CHAPTER ~~16~~14 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION**
Article 208 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.	~~Article 208~~Article 180 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and PRC accounting standards~~ formulated by the finance regulatory department of the State Council~~.
Article 209 At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by certified public accountants in compliance with the law. The fiscal year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.	~~Article 209~~Article 181 The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations. At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by certified public accountants in compliance with the law. The fiscal year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.
Article 210 The board of directors of the Company shall present before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations or directives promulgated by regional government and competent governmental authorities to be prepared by the Company.	~~Article 210~~Article 182 The board of directors of the Company shall present before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations or directives promulgated by regional government and competent governmental authorities to be prepared by the Company.
Article 211 The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter. The Company shall deliver or send to each shareholder of overseas listed foreign shares by prepaid mail the abovementioned reports not later than twenty-one days before the date of every annual general meeting. The address of the recipient shall be the address registered in the register of members. In compliance with the laws and regulations and the listing rules in the jurisdiction in which the Company's shares are listed, the Company may deliver or send the same to the shareholders by posting the same on the websites of the stock	~~Article 211~~Article 183 ~~The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.~~ The Company shall deliver or send to each shareholder of overseas listed foreign shares by prepaid mail the ~~abovementioned~~financial reports referred to in this Chapter not later than twenty-one days before the date of every annual general meeting. The address of the recipient shall be the address registered in the register of members. In compliance with the laws and regulations and the listing rules in the jurisdiction in which the Company's shares are listed, the Company may deliver or send the same to the shareholders by posting the same on the

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exchange and the Company's website or by electronic means, and the Company may not be required to deliver or send the same through the means stated in this Article.	websites of the stock exchange and the Company's website or by electronic means, and the Company may not be required to deliver or send the same through the means stated in this Article.
Article 212 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the accounting standards where the Company's shares are listed overseas. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the notes to the financial statements. When the Company is to distribute its after-tax profits for the accounting year, the lower of the after-tax profits as shown in the two financial statements shall be adopted.	Delete
Article 213 The interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations as well as the international accounting standards or such accounting standards in the place of listing overseas.	Delete
Article 214 The Company shall file with the relevant regulatory authorities its annual financial report within four months after the end of every financial year, interim financial and accounting report within two months from the end of the first six months of the financial year, and quarterly financial and accounting reports within one month after the end of the first three months and nine months of the financial year. …	~~Article 214~~Article 184 The Company shall file with the relevant regulatory authorities its annual financial report within four months after the end of every financial year, interim financial and accounting report within two months from the end of the first six months of the financial year, and quarterly financial and accounting reports within one month after the end of the first three months and nine months of the financial year. …
Article 215 The Company shall not keep accounting books other than those required by law. Assets of the Company will not be deposited into any account opened in the name of an individual.	~~Article 215~~Article 185 The Company shall not keep accounting books other than those required by law. Assets of the Company will not be deposited into any account opened in the name of an individual.

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Article 216 When allocating the after-tax profits of the current year, the Company shall allocate 10% of its profit to the legal reserve fund. In the event that the accumulated legal reserve fund of the Company has reached more than 50% of the registered capital of the Company, no further allocation is required. …	~~Article 216~~Article 186 When allocating the after-tax profits of the current year, the Company shall allocate 10% of its profit to the legal reserve fund. In the event that the accumulated legal reserve fund of the Company has reached more than 50% of the registered capital of the Company, no further allocation is required. …
Article 217 Capital reserve fund includes the following items: (1) premium received when shares are issued at a premium to their par value; (2) other income required to be included in the capital reserve fund by the competent finance department of the State Council.	~~Article 217~~Article 187 Capital reserve fund includes the following items: (1) premium received when shares are issued at a premium to their par value; (2) other income required to be included in the capital reserve fund by the competent finance department of the State Council.
Article 218 The reserve funds of the Company shall be used to make up the losses of the Company, expand its production and operation or increase its capital. However, the capital reserve fund shall not be used to make up any losses of the Company. …	~~Article 218~~Article 188 The reserve funds of the Company shall be used to make up the losses of the Company, expand its production and operation or increase its capital. However, the capital reserve fund shall not be used to make up any losses of the Company. …
Article 219 The basic principles of dividend distribution policy of the Company are: (1) Taking into full account of the investor return, the dividend distributed to the shareholders in the past three years shall be no less than 30% of the average annual distributable profit attributable to shareholders of the listed company realized in the past three years, as recorded in the consolidated financial statements; (2) The Company shall maintain continuity and stability of the dividend distribution policy, and give proper consideration to long-term interests of the Company, the interests of all shareholders as a whole and sustainable development of the Company;	~~Article 219~~Article 189 The basic principles of dividend distribution policy of the Company are: (1) Taking into full account of the investor return, the dividend distributed to the shareholders in the past three years shall be no less than 30% of the average annual distributable profit attributable to shareholders of the listed company realized in the past three years, as recorded in the consolidated financial statements; (2) The Company shall maintain continuity and stability of the dividend distribution policy, and give proper consideration to long-term interests of the Company, the interests of all shareholders as a whole and sustainable development of the Company;

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(3) The Company will give priority to cash dividend.	(3) The Company will give priority to cash dividend.
Article 220 The detailed policies of profits distribution are set out below: (1) The form of distribution: the Company may distribute dividends in cash, in shares, or in a combination of both cash and shares. When the conditions are satisfied, the Company may declare interim dividends. …	~~Article 220~~Article 190 The detailed policies of profits distribution are set out below: (1) The form of distribution: the Company may distribute dividends in cash, in shares, or in a combination of both cash and shares. When the conditions are satisfied, the Company may declare interim dividends. …
Article 221 Review and approval procedure for profit distribution proposal: … (5) If the Company decides not to distribute cash dividend due to special circumstances stipulated in Article 211, the board of directors shall provide a special explanation on matters relating to the detailed reasons, the exact purpose of the retained proceeds and estimated return on investment. After the independent directors express opinion, the special explanation shall be submitted to the shareholders' general meeting for review and approval, and disclosed on the media designated by the Company.	~~Article 221~~Article 191 Review and approval procedure for profit distribution proposal: … (5) If the Company decides not to distribute cash dividend due to special circumstances stipulated in Article ~~211~~190, the board of directors shall provide a special explanation on matters relating to the detailed reasons, the exact purpose of the retained proceeds and estimated return on investment. After the independent directors express opinion, the special explanation shall be submitted to the shareholders' general meeting for review and approval, and disclosed on the media designated by the Company.
Article 222 Implementation of profit distribution: Subsequent to the passing of the resolution in respect of the profit distribution plan by the shareholders' general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months from the date of the shareholders' general meeting. Dividends and other distributions declared by the Company to holders of domestic shares shall be declared and denominated in renminbi, and paid in renminbi. Dividends and other distributions declared by the Company to holders of foreign shares shall be declared and denominated in renminbi, and paid in foreign currency. The exchange rate shall be based on the average middle exchange rate of the relevant foreign currency against renminbi	~~Article 222~~Article 192 ~~Implementation of profit distribution:~~ Subsequent to the passing of the resolution in respect of the profit distribution plan by the shareholders' general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months from the date of the shareholders' general meeting. Dividends and other distributions declared by the Company to holders of domestic shares shall be declared and denominated in renminbi, and paid in renminbi. Dividends and other distributions declared by the Company to holders of foreign shares shall be declared and denominated in renminbi~~, and paid in foreign currency~~. ~~The~~If the exchange rate shall be based on the average middle exchange rate of the relevant foreign currency against

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announced by the People's Bank of China over the five working days preceding the date on which such dividends or other distribution are declared. Foreign currencies payable by the Company to holders of foreign shares shall be obtained pursuant to relevant State regulations on the administration of foreign exchange.	renminbi announced by the People's Bank of China over the five working days preceding the date on which such dividends or other distribution are declared. Foreign currencies payable by the Company to holders of foreign shares shall be obtained pursuant to relevant State regulations on the administration of foreign exchange.
Article 223 Adjustment of profit distribution policies: In case of war, natural disasters and other force majeure, or the changes in external operating environment which significantly affect the Company's production and operation, or significant changes in the Company's own operation status, the Company may adjust its profit distribution policies. …	~~Article 223~~Article 193 Adjustment of profit distribution policies: In case of war, natural disasters and other force majeure, or the changes in external operating environment which significantly affect the Company's production and operation, or significant changes in the Company's own operation status, the Company may adjust its profit distribution policies. …
Article 224 The Company shall appoint a receiving agent for holders of overseas listed foreign shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares. … The receiving agent appointed by the Company for H Shareholders shall be a trust company registered under the Trustee Ordinance of Hong Kong. The Company has the right to terminate the despatch of dividend warrants to holders of overseas listed foreign shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is, for the first time, undelivered to the addressee and returned, the Company may also exercise such right. In connection with exercising the authority to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms the physical loss of the original warrants.	~~Article 224~~Article 194 The Company shall appoint a receiving agent for holders of overseas listed foreign shares. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas listed foreign shares. … ~~The receiving agent appointed by the Company for H Shareholders shall be a trust company registered under the Trustee Ordinance of Hong Kong.~~ ~~The Company has the right to terminate the despatch of dividend warrants to holders of overseas listed foreign shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is, for the first time, undelivered to the addressee and returned, the Company may also exercise such right.~~ ~~In connection with exercising the authority to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms the physical loss of the original warrants.~~

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The Company has the right to sell, in such manner as the board of directors thinks fit, any shares of an overseas listed foreign shareholder who is untraceable, subject to the following conditions: (1) the Company has distributed dividends for at least 3 times to such shares within 12 years, but none of such dividends was claimed; and (2) The Company, after the termination of the 12 year period, made public announcement on the newspaper(s) at the jurisdiction where the Company is listed, stating its intention to sell such shares, and notified the stock exchange(s) on which such shares are listed. The board of directors may, for the interests of the Company, invest the dividend which is unclaimed for one year after the date on which the dividend is declared by the Company or apply such dividend for other purposes. In compliance with the relevant laws and regulations of the PRC, the Company can forfeit the rights to the unclaimed dividends of shareholders if such dividend has not been claimed for over six years after the distribution was declared. Any amount paid up in advance of calls on any of the Company's shares may carry interest but shall not entitle the holder of such share(s) to the dividend subsequently declared.	~~The Company has the right to sell, in such manner as the board of directors thinks fit, any shares of an overseas listed foreign shareholder who is untraceable, subject to the following conditions:~~ ~~(1) the Company has distributed dividends for at least 3 times to such shares within 12 years, but none of such dividends was claimed; and~~ ~~(2) The Company, after the termination of the 12 year period, made public announcement on the newspaper(s) at the jurisdiction where the Company is listed, stating its intention to sell such shares, and notified the stock exchange(s) on which such shares are listed.~~ ~~The board of directors may, for the interests of the Company, invest the dividend which is unclaimed for one year after the date on which the dividend is declared by the Company or apply such dividend for other purposes. In compliance with the relevant laws and regulations of the PRC, the Company can forfeit the rights to the unclaimed dividends of shareholders if such dividend has not been claimed for over six years after the distribution was declared.~~ ~~Any amount paid up in advance of calls on any of the Company's shares may carry interest but shall not entitle the holder of such share(s) to the dividend subsequently declared.~~
Article 225 The Company shall implement the internal audit system and designate an audit team to supervise the internal audit of the financial income and expenses and the economic activities of the Company.	~~Article 225~~Article 195 The Company shall implement the internal audit system and designate an audit team to supervise the internal audit of the financial income and expenses and the economic activities of the Company.
Article 226 The internal audit system and duties of the audit team shall be implemented upon obtaining the approval from the board of directors. The person in charge of the audit team shall be accountable and report to the board of directors.	~~Article 226~~Article 196 The internal audit system and duties of the audit team shall be implemented upon obtaining the approval from the board of directors. The person in charge of the audit team shall be accountable and report to the board of directors.

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CHAPTER 17 APPOINTMENT OF ACCOUNTANTS' FIRM	**CHAPTER ~~17~~15 APPOINTMENT OF ACCOUNTANTS' FIRM**
Article 227 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company's annual financial statements and the Company's other financial reports.	~~Article 227~~Article 197 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company's annual financial statements and the Company's other financial reports.
Article 228 The term of service of the certified public accountants' firm shall be one year commencing at the conclusion of the current annual general meeting and ending at the conclusion of the next annual general meeting. The term may be renewed upon expiry.	~~Article 228~~Article 198 The term of service of the certified public accountants' firm shall be one year commencing at the conclusion of the current annual general meeting and ending at the conclusion of the next annual general meeting. The term may be renewed upon expiry.
Article 229 The Company must provide true and complete accounting vouchers, books and accounts, financial and accounting reports and other accounting data to the certified public accountants' firm engaged without any refusal, withholding and misrepresentation.	~~Article 229~~Article 199 The Company must provide true and complete accounting vouchers, books and accounts, financial and accounting reports and other accounting data to the certified public accountants' firm engaged without any refusal, withholding and misrepresentation.
Article 230 The certified public accountants' firm appointed by the Company shall have the following rights: (1) the right to inspect at any time the books, records and vouchers of the Company, and to require the directors, president (manager) or other senior management members of the Company to provide any relevant information and explanation thereof; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such certified public accountants' firm; and (3) the right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the certified public accountants' firm of the Company.	Delete

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Article 231 Before the convening of the shareholders' general meeting, the board of directors may appoint certified public accountants' firm to fill any casual vacancy in the office of the certified public accountants' firm, but while any such vacancy continues, the surviving or continuing certified public accountants' firm, if any, may still act.	~~Article 231~~Article 200 Before the convening of the shareholders' general meeting, the board of directors may appoint certified public accountants' firm to fill any casual vacancy in the office of the certified public accountants' firm, but while any such vacancy continues, the surviving or continuing certified public accountants' firm, if any, may still act.
Article 232 The shareholders in general meeting may, by ordinary resolution, remove a certified public accountants' firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the certified public accountants' firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.	~~Article 232~~Article 201 The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm, the remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be resolved by shareholders in general meetings. The shareholders in general meeting may, by ordinary resolution, remove a certified public accountants' firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the certified public accountants' firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.
Article 233 The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting. The remuneration of a certified public accountants' firm appointed by the board of directors shall be determined by the board of directors.	Delete
Article 234 The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be resolved by shareholders in general meeting. The resolution of the shareholders' general meeting shall be filed with the competent securities regulatory authority of the State Council. Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to replace an existing accountants' firm or to fill a casual vacancy in the office of the certified public accountants' firm, or to reappoint a retiring certified public accountants' firm which	Delete

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was appointed by the board of directors to fill a casual vacancy, or to remove the certified public accountants' firm before the expiration of its term of office, the following provisions shall apply: (1) A copy of the proposal about appointment or removal shall be sent to the certified public accountants' firm proposed to be appointed or to leave its office or the certified public accountants' firm which has left its office in the relevant fiscal year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement. (2) If the leaving certified public accountants' firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late): 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by the certified public accountants' firm which is about to leave; and 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association. (3) If the certified public accountants' firm's representations are not sent in accordance with clause (2) above, the relevant certified public accountants' firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints. (4) A certified public accountants' firm which is leaving its office shall be entitled to attend: 1. the shareholders' general meeting relating to the expiry of its term of office;	

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2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. any shareholders' general meeting convened on its resignation; and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.	
Article 235 Prior to the removal or the non-reappointment of the certified public accountants' firm, notice of such removal or non-reappointment shall be given in advance to the certified public accountants' firm who shall be entitled to make representation at the general meeting. Where the certified public accountants' firm resigns, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company. The certified public accountants' firm may tender resignation by delivery a written notice to the Company's legal address. The resignation shall become effective on the date of delivery or on such later date as may be stipulated in such resignation. The written notice shall include the following information: (1) a statement to the effect that there are no circumstances relating to its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company; or (2) a statement of any such circumstances which should be brought to attention. The Company shall, within fourteen days after the receipt of the notice as mentioned in preceding paragraph, serve a copy of the notice to the relevant competent authorities. If the notice contains the statement as mentioned in sub-clause (2) of the preceding paragraph, a copy of such statement shall be placed at the domicile of the Company for the inspection of shareholders. The Company shall also send a copy of such statement by post (with postage paid) to each holder of overseas listed foreign shares at	~~Article 235~~Article 202 Prior to the removal or the non-reappointment of the certified public accountants' firm, notice of such removal or non-reappointment shall be given in advance to the certified public accountants' firm who shall be entitled to make representation at the general meeting. Where the certified public accountants' firm resigns, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company. ~~The certified public accountants' firm may tender resignation by delivery a written notice to the Company's legal address. The resignation shall become effective on the date of delivery or on such later date as may be stipulated in such resignation. The written notice shall include the following information:~~ ~~(1) a statement to the effect that there are no circumstances relating to its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company; or~~ ~~(2) a statement of any such circumstances which should be brought to attention.~~ ~~The Company shall, within fourteen days after the receipt of the notice as mentioned in preceding paragraph, serve a copy of the notice to the relevant competent authorities. If the notice contains the statement as mentioned in sub-clause (2) of the preceding paragraph, a copy of such statement shall be placed at the domicile of the Company for the inspection of shareholders. The Company shall also send a copy of such statement by post (with postage paid) to each holder of overseas listed foreign shares at~~

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his address on the register of members. Provided that there shall be no violation of any laws, regulations and listing rules, the Company may also issue or provide such statement to the holders of overseas listed foreign shares through the websites of the stock exchange(s) and of the Company or by electronic means. Where the notice of resignation of the certified public accountants' firm contains the statement as mentioned in sub-clause (2) of the second paragraph of this Article, the certified public accountants' firm may require the board of directors to convene an extraordinary general meeting for the purpose of receiving explanation about its resignation.	~~his address on the register of members. Provided that there shall be no violation of any laws, regulations and listing rules, the Company may also issue or provide such statement to the holders of overseas listed foreign shares through the websites of the stock exchange(s) and of the Company or by electronic means.~~ ~~Where the notice of resignation of the certified public accountants' firm contains the statement as mentioned in sub-clause (2) of the second paragraph of this Article, the certified public accountants' firm may require the board of directors to convene an extraordinary general meeting for the purpose of receiving explanation about its resignation.~~
CHAPTER 18 MERGER, DIVISION AND INCREASE AND REDUCTION IN CAPITAL OF THE COMPANY	**CHAPTER ~~18~~16 MERGER, DIVISION AND INCREASE AND REDUCTION IN CAPITAL OF THE COMPANY**
Article 236 In the event of the merger or division of the Company, a plan shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders. The aforesaid document should also be dispatched to the holders of overseas listed foreign shares by mail. The recipient's address should be based on the information contained in the register of members.	Delete
Article 237 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. …	~~Article 237~~Article 203 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. …
Article 238 In a division, the assets shall be split in an appropriate manner. …	~~Article 238~~Article 204 In a division, the assets shall be split in an appropriate manner. …

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Article 239 Where the Company reduces its registered capital, it must prepare a balance sheet and a list of assets. …	~~Article 239~~Article 205 Where the Company reduces its registered capital, it must prepare a balance sheet and a list of assets. …
Article 240 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law. …	~~Article 240~~Article 206 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law. …
CHAPTER 19 DISSOLUTION AND LIQUIDATION OF THE COMPANY	**CHAPTER ~~19~~17 DISSOLUTION AND LIQUIDATION OF THE COMPANY**
Article 241 Under any of the following circumstances, the Company shall be lawfully dissolved and liquidated: (1) The general shareholders' meeting adopts a resolution to dissolve the Company; …	~~Article 241~~Article 207 Under any of the following circumstances, the Company shall be lawfully dissolved and liquidated: (1) The general shareholders' meeting adopts a resolution to dissolve the Company; …
Article 242 Where the Company is dissolved by virtue of the reasons set out in clauses (1), (3), (4) and (5) in the preceding Article, the Company shall establish a liquidation committee within 15 days, and the members of the liquidation committee shall be selected at shareholders' general meeting in the form of ordinary resolution. In the event of failure to establish the liquidation committee on time, the creditors may request the People's Court to designate the relevant persons to form the liquidation committee to effect the liquidation.	~~Article 242~~Article 208 Where the Company is dissolved by virtue of the reasons set out in clauses (1), (3), (4) and (5) in the preceding Article, the Company shall establish a liquidation committee within 15 days, and the members of the liquidation committee shall be selected at shareholders' general meeting in the form of ordinary resolution. In the event of failure to establish the liquidation committee on time, the creditors may request the People's Court to designate the relevant persons to form the liquidation committee to effect the liquidation.
Article 243 Where the board of directors decides to liquidate the Company due to causes other than where the Company has declared that it is insolvent, the board of directors shall include a statement in its	Delete

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notice convening a shareholders' general meeting to consider the liquidation to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within twelve months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders in general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of liquidation and to present a final report to the shareholders' general meeting on completion of the liquidation.	
Article 244 The liquidation committee shall notify creditors within ten days from the date of its establishment and make newspaper announcement within sixty days of that date. Creditors should, within thirty days after receipt of the notice, or for those who do not receive the notice, within forty-five days from the date of the announcement, declare their claims to the liquidation committee. The liquidation committee shall register the claims according to the requirements of the law. …	~~Article 244~~Article 209 The liquidation committee shall notify creditors within ten days from the date of its establishment and make newspaper announcement within sixty days of that date. Creditors should, within thirty days after receipt of the notice, or for those who do not receive the notice, within forty-five days from the date of the announcement, declare their claims to the liquidation committee. The liquidation committee shall register the claims according to the requirements of the law. …
Article 245 During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) to liquidate the Company's assets and separately prepare a balance sheet and a list of assets; …	~~Article 245~~Article 210 During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) to liquidate the Company's assets and separately prepare a balance sheet and a list of assets; …

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Article 246 After checking the Company's assets and preparing a balance sheet and a list of assets, the liquidation committee shall formulate a liquidation plan and submit the same to the shareholders' general meeting or the competent authority for confirmation. …	~~Article 246~~Article 211 After checking the Company's assets and preparing a balance sheet and a list of assets, the liquidation committee shall formulate a liquidation plan and submit the same to the shareholders' general meeting or the competent authority for confirmation. …
Article 247 In the event of the Company's liquidation owing to dissolution, if the liquidation committee, after liquidating the Company's assets and preparing a balance sheet and a list of assets, discovers that the Company's assets are insufficient to repay off its debts, it shall immediately apply to the People's Court for declaration of bankruptcy. …	~~Article 247~~Article 212 In the event of the Company's liquidation owing to dissolution, if the liquidation committee, after liquidating the Company's assets and preparing a balance sheet and a list of assets, discovers that the Company's assets are insufficient to repay off its debts, it shall immediately apply to the People's Court for declaration of bankruptcy. …
Article 248 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be verified by PRC certified public accountants and then submitted to the shareholders' general meeting or relevant competent authorities for confirmation. …	~~Article 248~~Article 213 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and ~~prepare a statement of the receipts and payments and the financial accounts for the period of the liquidation which shall be verified by PRC certified public accountants and~~ then submitted to the shareholders' general meeting or relevant competent authorities for confirmation. …
Article 249 Members of the liquidation committee shall exercise diligence in the performance of the liquidation obligations in accordance with the law. …	~~Article 249~~Article 214 Members of the liquidation committee shall exercise diligence in the performance of the liquidation obligations in accordance with the law. …
Article 250 If the Company is declared bankrupt in accordance with the law, the Company shall undergo liquidation in accordance with the law in relation to bankruptcy of an enterprise.	~~Article 250~~Article 215 If the Company is declared bankrupt in accordance with the law, the Company shall undergo liquidation in accordance with the law in relation to bankruptcy of an enterprise.

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CHAPTER 20 PROCEDURES FOR AMENDMENT OF THE ARTICLES OF ASSOCIATION	**CHAPTER ~~20~~18 PROCEDURES FOR AMENDMENT OF THE ARTICLES OF ASSOCIATION**
Article 251 The Articles of Association may be amended in accordance with the laws, administrative regulations and the provisions of the Articles of Association. …	~~Article 251~~Article 216 The Articles of Association may be amended in accordance with the laws, administrative regulations and the provisions of the Articles of Association. …
Article 252 Any amendments to the Articles of Association shall be made in the following procedures: (1) the board of directors shall, in accordance with the Articles of Association, pass a resolution to propose to the shareholders' general meeting to amend the Articles of Association, and draw up a proposal for such amendments; …	~~Article 252~~Article 217 Any amendments to the Articles of Association shall be made in the following procedures: (1) the board of directors shall, in accordance with the Articles of Association, pass a resolution to propose to the shareholders' general meeting to amend the Articles of Association, and draw up a proposal for such amendments; …
Article 253 Amendment of the Articles of Association which involves the content of the Mandatory Provisions shall become effective upon receipt of approvals from the examination and approval department authorized by the State Council and the competent securities regulatory authority of the State Council. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.	~~Article 253~~Article 218 Amendment of the Articles of Association which involves the ~~content of the Mandatory Provisions shall become effective upon receipt of approvals from the examination and approval department authorized by the State Council and the competent securities regulatory authority of the State Council. If there is any~~ change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.
Article 254 The board of directors shall amend the Articles of Association in accordance with the resolutions on amendments of the Articles of Association at the general shareholders' meeting and the opinions of approval issued by the relevant competent authorities. Amendments of the Articles of Association are information required for disclosure under the laws and regulations and announcement is required.	~~Article 254~~Article 219 The board of directors shall amend the Articles of Association in accordance with the resolutions on amendments of the Articles of Association at the general shareholders' meeting and the opinions of approval issued by the relevant competent authorities. Amendments of the Articles of Association are information required for disclosure under the laws and regulations and announcement is required.

The current Articles of Association	Amended Articles of Association
CHAPTER 21 NOTICES	**CHAPTER ~~21~~19 NOTICES**
Article 255 Notices of the Company (for the purpose of this Chapter, "notices" include notices of general meetings issued by the Company to shareholders, corporate communications of the Company or other written materials) may be issued in each of the following manner: …	~~Article 255~~Article 220 Notices of the Company (for the purpose of this Chapter, "notices" include notices of general meetings issued by the Company to shareholders, corporate communications of the Company or other written materials) may be issued in each of the following manner: …
Article 256 If the Company delivers the notice by hand, the person on whom the notice is served shall sign (or affix the seal) on the receipt and the date of service shall be the date on which such person is served; when a notice is delivered by post, it shall be deemed delivered to the extent that the envelope is properly addressed, the postage is prepaid, the notice is contained in the envelope and the envelope which contains the notice is posted at the post office. The notice shall be deemed as having received two working days after delivery. If the documents as mentioned in Article 246 hereof are provided by the Company to its shareholders by electronic means, such documents shall be deemed as having received when they are published on the websites of the stock exchange(s) and the Company in accordance with the requirements of the stock exchange(s). If the notice is given by way of announcement, it shall be deemed as having delivered on the date of first announcement.	~~Article 256~~Article 221 If the Company delivers the notice by hand, the person on whom the notice is served shall sign (or affix the seal) on the receipt and the date of service shall be the date on which such person is served; when a notice is delivered by post, it shall be deemed delivered to the extent that the envelope is properly addressed, the postage is prepaid, the notice is contained in the envelope and the envelope which contains the notice is posted at the post office. The notice shall be deemed as having received two working days after delivery. If the documents as mentioned in Article ~~246~~221 hereof are provided by the Company to its shareholders by electronic means, such documents shall be deemed as having received when they are published on the websites of the stock exchange(s) and the Company in accordance with the requirements of the stock exchange(s). If the notice is given by way of announcement, it shall be deemed as having delivered on the date of first announcement.
CHAPTER 22 SETTLEMENT OF DISPUTES	Delete
Article 257 The Company shall act according to the following regulations in settlement of disputes: (1) Whenever any disputes or claims arise between holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the Company's directors, supervisors, president or other senior management members, or holders of the overseas listed foreign shares and holders of domestic	Delete

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shares, based on the Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration. Where a dispute or claim of rights aforementioned is referred to arbitration, the dispute or claim must be referred in its entirety to arbitration and any person (being the Company or a shareholder, director, supervisor, president or other senior management member of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration. Disputes in relation to the identification of shareholders and disputes in relation to the register of members need not be referred to arbitration. (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for hearing to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre. (3) If any disputes or claims of rights prescribed in clause (1) above are referred to arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided in the laws and administrative regulations. (4) The award of an arbitration body shall be final and conclusive and binding on all parties.	

The current Articles of Association	Amended Articles of Association
CHAPTER 23 SUPPLEMENTARY PROVISIONS	**CHAPTER ~~23~~20 SUPPLEMENTARY PROVISIONS**
Article 258 All "over", "within" and "under" in the Articles of Association include themselves; "more than", "beyond" and "more" does not include themselves.	~~Article 258~~Article 222 All "over", "within" and "under" in the Articles of Association include themselves; "more than", "beyond" and "more" does not include themselves.
Article 259 "Certified public accountant(s)" as mentioned in the Articles of Association shall have the same meaning as "Auditor(s)".	~~Article 259~~Article 223 "Certified public accountant(s)" as mentioned in the Articles of Association shall have the same meaning as "Auditor(s)".
Article 260 The Articles of Association are prepared in Chinese. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese version shall prevail. …	~~Article 260~~Article 224 The Articles of Association are prepared in Chinese. Should there be any discrepancies between the versions in other languages and the Chinese version, the Chinese version shall prevail. …
Article 261 The rules of procedures for shareholders' general meetings, meetings of the board of directors and meetings of the supervisory board are annexed to the Articles of Association.	~~Article 261~~Article 225 The rules of procedures for shareholders' general meetings, meetings of the board of directors and meetings of the supervisory board are annexed to the Articles of Association.

The current Rules of Procedures for Shareholders' General Meetings	**Amended Rules of Procedures for Shareholders' General Meetings**
(reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed and amended by the second extraordinary general meeting of 2008 of the Company held on 6 August 2008, reviewed and amended by the first extraordinary general meeting of 2010 of the Company held on 30 March 2010, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, reviewed and amended by the annual general meeting of 2019 of the Company held on 19 May 2020)	~~(reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed and amended by the second extraordinary general meeting of 2008 of the Company held on 6 August 2008, reviewed and amended by the first extraordinary general meeting of 2010 of the Company held on 30 March 2010, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, reviewed and amended by the annual general meeting of 2019 of the Company held on 19 May 2020)~~
Article 1 These rules of procedures (the "Rules") are formulated by BBMG Corporation (the "Company") in accordance with the Company Law of the People's Republic of China ("Company Law"), the Securities Law of the People's Republic of China ("Securities Law"), the Mandatory Provisions in the Articles of Association of Companies Listed Overseas, the Guidelines on the Articles of Association of Listed Companies, the Code on Corporate Governance of Listed Companies, the Rules of Procedures for Shareholders' General Meeting of Listed Companies and relevant laws and regulations and regulatory documents as well as the Articles of Association of BBMG Corporation ("Articles of Association") with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders' general meeting and perform its functions as the supreme authority.	Article 1 These rules of procedures (the "Rules") are formulated by BBMG Corporation (the "Company") in accordance with the Company Law of the People's Republic of China ("Company Law"), the Securities Law of the People's Republic of China ("Securities Law")~~, the Mandatory Provisions in the Articles of Association of Companies Listed Overseas,~~ the Guidelines on the Articles of Association of Listed Companies, the Code on Corporate Governance of Listed Companies, the Rules of Procedures for Shareholders' General Meeting of Listed Companies and relevant laws and regulations and regulatory documents as well as the Articles of Association of BBMG Corporation ("Articles of Association") with reference to actual conditions of the Company, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders' general meeting and perform its functions as the supreme authority.
Article 6 As the supreme authority of the Company, the shareholders' general meeting exercises its functions and powers as follows: … (10) To resolve on matters over the issue of debentures, any kind of shares, warrants or other similar securities by the Company; …	Article 6 As the supreme authority of the Company, the shareholders' general meeting exercises its functions and powers as follows: … (10) To resolve on matters over the issue of debentures, any kind of shares, warrants or other similar securities by the Company; <u>the annual general meeting of the Company may authorize the board of directors to decide the issuance of shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific</u>

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
(16) To consider the share incentive scheme; …	subscriber(s), and such authorization will expire on the convention date of the annual general meeting for the next year and is subject to the laws, regulations, regulatory documents and the relevant requirements of the securities regulatory and supervisory authorities in the place where the shares of the Company are listed; … (16) To consider the share incentive scheme and employee stock option plans; …
Article 7 The Company's approval authority for investments and transactions shall be subject to the following terms of reference of the shareholders' general meeting: (1) General transactions that are subject to the approval of the shareholders' general meeting (as defined under the relevant listing rules of the jurisdictions where the Company's shares are listed, as amended from time to time) include: (1) transactions that are subject to approval of the shareholders' general meeting in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules of the Stock Exchange"); specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Stock Exchange, as amended from time to time) based on assets ratio, profit ratio, revenue ratio, consideration ratio and equity capital ratio, any of the ratios reaches 25% or higher (specifics of the size tests are subject to the Listing Rules of the Stock Exchange, as amended from time to time);	Article 7 The Company's approval authority for investments and transactions shall be subject to the following terms of reference of the shareholders' general meeting: (1) General transactions that are subject to the approval of the shareholders' general meeting (as defined under the relevant listing rules of the jurisdictions where the Company's shares are listed, as amended from time to time) include: (1) transactions that are subject to approval of the shareholders' general meeting in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules of the Stock Exchange"); specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Stock Exchange, as amended from time to time) based on assets ratio, profit ratio, revenue ratio, consideration ratio and equity capital ratio, any of the ratios reaches 25% or higher (specifics of the size tests are subject to the Listing Rules of the Stock Exchange, as amended from time to time);

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
(2) transactions that are subject to the approval of the shareholders' general meeting in accordance with the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange ("Listing Rules of the Shanghai Stock Exchange"); specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Shanghai Stock Exchange, as amended from time to time) based on total assets, transaction consideration, profit, operating revenue and net profit (specifics of the size tests are subject to the Listing Rules of the Shanghai Stock Exchange, as amended from time to time), any of the ratios reaches 50% or higher. …	(2) transactions that are subject to the approval of the shareholders' general meeting in accordance with the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange ("Listing Rules of the Shanghai Stock Exchange"); specifically, in the size tests conducted on the transaction or the correlated transactions in aggregation (on the aggregation basis under the Listing Rules of the Shanghai Stock Exchange, as amended from time to time) based on total assets, net assets, transaction consideration, profit, operating revenue and net profit (specifics of the size tests are subject to the Listing Rules of the Shanghai Stock Exchange, as amended from time to time), any of the ratios reaches 50% or higher. …
Article 8 The following external guarantees provided by the Company are subject to approval by the shareholders' general meeting: (1) any guarantee which is to be provided after the total amount of external guarantees of the Company and its holding subsidiaries reaches 50% or higher of the latest audited net assets of the Company; (2) any guarantee that leads to exceeding 50% of the latest audited net assets of the Company on an accumulative basis for consecutive 12 months; (3) any guarantee which is to be provided after the total amount of external guarantees of the Company reaches 30% or higher of the latest audited total assets of the Company; (4) any guarantee that leads to exceeding 30% of the latest audited total assets of the Company on an accumulative basis for consecutive 12 months; (5) any guarantee provided in favour of a party with an asset to liability ratio exceeding 70%;	Article 8 The following external guarantees provided by the Company are subject to approval by the shareholders' general meeting: (1) any guarantee which is to be provided after the total amount of external guarantees of the Company and its holding subsidiaries reaches 50% or higher of the latest audited net assets of the Company; ~~(2) any guarantee that leads to exceeding 50% of the latest audited net assets of the Company on an accumulative basis for consecutive 12 months;~~ (~~3~~2) any guarantee which is to be provided after the total amount of external guarantees of the Company and its holding subsidiaries reaches 30% or higher of the latest audited total assets of the Company; (~~4~~3) any guarantee that leads to exceeding 30% of the latest audited total assets of the Company on an accumulative basis for consecutive 12 months; (~~5~~4) any guarantee provided in favour of a party with an asset to liability ratio exceeding 70%;

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
(6) any single guarantee that exceeds 10% of the latest audited net assets of the Company; (7) any guarantee to be provided to shareholders, the de facto controller or their respective connected parties; (8) other guarantees subject to consideration and approval of the shareholders' general meeting as provided in other laws and regulations and the Articles of Association.	(~~6~~5) any single guarantee that exceeds 10% of the latest audited net assets of the Company; (~~7~~6) any guarantee to be provided to shareholders, the de facto controller or their respective connected parties; (~~8~~7) other guarantees subject to consideration and approval of the shareholders' general meeting as provided in other laws and regulations and the Articles of Association.
Article 9 Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings shall be considered at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized at general meetings whenever necessary and reasonable to make decisions within its scope of authorization as delegated at general meetings on matters relating to the resolutions which cannot be decided immediately on the shareholders' general meeting. …	Article 9 Matters which, as required by the laws, administrative regulations and the Articles of Association, shall be resolved at general meetings shall be considered at general meetings and shall not be delegated through authorization to the board of directors or any other institution or individual, so as to protect the decision-making rights of shareholders of the Company on such matters. The board of directors may be authorized at general meetings whenever necessary and reasonable to make decisions within its scope of authorization as delegated at general meetings on matters relating to the resolutions which cannot be decided immediately on the shareholders' general meeting. …
Article 15 Shareholders requisitioning an extraordinary general meeting or a class meeting shall abide by the following procedures: (1) Shareholders individually or collectively holding 10% or more of the shares carrying voting right at the proposed meeting can sign requisitions in one or more counterparts with a proposal to the board of directors for convening an extraordinary general meeting or a class meeting and stating the subject of the meeting. The board of directors shall furnish a reply in writing as to whether it agrees to convene the extraordinary general meeting or class meeting within 10 days after receiving the aforementioned requisitions. In the event that the board of directors agrees to convene the extraordinary general meeting or class meeting, the notice of the same shall be	Article 15 Shareholders requisitioning an extraordinary general meeting ~~or a class meeting~~ shall abide by the following procedures: (1) Shareholders individually or collectively holding 10% or more of the shares carrying voting right at the proposed meeting can sign requisitions in one or more counterparts with a proposal to the board of directors for convening an extraordinary general meeting ~~or a class meeting~~ and stating the subject of the meeting. The board of directors shall furnish a reply in writing as to whether it agrees to convene the extraordinary general meeting ~~or class meeting~~ within 10 days after receiving the aforementioned requisitions. In the event that the board of directors agrees to convene the extraordinary general ~~meeting or class~~ meeting, the notice of the same shall be

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
despatched within 5 days after the relevant resolution of the board of directors is made. Any change to the original requisitions made in the notice requires prior consent of the relevant shareholders. The shareholdings referred to above shall be calculated as on the day when the requisitions are made. …	despatched within 5 days after the relevant resolution of the board of directors is made. Any change to the original requisitions made in the notice requires prior consent of the relevant shareholders. The shareholdings referred to above shall be calculated as on the day when the requisitions are made. …
Article 18 Where the supervisory board or shareholders decide(s) to convene a shareholders' general meeting on a unilateral basis, a written notice shall be despatched to the board of directors and, if required, filed with the local resident office of China Securities Regulatory Commission and the stock exchange(s) applicable for the Company. …	Article 18 Where the supervisory board or shareholders decide(s) to convene a shareholders' general meeting on a unilateral basis, a written notice shall be despatched to the board of directors and~~, if required,~~ filed with the ~~local resident office of China Securities Regulatory Commission and~~relevant competent authorities in accordance with the ~~stock exchange(s)~~ applicable ~~for the Company~~requirements. …
Article 21 When convening an annual general meeting, the Company shall notify the date, venue, and agenda of the meeting to all shareholders 20 days prior to the convening of the meeting in written form or in any other manners as prescribed by the Articles of Association. When convening an extraordinary general meeting, the Company shall notify shareholders 15 days prior to the date of the meeting. …	Article 21 When convening an annual general meeting, the Company shall notify the date, venue, and agenda of the meeting to all shareholders ~~20 days~~21 days prior to the convening of the meeting in written form or in any other manners as prescribed by the Articles of Association. When convening an extraordinary general meeting, the Company shall notify shareholders 15 days prior to the date of the meeting in written form or in any other manners as prescribed by the Articles of Association. …
Article 22 A notice of a shareholders' general meeting shall comply with the following requirements: (1) in written form or in any other manners as prescribed by the Articles of Association; …	Article 22 A notice of a shareholders' general meeting shall comply with the following requirements: (1) in written form or in any other manners as prescribed by the Articles of Association; …

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;	~~(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;~~
(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as itis different from the effect on the interests of shareholders of the same class;	~~(5) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, president and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as itis different from the effect on the interests of shareholders of the same class;~~
(6) contain the full text of any special resolution to be proposed at the meeting;	~~(6) contain the full text of any special resolution to be proposed at the meeting;~~
(7) explain in prominent plain text that all shareholders are entitled to attend and vote at the general meeting and appoint one proxy (who may or may not be a shareholder of the Company) or more to attend and vote on his behalf at the general meeting;	~~(7)~~(4) explain in prominent plain text that all shareholders are entitled to attend and vote at the general meeting and appoint one proxy (who may or may not be a shareholder of the Company) or more to attend and vote on his behalf at the general meeting;
(8) state the date of registration of equity entitlements for shareholders having the right to attend the general meeting;	(~~8~~5) state the date of registration of equity entitlements for shareholders having the right to attend the general meeting;
(9) specify the time and place for lodging proxy forms for the relevant meeting; and	(~~9~~6) specify the time and place for lodging proxy forms for the relevant meeting; ~~and~~
(10) state the names and contact telephone numbers of the contact persons in connection with the meeting.	(7) the voting time and procedure of the internet or any other means; and
…	(~~10~~8) state the names and contact telephone numbers of the contact persons in connection with the meeting. …

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
For the holders of A Shares, notice of the general meeting may also be made by way of public announcement. Such public announcement shall be published in one or more newspapers designated by the securities authorities of the State Council 21 to 25 days prior to the annual general meeting, 15 to 20 days prior to the date of the extraordinary general meeting; upon the publication of notice, the holders of A Shares shall be deemed to have received the notice of the relevant general meeting.	For the holders of A Shares, notice of the general meeting may also be made by way of public announcement. Such public announcement shall be published in one or more newspapers designated by the securities authorities of the State Council ~~21 to 25 days prior to the annual general meeting, 15 to 20 days prior to the date of the extraordinary general meeting~~during the period stipulated in the Articles of Association; upon the publication of notice, the holders of A Shares shall be deemed to have received the notice of the relevant general meeting.
Article 25 … The appointment of proxies by shareholders shall comply with Articles 76, 77, 78 and 79 in the Articles of Association.	Article 25 … The appointment of proxies by shareholders shall comply with Articles ~~76, 77, 78~~67, 68 and ~~79~~ 69 in the Articles of Association.
Article 28 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument at the domicile of the Company or at such other place as specified in the notice of the meeting. The instrument may be delivered to the Company by facsimile but the original copy shall be delivered to the Company prior to the holding of the general meeting.	Article 28 ~~The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting.~~ Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument at the domicile of the Company or at such other place as specified in the notice of the meeting. The instrument may be delivered to the Company by facsimile but the original copy shall be delivered to the Company prior to the holding of the general meeting.
Article 34 Motion of general meeting shall satisfy the following conditions: (1) Its content shall not violate law, regulation and the Articles of Association and fall within the business scope of the Company and the scope of power of general meeting; …	Article 34 Motion of general meeting shall satisfy the following conditions: (1) Its content shall not violate law, regulation and the Articles of Association and fall within the business scope of the Company and the scope of power of general meeting; …

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Article 45 … Resolutions at a general meeting of the Company in respect of the election of directors shall be voted and passed under the cumulative voting system, under which if more than two directors are to be elected at the general meeting, every share held by the shareholders entitled to cast votes shall carry as many voting rights as the number of directors to be elected, and such shareholder may concentrate his voting rights on one director candidate or distribute his voting rights among several director candidates.	Article 45 … ~~Resolutions at a general meeting of the Company in respect of the election of directors shall be voted and passed under the cumulative voting system, under which if more than two directors are to be elected at the general meeting, every share held by the shareholders entitled to cast votes shall carry as many voting rights as the number of directors to be elected, and such shareholder may concentrate his voting rights on one director candidate or distribute his voting rights among several director candidates.~~
Article 46 Shareholders attending the shareholders' general meeting shall vote on a given motion in the following ways: "for", "against" or "abstain". Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, are deemed as void votes where the voter has waived his rights, and the voting results corresponding to the shares in their possession shall be deemed as "abstain". On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way. …	Article 46 Shareholders attending the shareholders' general meeting shall vote on a given motion in the following ways: "for", "against" or "abstain". Ballot papers that are left in blank, unduly completed or illegible, or that have not been used, are deemed as void votes where the voter has waived his rights, and the voting results corresponding to the shares in their possession shall be deemed as "abstain".~~ On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.~~ …
Article 48 At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded by the following persons before or after deciding on a show of hands: (1) the chairman of the meeting; (2) at least two shareholders entitled to vote or their proxies; or (3) one or more shareholders (including proxies) individually or jointly holding more than 10% (inclusive) of the voting shares represented by all shareholders present at the meeting.	Delete

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour for or against such resolution at the meeting. The demand for a poll may be withdrawn by the person who makes such demand.	
Article 49 The shareholders shall duly complete the written ballot paper as required.	~~Article 49~~Article 48 The shareholders shall duly complete the written ballot paper as required.
Article 50 on each matter considered in the meeting shall be counted by at least two shareholder representatives and one supervisor. The counting result shall be made public on spot by those who count the votes as appointed by the chairman of the meeting. Any shareholder who is connected to the matter considered and his proxy shall not participate in vote counting or scrutinizing. For the voting on motions at a shareholders' general meeting, the lawyer, shareholder representatives and supervisor representative shall be responsible for vote counting and scrutinizing jointly. Shareholders of listed companies or their proxies that vote via network or by other means shall have the right to check and inspect their voting results through the relevant voting system.	~~Article 50~~Article 49 Prior to voting on ~~each matter considered in the meeting shall be counted by~~any proposal at ~~least~~general meetings, two ~~shareholder~~ representatives ~~and one supervisor. The~~ of the shareholders shall be elected to participate in the counting ~~result shall be made public on spot by those who count the~~and scrutinizing of votes ~~as appointed by the chairman of the meeting~~. Any shareholder who is connected to the matter considered and his proxy shall not participate in vote counting or scrutinizing. For the voting on motions at a shareholders' general meeting, the lawyer, shareholder representatives and supervisor representative shall be responsible for vote counting and scrutinizing jointly. Shareholders of listed companies or their proxies that vote via network or by other means shall have the right to check and inspect their voting results through the relevant voting system.
Article 51 The chairman of the meeting shall, according to the results of the voting, determine whether to pass the resolution at the general meeting, and shall announce the voting results at the meeting. The voting results on the resolutions are recorded in the minutes. When the number of votes for and against a resolution is equal, whether the vote is taken by show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.	Delete

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Article 52 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.	Delete
Article 53 When the shareholders' general meeting votes on a motion to elect directors and supervisors, cumulative voting may be used in accordance with the laws and regulations and the Articles of Association or resolutions passed at the general meeting. …	~~Article 53~~Article 50 When the shareholders' general meeting votes on a motion to elect directors and supervisors, cumulative voting ~~may~~mechanism shall be used in accordance with the laws and regulations, the listing rules of the jurisdiction where the shares of the Company are listed and the Articles of Association; or cumulative voting mechanism may be used upon the resolutions passed at the general meeting. …
Article 54 Except for those under cumulative voting mechanism, all motions accepted into the agenda shall be voted on an itemised basis at the shareholders' general meeting. Unless the shareholders' general meeting is adjourned or no resolution can be made due to special reasons such as force majeure, no motion shall be set aside or excluded from voting at the general meeting. In the case that different motions for the same matter are put forward at the shareholders' general meeting, voting shall be made based on the order of the time when the motions are put forward.	~~Article 54~~Article 51 Except for those under cumulative voting mechanism, all motions accepted into the agenda shall be voted on an itemised basis at the shareholders' general meeting. Unless the shareholders' general meeting is adjourned or no resolution can be made due to special reasons such as force majeure, no motion shall be set aside or excluded from voting at the general meeting. In the case that different motions for the same matter are put forward at the shareholders' general meeting, voting shall be made based on the order of the time when the motions are put forward.
Article 55 When considering a motion at the shareholders' general meeting, no change shall be made thereto. Otherwise, the relevant change shall be treated as a new motion which cannot proceed for voting at the current general meeting.	~~Article 55~~Article 52 When considering a motion at the shareholders' general meeting, no change shall be made thereto. Otherwise, the relevant change shall be treated as a new motion which cannot proceed for voting at the current general meeting.

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Article 56 The end time of on-site general meeting shall not be earlier than that via network or by other means. The convener shall announce the voting results of each motion at the venue, and announce if each motion is passed according to voting results. Prior to announcement of the voting results, the Company, vote counter, scrutinizer, substantial shareholder, network voting service provider and other parties involved in voting at on-site general meeting, via network or by other means shall bear the confidentiality responsibility for the voting results.	~~Article 56~~Article 53 The end time of on-site general meeting shall not be earlier than that via network or by other means. The convener shall announce the voting results of each motion at the venue, and announce if each motion is passed according to voting results. Prior to announcement of the voting results, the Company, vote counter, scrutinizer, substantial shareholder, network voting service provider and other parties involved in voting at on-site general meeting, via network or by other means shall bear the confidentiality responsibility for the voting results.
Article 57 At the annual general meeting, the board of directors and the supervisory board shall report to the shareholders' general meeting their work over the previous year, and each independent (non-executive) director shall also present his work report.	~~Article 57~~Article 54 At the annual general meeting, the board of directors and the supervisory board shall report to the shareholders' general meeting their work over the previous year, and each independent (non-executive) director shall also present his work report.
Article 58 If a shareholder raises questions to a director, supervisor, president or other senior management, the said person shall reply to the shareholders' questions in a responsible manner.	~~Article 58~~Article 55 If a shareholder raises questions to a director, supervisor, ~~president~~general manager or other senior management, the said person shall reply to the shareholders' questions in a responsible manner.
Article 59 There shall be two types of resolutions of shareholders' general meeting, namely ordinary resolutions and special resolutions. An ordinary resolution shall be passed by votes representing a simple majority of the voting rights held or represented by the shareholders (including their proxies) who are entitled to vote and present at the general meeting. Special resolutions of the shareholders' general meeting or resolutions of a class meeting shall be passed by more than two-thirds of the voting rights held by the shareholders with voting rights (including proxies) present at the meeting.	~~Article 59~~Article 56 There shall be two types of resolutions of shareholders' general meeting, namely ordinary resolutions and special resolutions. An ordinary resolution shall be passed by votes representing a simple majority of the valid voting rights held or represented by the shareholders (including their proxies) who are entitled to vote and present at the general meeting. Special resolutions of the shareholders' general meeting ~~or resolutions of a class meeting~~ shall be passed by more than two-thirds of the valid voting rights held by the shareholders with voting rights (including proxies) present at the meeting.

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Article 60 The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting: … (4) The Company's annual financial budget and final accounts; (5) The Company's annual financial report; and (6) Matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.	~~Article 60~~Article 57 The following matters shall be resolved by ordinary resolutions at a shareholders' general meeting: … (4) The Company's annual financial budget and final accounts; ~~(5) The Company's annual financial report; and~~ ~~(6~~(5) Matters other than those to be passed by special resolution according to the laws, administrative regulations, rules of listing of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.
Article 61 The following matters shall be resolved by special resolutions at a shareholders' general meeting: …	~~Article 61~~Article 58 The following matters shall be resolved by special resolutions at a shareholders' general meeting: …
Article 62 The voting procedures for convening a class meeting are carried out in accordance with the provisions of the Articles of Association.	Delete
Article 63 Lists of director and supervisor candidates are submitted to the shareholders' general meeting in form of motion to be resolved. All directors and supervisors not being staff representatives of the Company are elected at the general meeting.	~~Article 63~~Article 59 Lists of director and supervisor candidates are submitted to the shareholders' general meeting in form of motion to be resolved. All directors and supervisors not being staff representatives of the Company are elected at the general meeting.

The current Rules of Procedures for Shareholders' General Meetings	**Amended Rules of Procedures for Shareholders' General Meetings**
Article 64 Resolutions of shareholders' general meeting shall be signed by the chairman and directors present at the meeting.	~~Article 64~~Article 60 Resolutions of shareholders' general meeting shall be signed by the chairman and directors present at the meeting.
Article 65 The Company shall announce the resolutions of shareholders' general meeting in accordance with applicable laws and regulations and relevant requirements of the stock exchange(s) where the Company's shares are listed. The announcement shall contain the number of shareholders and proxies present, the total number of voting shares held by them and the percentage of such shares in total voting shares of the Company, means of voting, voting results for each motion and details of each resolution.	~~Article 65~~Article 61 The Company shall announce the resolutions of shareholders' general meeting in accordance with applicable laws and regulations and relevant requirements of the stock exchange(s) where the Company's shares are listed. The announcement shall contain the number of shareholders and proxies present, the total number of voting shares held by them and the percentage of such shares in total voting shares of the Company, means of voting, voting results for each motion and details of each resolution.
Article 66 If a motion is not passed, or if a resolution of the previous general meeting is changed by the current general meeting, special notice in connection therewith shall be made in the announcement of the resolutions of the general meeting.	~~Article 66~~Article 62 If a motion is not passed, or if a resolution of the previous general meeting is changed by the current general meeting, special notice in connection therewith shall be made in the announcement of the resolutions of the general meeting.
Article 67 The convener shall ensure that the meeting is proceeding continuously until resolutions have been concluded. When special reasons such as force majeure have led to the interruption of the meeting or made it difficult to resolve, measures shall be taken to resume the meeting as soon as practicable, or to terminate the meeting directly with a timely announcement. The convener shall also report to the local resident office of China Securities Regulatory Commission and the stock exchange(s).	~~Article 67~~Article 63 The convener shall ensure that the meeting is proceeding continuously until resolutions have been concluded. When special reasons such as force majeure have led to the interruption of the meeting or made it difficult to resolve, measures shall be taken to resume the meeting as soon as practicable, or to terminate the meeting directly with a timely announcement. The convener shall also report to the local resident office of China Securities Regulatory Commission and the stock exchange(s).
Article 68 For resolutions on election of directors or supervisors passed at a shareholders' general meeting, the term of office for the newly elected directors or supervisors shall commence from the date of election.	~~Article 68~~Article 64 For resolutions on election of directors or supervisors passed at a shareholders' general meeting, the term of office for the newly elected directors or supervisors shall commence from the date of election.

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Article 69 For resolutions on cash dividends, bonus issue or transfer of surplus reserve into share capital passed at a shareholders' general meeting, the specific proposals shall be implemented within two months after the conclusion of the general meeting.	~~Article 69~~Article 65 For resolutions on cash dividends, bonus issue or transfer of surplus reserve into share capital passed at a shareholders' general meeting, the specific proposals shall be implemented within two months after the conclusion of the general meeting.
Article 70 Minutes shall be maintained for shareholders' general meeting, for which the board secretary shall be held responsible. The minutes shall set out: (1) time, venue, agenda of meeting and name of the convener; (2) names of the chairman of the meeting, directors, supervisors, president and other senior management members attending or present at the meeting; …	~~Article 70~~Article 66 Minutes shall be maintained for shareholders' general meeting, for which the board secretary shall be held responsible. The minutes shall set out: (1) time, venue, agenda of meeting and name of the convener; (2) names of the chairman of the meeting, directors, supervisors, general manager~~president~~ and other senior management members attending or present at the meeting; …
Article 71 The minutes of shareholders' general meeting shall be signed by the chairman of the meeting and directors, supervisors, the board secretary and the convener or their respective proxies present at the meeting, and shall be kept by the board office as the Company's archive. The convener shall ensure the truthfulness, accuracy and completeness of the minutes. The minutes shall be maintained together with the attendance register for shareholders present and the proxy forms, as well as voting information via network or by other means for a period not less than 10 years.	~~Article 71~~Article 67 The minutes of shareholders' general meeting shall be signed by the chairman of the meeting and directors, supervisors, the board secretary and the convener or their respective proxies present at the meeting, and shall be kept by the board office as the Company's archive. The convener shall ensure the truthfulness, accuracy and completeness of the minutes. The minutes shall be maintained together with the attendance register for shareholders present and the proxy forms, as well as voting information via network or by other means for a period not less than 10 years.
Article 72 In these Rules, the expressions of "above", "within", "below" include the underlying number, while the expressions of "exceed", "beyond", "more than" do not include the underlying number.	~~Article 72~~Article 68 In these Rules, the expressions of "above", "within", "below" include the underlying number, while the expressions of "exceed", "beyond", "more than" do not include the underlying number.

The current Rules of Procedures for Shareholders' General Meetings	Amended Rules of Procedures for Shareholders' General Meetings
Article 73 The matters not provided or clearly defined in these Rules shall be dealt with in accordance with relevant laws and regulations, regulatory documents, the listing rules of the stock exchange(s) where the Company's shares are listed and the Articles of Association. …	~~Article 73~~Article 69 The matters not provided or clearly defined in these Rules shall be dealt with in accordance with relevant laws and regulations, regulatory documents, the listing rules of the stock exchange(s) where the Company's shares are listed and the Articles of Association. …
Article 74 The board of directors may amend these Rules under the relevant laws and regulations and the Company's practical conditions, subject to approval by the shareholders' general meeting.	~~Article 74~~Article 70 The board of directors may amend these Rules under the relevant laws and regulations and the Company's practical conditions, subject to approval by the shareholders' general meeting.
Article 75 Subject to the consideration and amendment by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, these Rules shall come into effect upon the listing of the Company's shares on the Shanghai Stock Exchange.	~~Article 75~~Article 71 Subject to the consideration and amendment by the ~~third~~first extraordinary general meeting of ~~2010~~2023 of the Company ~~held on 14 September 2010~~, these Rules shall come into ~~effect upon~~ effect upon the ~~listing of~~consideration and approval at the ~~Company's shares on the Shanghai Stock Exchange~~shareholders' general meeting.
Article 76 These Rules shall be interpreted by the board of directors as authorized by shareholders' general meeting of the Company.	~~Article 76~~Article 72 These Rules shall be interpreted by the board of directors as authorized by shareholders' general meeting of the Company.

The current Rules of Procedures for Meetings of the Board of Directors	**Amended Rules of Procedures for Meetings of the Board of Directors**
(reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed and amended by the second extraordinary general meeting of 2008 of the Company held on 6 August 2008, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, reviewed and amended by the second extraordinary general meeting of 2017 of the Company held on 15 December 2017, reviewed and amended by the annual general meeting of 2019 of the Company held on 19 May 2020, reviewed and amended by the first extraordinary general meeting of 2021 of the Company held on 19 January 2021.)	~~(reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed and amended by the second extraordinary general meeting of 2008 of the Company held on 6 August 2008, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, reviewed and amended by the second extraordinary general meeting of 2017 of the Company held on 15 December 2017, reviewed and amended by the annual general meeting of 2019 of the Company held on 19 May 2020, reviewed and amended by the first extraordinary general meeting of 2021 of the Company held on 19 January 2021.)~~
Article 1 In order to further standardize the rules and decision-making procedures for the board of directors of BBMG Corporation (herein referred to as the "Company") to ensure the democratization and the increase in scientific elements of the Company's decision-making behaviour and to fully demonstrate the role of the board of directors as the core decision-making body, this set of rules is formulated according to relevant laws, regulations and provisions of prescriptive documents such as the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", the "Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas", the "Guidelines on the Articles of Association of Listed Companies" and the "Articles of Association of BBMG Corporation" (herein referred to as the "Articles of Association") with reference to the "Model Rules of Procedure for the Board of Directors of Listed Companies in Shanghai Stock Exchange").	Article 1 In order to further standardize the rules and decision-making procedures for the board of directors of BBMG Corporation (herein referred to as the "Company") to ensure the democratization and the increase in scientific elements of the Company's decision-making behaviour and to fully demonstrate the role of the board of directors as the core decision-making body, this set of rules is formulated according to relevant laws, regulations and provisions of prescriptive documents such as the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", the "~~Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas", the "~~Guidelines on the Articles of Association of Listed Companies" and the "Articles of Association of BBMG Corporation" (herein referred to as the "Articles of Association~~") with reference to the "Model Rules of Procedure for the Board of Directors of Listed Companies in Shanghai Stock Exchange".~~")
Article 5 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions: …	Article 5 The board of directors is accountable to the shareholders' general meeting and exercises the following powers and functions: …

The current Rules of Procedures for Meetings of the Board of Directors	Amended Rules of Procedures for Meetings of the Board of Directors
Other than the matters mentioned in clauses (6), (8) and (15) above which are required to be resolved by more than two-thirds of all directors, the matters mentioned above shall be resolved by more than one-half of all directors (clause (9) above shall be approved by more than two-thirds of directors present in a meeting). The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' general meeting.	~~Other than the matters mentioned in clauses (6), (8) and (15) above which are required to be resolved by more than two thirds of all directors, the~~The matters mentioned above shall be resolved by more than one-half of all directors (clause (9) above shall be approved by more than two-thirds of directors present in a meeting). The board of directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association and resolutions of the shareholders' general meeting.
Article 6 The approval authority of the board of directors on transactions of the Company is set out below: (1) General transaction that shall be approved by the board of directors (the definition is based on relevant listing rules of the listing location of the Company's shares which may be amended from time to time) specifically includes: … (2) According to the provisions of the "Rules Governing the Listing of Securities on the Shanghai Stock Exchange" (herein referred to as the "Listing Rules of the Shanghai Stock Exchange") which may be amended from time to time, based on tests implemented, any proportion of total asset amount, turnover, profit, operating income and net profit (specific details are based on the Listing Rules of the Shanghai Stock Exchange which may be amended from time to time) of such transaction or the aggregate of relevant transactions is equivalent to or higher than 10% but all of them are lower than 50%. … (3) Transactions of which the individual transaction amount exceeds RMB500 million (including external investments (including entrustment of wealth management and entrusted loans, etc.), acquisition or disposal of assets; provision of financial assistance; restructuring of claims or liabilities; transferring or accepting the transfer of	Article 6 The approval authority of the board of directors on transactions of the Company is set out below: (1) General transaction that shall be approved by the board of directors (the definition is based on relevant listing rules of the listing location of the Company's shares which may be amended from time to time) specifically includes: … (2) According to the provisions of the "Rules Governing the Listing of Securities on the Shanghai Stock Exchange" (herein referred to as the "Listing Rules of the Shanghai Stock Exchange") which may be amended from time to time, based on tests implemented, any proportion of total asset amount, net asset, turnover, profit, operating income and net profit (specific details are based on the Listing Rules of the Shanghai Stock Exchange which may be amended from time to time) of such transaction or the aggregate of relevant transactions is equivalent to or higher than 10% but all of them are lower than 50%. … (3) Transactions of which the individual transaction amount exceeds RMB500 million (including external investments (including entrustment of wealth management and entrusted loans, etc.), acquisition or disposal of assets; provision of financial assistance; restructuring of claims or liabilities; transferring or accepting the transfer of

The current Rules of Procedures for Meetings of the Board of Directors	Amended Rules of Procedures for Meetings of the Board of Directors
research and development projects; other transactions); projects of internal technical improvements and technical measures of the Company of which the individual transaction amount exceeds RMB1 billion; bidding of land for property development projects of which the individual transaction amount exceeds RMB3 billion. …	research and development projects; other transactions); projects of internal technical improvements and technical measures of the Company of which the individual transaction amount exceeds ~~RMB3~~RMB5 billion. …
Article 13 The chairman of the board of directors is entitled to the following powers and functions: (1) Chair the shareholders' general meeting as well as convene and chair the board meeting; (2) Supervise and examine the implementation of resolutions of the board of directors; (3) Sign securities issued by the Company; (4) Sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company; (5) Submit the list of recommendation of the Company's president and board secretary; (6) Exercise special right of disposal on the Company's matters that complies with the laws, regulations and interest of the Company in the event of the occurrence of emergency conditions of force majeure such as serious natural disaster and report to the board of directors and the shareholders' general meeting after the event; (7) Other duties and powers as conferred by the board of directors. …	Article 13 The chairman of the board of directors is entitled to the following powers and functions: (1) Chair the shareholders' general meeting as well as convene and chair the board meeting; (2) ~~Supervise and examine~~Examine the implementation of resolutions of the board of directors; ~~(3) Sign securities issued by the Company;~~ (~~4~~3) Sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company; (~~5~~4) Submit the list of recommendation of the Company's ~~president~~general manager and board secretary; (~~6~~5) Exercise special right of disposal on the Company's matters that complies with the laws, regulations and interest of the Company in the event of the occurrence of emergency conditions of force majeure such as serious natural disaster and report to the board of directors and the shareholders' general meeting after the event; (~~7~~6) Other duties and powers as conferred by the board of directors. …

The current Rules of Procedures for Meetings of the Board of Directors	Amended Rules of Procedures for Meetings of the Board of Directors
Article 17 The chairman is responsible for the convocation and chairing of the board meeting which will only be held upon attendance by over half of the directors (including directors entrusted to attend in accordance with the provision of Article 150 of the Articles of Association).	Article 17 The chairman is responsible for the convocation and chairing of the board meeting which will only be held upon attendance by over half of the directors (including directors entrusted to attend in accordance with the provision of Article ~~150~~132 of the Articles of Association).
Article 27 Every director has one voting right. Unless otherwise stipulated in the Articles of Association, resolutions of the board of directors must be passed by over half of the whole board of directors. In case when there is the same number of dissenting and affirmative votes, the chairman has the right to poll one more vote. In case when it is required by the laws, administrative regulations and the Articles of Association that the board resolution shall obtain consent of a greater number of directors, the board of directors shall act in accordance with such provisions.	Article 27 Every director has one voting right. Unless otherwise stipulated in the Articles of Association, resolutions of the board of directors must be passed by over half of the whole board of directors. ~~In case when there is the same number of dissenting and affirmative votes, the chairman has the right to poll one more vote.~~ In case when it is required by the laws, administrative regulations and the Articles of Association that the board resolution shall obtain consent of a greater number of directors, the board of directors shall act in accordance with such provisions.
Article 35 In case when a director is associated with an enterprise involved in a resolution of the board meeting (it refers to the case where a director or senior management staff holds position in the counterparty or the case where a director or senior management staff holds position in a legal entity having direct or indirect control on the counterparty or in a legal entity directly or indirectly controlled by the counterparty), the director must not exercise voting right on that resolution and must not exercise voting right on behalf of other directors. He shall also withdraw from the voting. That board meeting will only be held upon attendance by over half of non-associated directors. Resolutions formed at the meeting must be passed by over half of non-associated directors and will only be valid upon signing of independent (non-executive) directors. In case when the meeting is attended by less than three non-associated directors, such item shall be submitted to the shareholders' general meeting of the Company for review.	Article 35 In case when a director is associated with ~~an enterprise involved in~~ a resolution of the board meeting (it refers to the ~~case where a director or senior management staff holds position in the~~ counterparty ~~or the case where a director or senior management staff holds position in a legal entity having~~ ; the direct or indirect ~~control on~~ controllers of the counterparty; serving in the counterparty, or in legal persons or other organizations that can directly or indirectly control the counterparty, or in ~~a~~ legal ~~entity~~ persons or other organizations directly or indirectly controlled by the counterparty; family members who are closely related to the counterparty or its direct or indirect controllers; directors whose independent commercial judgment may be affected as identified by the China Securities Regulatory Commission, the stock exchange or the Company based on the principle of substance over form), the director must not exercise voting right on that resolution and must not exercise voting right on behalf of other directors. He shall also withdraw from the voting. That board meeting will only be held upon attendance by over half of non-associated directors. Resolutions formed at the meeting must be passed by over half of non-associated directors

The current Rules of Procedures for Meetings of the Board of Directors	Amended Rules of Procedures for Meetings of the Board of Directors
	and will only be valid upon signing of independent (non-executive) directors. In case when the meeting is attended by less than three non-associated directors, such item shall be submitted to the shareholders' general meeting of the Company for review.

The current Rules of Procedures for Meetings of the Supervisory Board	Amended Rules of Procedures for Meetings of the Supervisory Board
(reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed and amended by the second extraordinary general meeting of 2008 of the Company held on 6 August 2008, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010)	~~(reviewed and approved by the second shareholders' general meeting of the Company held on 10 March 2006, reviewed and amended by the second extraordinary general meeting of 2008 of the Company held on 6 August 2008, reviewed and amended by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010)~~
Article 1 To define the duties and regulate the organizational behaviours and operating procedures of the supervisory board of BBMG Corporation and to define the responsibilities and obligations of supervisors, these Rules were formulated on the basis of the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", the "Prerequisite Clauses of the Articles of Association of Companies Seeking an Overseas Listing", the "Guidelines on the Articles of Association of Listed Companies", the "Corporate Governance Standards for Listed Companies", the "Articles of Association of BBMG Corporation" (the "Articles of Association"), the "Model Rules of Procedure of Supervisory Boards of Listed Companies" of the Shanghai Stock Exchange and the provisions of other relevant laws and regulations.	Article 1 To define the duties and regulate the organizational behaviours and operating procedures of the supervisory board of BBMG Corporation and to define the responsibilities and obligations of supervisors, these Rules were formulated on the basis of the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China"~~, the "Prerequisite Clauses of the Articles of Association of Companies Seeking an Overseas Listing"~~, the "Guidelines on the Articles of Association of Listed Companies", the "Corporate Governance Standards for Listed Companies", the "Articles of Association of BBMG Corporation" (the "Articles of Association")~~, the "Model Rules of Procedure of Supervisory Boards of Listed Companies" of the Shanghai Stock Exchange~~ and the provisions of other relevant laws and regulations.
Article 4 The supervisory board shall be composed of seven supervisors. The term of office of a supervisor shall be three years, renewable upon re-election and reappointment. The external supervisors shall comprise one half (1/2) or more of the supervisory board (who do not hold office in the Company), including more than two independent supervisors who are independent from the shareholders of the Company and don't have posts in the Company. The Company's external supervisors may report to the general meeting independently on the senior management officers' performance in respect of their duty of loyalty and duty of care. …	Article 4 The supervisory board shall be composed of seven supervisors. The term of office of a supervisor shall be three years, renewable upon re-election and reappointment. ~~The external supervisors shall comprise one half (1/2) or more of the supervisory board (who do not hold office in the Company), including more than two independent supervisors who are independent from the shareholders of the Company and don't have posts in the Company. The Company's external supervisors may report to the general meeting independently on the senior management officers' performance in respect of their duty of loyalty and duty of care.~~ …

The current Rules of Procedures for Meetings of the Supervisory Board	Amended Rules of Procedures for Meetings of the Supervisory Board
Article 5 … Directors, presidents and other senior management shall not concurrently serve as supervisors.	Article 5 … Directors, general manager~~presidents~~ and other senior management shall not concurrently serve as supervisors.
Article 6 The supervisory board shall have a chairman, the appointment and dismissal of whom shall be passed by voting by more than two-thirds of the members of the supervisory board. The chairman shall be responsible for presiding over the meetings of the supervisory board. If the chairman is unable to discharge his/her duties or does not discharge his/her duties, more than half of the number of supervisors shall jointly recommend a supervisor to discharge his/her duties and powers on his/her behalf.	Article 6 The supervisory board shall have a chairman, the appointment and dismissal of whom shall be passed by voting by more than ~~two-thirds~~a half of the members of the supervisory board. The chairman shall be responsible for presiding over the meetings of the supervisory board. If the chairman is unable to discharge his/her duties or does not discharge his/her duties, more than half of the number of supervisors shall jointly recommend a supervisor to discharge his/her duties and powers on his/her behalf.
Article 8 In the exercise of its supervision right, the supervisory board shall not perform the duties in lieu of the board of directors or the president, nor undertake any operating activity on behalf of the Company.	Article 8 In the exercise of its supervision right, the supervisory board shall not perform the duties in lieu of the board of directors or the general manager~~president~~, nor undertake any operating activity on behalf of the Company.
Article 11 The secretary and securities service representatives shall attend the meetings of the supervisory board without voting rights. The supervisory board may invite directors, president and other senior management staff of the Company to attend its meetings without voting rights. …	Article 11 The secretary and securities service representatives shall attend the meetings of the supervisory board without voting rights. The supervisory board may invite directors, general manager~~president~~ and other senior management staff of the Company to attend its meetings without voting rights. …
Article 20 The resolutions of the regular meetings of the supervisory board and those of the interim meetings of the supervisory board are resolutions of the supervisory board, and shall be passed by more than two thirds of all supervisors.	Article 20 The resolutions of the regular meetings of the supervisory board and those of the interim meetings of the supervisory board are resolutions of the supervisory board, and shall be passed by more than ~~two thirds~~a half of all supervisors.

The current Rules of Procedures for Meetings of the Supervisory Board	Amended Rules of Procedures for Meetings of the Supervisory Board
Article 29 The supervisory board shall set up an office of the supervisory board. The functions of the office are as follows: (1) to be responsible for work liaison and information communication of supervisors, organise investigations and research, organise training, and handl the daily affairs of the supervisory board; …	Article 29 The supervisory board shall set up ~~an office of the supervisory board. The~~specific work departments, whose functions ~~of the office~~ are as follows: (1) to be responsible for work liaison and information communication of supervisors, organise investigations and research, organise training, and handle the daily affairs of the supervisory board; …
Article 35 Subject to the consideration and amendment by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, these Rules shall come into effect upon the listing of the Company's shares on the Shanghai Stock Exchange.	Article 35 ~~Subject to the consideration and amendment by the third extraordinary general meeting of 2010 of the Company held on 14 September 2010, these Rules shall come into effect upon the listing of the Company's shares on the Shanghai Stock Exchange.~~These Rules are prepared by the supervisory board, and come into effect upon the consideration and approval at the shareholder' general meeting.

北 京 金 隅 集 團 股 份 有 限 公 司

BBMG Corporation*

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

(Stock Code: 2009)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 first extraordinary general meeting (the "**2023 First EGM**") of BBMG Corporation* (北京金隅集團股份有限公司) (the "**Company**") will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the People's Republic of China on Wednesday, 27 September 2023 at 2:00 p.m. for the following purposes.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 11 September 2023.

SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve the amendments to the Articles of Association and the Rules of Procedures, and the Board be and is hereby authorised to deal with on behalf of the Company the relevant filing and amendment (where necessary) procedures and other related issues arising from the amendments to the Articles of Association and the Rules of Procedures.

ORDINARY RESOLUTIONS

2. To elect the following candidates as Directors for a period commencing from the conclusion of the 2023 First EGM and expiring on the date of the annual general meeting of the Company for the year 2023 and to authorise the Board to enter into service contracts with each of the newly elected Directors subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

   2.01 Mr. Gu Yu

   2.02 Mr. Jiang Changlu

By Order of the Board
BBMG Corporation*
Jiang Yingwu
Chairman

Beijing, the PRC, 11 September 2023

Notes:

1. To determine the eligibility of the holders of H Shares to attend and vote at the 2023 First EGM, the register of the holders of H Shares of the Company will be closed from Friday, 22 September 2023 to Wednesday, 27 September 2023 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares on Wednesday, 27 September 2023, is entitled to attend and vote at the 2023 First EGM. In order for the holders of H Shares to be qualified to attend and vote at the 2023 First EGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar not later than 4:30 p.m. on Thursday, 21 September 2023.

   The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

   Shops 1712-1716
   17th Floor
   Hopewell Centre
   183 Queen's Road East Wanchai, Hong Kong

   For the notice of 2023 First EGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company to be published on the Shanghai Stock Exchange in due course.

2. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her/its stead. A proxy needs not be a Shareholder.

3. Where there are joint holders of any H shares in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the H shares of the Company in respect of such joint holding.

4. For holders of H Shares, in order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.

5. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.

6. All times and dates specified herein refer to local times and dates of Beijing, the PRC.

* *English translation denotes for identification purpose only.*

北 京 金 隅 集 團 股 份 有 限 公 司

BBMG Corporation*

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

(Stock Code: 2009)

NOTICE OF 2023 FIRST H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2023 first class meeting of the holders of H Shares (the "**2023 First H Shares Class Meeting**") of BBMG Corporation* (北京金隅集團股份有限公司) (the "**Company**") will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the People's Republic of China on Wednesday, 27 September 2023 at the time immediately after the conclusion of the 2023 First A Shares Class Meeting for the following purposes.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 11 September 2023.

SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve the amendments to the Articles of Association and the Rules of Procedures, and the Board be and is hereby authorised to deal with on behalf of the Company the relevant filing and amendment (where necessary) procedures and other related issues arising from the amendments to the Articles of Association and the Rules of Procedures.

By Order of the Board
BBMG Corporation*
Jiang Yingwu
Chairman

Beijing, the PRC, 11 September 2023

Notes:

1. To determine the eligibility of the holders of H Shares to attend and vote at the 2023 First H Shares Class Meeting, the register of the holders of H Shares of the Company will be closed from Friday, 22 September 2023 to Wednesday, 27 September 2023 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares on Wednesday, 27 September 2023, is entitled to attend and vote at the 2023 First H Shares Class Meeting. In order for the holders of H Shares to be qualified to attend and vote at the 2023 First H Share Class Meeting, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar not later than 4:30 p.m. on Thursday, 21 September 2023.

The address of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East Wanchai, Hong Kong

2. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her/its stead. A proxy needs not be a Shareholder.

3. Where there are joint holders of any H shares in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the H shares of the Company in respect of such joint holding.

4. For holders of H Shares, in order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.

5. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.

6. All times and dates specified herein refer to local times and dates of Beijing, the PRC.

* *English translation denotes for identification purpose only.*