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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Datang International Power Generation Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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大唐国际发电股份有限公司

DATANG INTERNATIONAL POWER GENERATION CO., LTD.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 991)

**PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

A letter from the Board of Datang International Power Generation Co., Ltd. (the "Company") is set out on pages 2 to 4 of this circular.

The Company will convene the EGM at 11:00 a.m. on Friday, 30 March 2007 at the multi-purpose function room of 3/F., CTS (HK) Grand Metro Park Hotel, No. 338 Guanganmennei Avenue, Xuanwu District, Beijing, the PRC, at which, among other things, the proposed change of registered capital and the proposed amendments to the articles of association of the Company will be considered. The notice of EGM is set out on pages 88 to 90 of this circular and the notice of attendance and proxy form for the EGM are enclosed with this circular. Shareholders who wish to attend the EGM are required to return the notice of attendance in accordance with the instructions printed thereon as soon as possible and in any event not later than 9 March 2007.

Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish.

12 February 2007

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the meanings set out below:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Datang International Power Generation Company Limited
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 30 March 2007 at 11:00 a.m. at the multi-purpose function room of 3/F., CTS(HK) Grand Metro Park Hotel, No. 338 Guanganmennei Avenue, Xuanwu District, Beijing, the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association, details of which have been set out in Appendix herein
“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



大唐国际发电股份有限公司

DATANG INTERNATIONAL POWER GENERATION CO., LTD.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 991)

Executive Directors:

Mr. Zhang Yi
Mr. Yang Hongming

Non-executive Directors:

Mr. Zhai Ruoyu (*Chairman*)
Mr. Hu Shengmu
Mr. Fang Qinghai
Mr. Liu Haixia
Ms. Guan Tiangang
Mr. Su Tiegang
Mr. Ye Yonghui
Mr. Tong Yunshang

Independent non-executive Directors:

Mr. Xie Songlin
Mr. Xu Daping
Mr. Liu Chaoan
Mr. Yu Changchun
Mr. Xia Qing

Registered address:

No.482 Guanganmennei Avenue
Xuanwu District
Beijing, 100053
the PRC

Principal place of business

in Hong Kong:

c/o Huen Wong & Co., in association with
Fried, Frank, Harris, Shriver & Jacobson LLP
1105-1108 Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

12 February 2007

To the Shareholders

Dear Sir or Madam

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 20 June 2006, the Board convened a meeting at which it approved and resolved, among other things, the proposed change of registered share capital and proposed amendments to the Articles of Association.

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Articles of Association in order to meet the regulatory requirements of the PRC. The unofficial translation of the Proposed Amendments is set out in Appendix to this circular. According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the general meeting of the Company. Further, the Proposed Amendments will become effective after the relevant procedures for the approval and/or registration or filing in the PRC have been completed.

LETTER FROM THE BOARD

Special resolution to consider and approve the Proposed Amendments will be proposed at the EGM. The Proposed Amendments deal with matters relating to a number of areas, including, among other things:

- (i) alteration of the registered capital and shareholding structure of the Company;
- (ii) the procedures of the proceedings of general meetings;
- (iii) the rights of the Board, the appointment of Directors and the rights and obligations of the Directors;
- (iv) the rights of the supervisory committee, the appointment of supervisors and the rights and obligations of the supervisors; and
- (v) the restrictions of the approval of provision of external guarantees.

The Company has received a confirmation from its Hong Kong legal adviser, Huen Wong & Co., in association with Fried, Frank, Harris, Shriver & Jacobson LLP, confirming that the Proposed Amendments are in compliance with the applicable provisions under the Listing Rules. The Company has also received a confirmation from its PRC legal adviser, Haotin Law Office, confirming that the Proposed Amendments are in compliance with the applicable laws and regulations in the PRC and as required by the China Securities Regulatory Commission.

2. RECOMMENDATION

Special resolutions of the change of registered capital of the Company and the Proposed Amendments will be proposed at the EGM pursuant to the regulatory requirements of the PRC and the Directors consider that these proposed resolutions are in the best interest of the Company and the Shareholders and accordingly recommend the Shareholders to vote in favour of each of these resolutions at the EGM.

3. EGM

The EGM will be convened at 11:00 a.m. on 30 March 2007 (Friday) at the multi-purpose function room of 3/F., CTS(HK) Grand Metro Park Hotel, No. 338 Guanganmennei Avenue, Xuanwu District, Beijing, the PRC. The notice of EGM is set out on pages 88 to 90 of this circular and the notice of attendance and proxy form for the EGM are enclosed with this circular. Shareholders who wish to attend the EGM are required to return the notice of attendance by hand, post or fax to the Company's registered address at 8/F., No.482 Guanganmennei Avenue, Xuanwu District, Beijing, the PRC, Postcode: 100053. Tel.: (8610) 8358 1905; Fax.: (8610) 8397 7083 or (8610) 8358 1907, on or before 9 March 2007. The proxy form should be completed and, together with the notarially certified power of attorney or other documents of authorisation, returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited of Rooms 1806-1807, 18/F, Hopewell Centre,

LETTER FROM THE BOARD

183 Queen's Road East, Wanchai, Hong Kong or the registered address of the Company, 8/F., No. 482 Guanganmennei Avenue, Xuanwu District, Beijing, the PRC, Postcode: 100053, in accordance with the instructions printed thereon and in not less than 24 hours before the time scheduled for holding the EGM. Completion and return of the proxy form will not preclude a Shareholder from attending and voting at the EGM in person.

Yours faithfully,
By Order of the Board of
Datang International Power Generation Co., Ltd.
Yang Hongming
Company Secretary

EXPLANATIONS FOR THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Proposed Amendments were prepared in accordance with “Company Law of the People’s Republic of China” (as amended in 2005, the “Company Law”), “Securities Law of the People’s Republic of China” (as amended in 2005, the “Securities Law”), “Guide to Articles of Association of Listed Companies (amended in 2006)” (Zheng Jian Gong Si Zi [2006] No. 38) (the “Guide to Articles of Association”), “Notice on the implementation of the Mandatory Provisions for the Articles of Association of the Company to be listed overseas issued by the Securities Regulatory Authority of the State Council and State Commission for Economic Restructuring” 《國務院證券委員會國家經濟體制改革委員會關於執行〈到境外上市公司章程必備條款〉的通知》(Zheng Wei Fa [1994] No. 21), “Opinion on the supplementary amendments of the Articles of Association of companies listed in Hong Kong” 《中國證監會海外上市部國家體改委生產體制司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 “Mandatory Provisions”) and other relevant regulations issued by China Securities Regulatory Commission.

Currently, the listed securities of the Company include A shares and H shares. Whilst the Mandatory Provisions impose certain specific requirements on the companies listed overseas, the Company, for the prudence sake, decided not to make the amendments required by the Guide to Articles of Association to the extent that such amendments are materially inconsistent with the Mandatory Provisions. The conflicting or inconsistent items will be amended once the Mandatory Provisions are amended by the relevant state authorities.

The original Articles of Association as amended in Datang International Power Generation Co., Ltd.’s 2005 extraordinary general meeting are herein referred to as “Original Articles”. The proposed Amendments are to be made based on the above-mentioned Articles of Association.

Chapter One: General

Article 1

To add a new article as Article 1

“Article 1

To protect the legal interests of the Company, its shareholders and creditors and to regulate the constitution and act, these Articles of Association are drawn up in accordance with “Company Law of the People’s Republic of China” (the “Company Law”), “Securities Law of the People’s Republic of China” (the “Securities Law”) and other relevant regulations.”

Article 9

The Original Article 8 provides:

“Article 8

The Company may invest in other companies with limited liability or joint stock limited companies and shall be liable to the companies in which it invests to the extent of the amount of such investment.

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

After obtaining the approval of the department authorised by the State Council for the examination and approval of companies, the Company may, depending on the needs of its management and business, operate as a holding company in accordance with sub-article 2 of Article 12 of the Company Law.”

is hereby amended as follows:

“Article 9

All the assets of the Company shall be divided into equal shares, with the shareholders bearing liability to the extent of the shares subscribed or purchased and the Company bearing liability to the extent of its entire assets.

The Company may invest in other limited liability company(ies) and/or joint stock company(ies) and shall be liable to such company(ies) to the extent of its investment amount.”

Article 13

To add a new article as Article 13

“Article 13

The issue of shares of the Company shall be transparent, equal and fair. Every share of the same class shall have the same right.”

Article 14

The Original Article 12 provides:

“Article 12

Shares issued by the Company shall each have a par value of Rmb 1 Yuan.”

is hereby amended as follows:

“Article 14

Shares of the Company adopt the form of share certificates. Shares issued by the Company shall each have a par value of Rmb 1 Yuan.”

Article 17

To add a new article as Article 17

“Article 17

The domestic shares of the Company are collectively deposited with Shanghai Branch of China Securities Depository and Clearing Corporation Limited.”

Article 18

The Original Article 15 provides

“Article 15

After obtaining the approval of the department authorised by the State Council for examination and approval of companies, the Company may issue a total of 5,162,849,000 ordinary shares. At the time of the establishment of the Company, 3,732,180,000 domestic-investment shares were issued to the promoters, amounting to 72.29 per cent of the total number of issuable ordinary shares of the Company. After the establishment of the Company, it has issued overseas-listed foreign-invested shares 1,430,669,000 shares, which shall be listed at the Hong Kong Stock Exchange and London Stock Exchange, amounting to 27.71 per cent of the total number of issuable ordinary shares of the Company.

The Group Company, one of the promoters, has transferred equity shares amounting to 1,775,331,800 shares to BIC, HCI and Tianjin Municipality Jinneng Investment Company respectively in the amount of 575,732,400 shares, 639,772,400 shares and 559,827,000 shares. Thereafter, the Group Company holds 1,828,768,200 shares, amounting to 35.43 per cent, BIC holds 671,792,400 shares, amounting to 13.01 per cent, HCI holds 671,792,400 shares, amounting to 13.01 per cent and Tianjin Municipality Jinneng Investment Company holds 559,827,000 shares, amounting to 10.84 per cent. Holders of overseas-listed foreign-investment shares hold 1,430,669,000 shares, amounting to 27.71 percent of the total shares.

In accordance with Document Guo Han [2003] No. 16 issued by the State Council entitled “Approval from the State Council on issues concerning the establishment of China Datang Corporation”, all shares in the Company held by the Group Company have been allocated to China Datang Corporation. China Datang Corporation holds 1,828,768,200 shares in the Company in place of the Group Company, accounting for 35.43% of the total number of the Company’s shares.

Pursuant to the “Notice of Related Matters Concerning the Merger and Reorganisation of Beijing International Power Development and Investment Company and Beijing Integrated Investment Company” (關於北京國際電力開發投資公司與北京市綜合投資公司合併重組相關問題的通知) (Document Jing Guo Zi Gai Fa Zi No. [2004] 45) issued by the State-Owned Assets Supervision and Administration Commission of Beijing Municipal Government (北京市人民政府國有資產監督管理委員會), Beijing Energy Investment (Group) Company Limited (北京能源投資(集團)有限公司) was established by way of the merger and reorganisation of Beijing International Power Development and Investment Company (北京國際電力開發投資公司) and Beijing Integrated Investment Company (北京市綜合投資公司). The 13.01% stake in the Company held by the original Beijing International Power Development and Investment Company was transferred to Beijing Energy Investment (Group) Company Limited (“Beijing Energy Investment Company”).

In accordance with, and subject to the scope of, the authorisation of the shareholders’ general meeting, the board of directors amend the aforesaid number of shares accordingly upon the decision as to the number of placed and issued domestic-investment shares and overseas-listed foreign-investment shares is made and approved by the department authorised by the State Council for the examination and approval of companies.”

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

is hereby amended as follows:

“Article 18

As at 31 December 2006, the share capital structure and the numbers of share held by shareholders are:

China Datang Corporation	1,979,620,580 shares	34.96%
Beijing Energy Investment (Group) Company Limited	671,792,400 shares	11.86%
Hebei Construction Investment Company	671,792,400 shares	11.86%
Tianjin Jinneng Investment Company	606,006,300 shares	10.70%
Other domestic shareholders	302,968,320 shares	5.35%
Other overseas listed foreign shareholders	1,430,669,000 shares	25.26%

The abovementioned number of shares shall be subject to amendments as approved by the approving authorities authorised by the State Council, after the board of directors, as acting within the scope authorised by the general meeting of the shareholders, resolve on the number of the Company’s placement and/or issue of domestic listed shares and/or overseas listed shares.”

Article 19

The Original Article 16 provides:

“Article 16: Upon the plan for the issue by the Company of overseas listed foreign invested shares and domestic shares being approved by the authorities of the State Council responsible for securities, the board of Directors of the Company may implement arrangement, for the respective issue thereof.

The Company may implement its proposal to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities authority under the State Council.”

is hereby amended as follows:

“Article 19: Upon the plan for the issuance of overseas listed foreign invested shares and domestic shares by the Company being approved by the securities regulatory authority of the State Council, the board of Directors of the Company may implement arrangement, for the respective issue thereof.

The Company may implement its proposal to issue Overseas-Listed Foreign-Invested Shares and Domestic-Invested Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.”

Article 21

The Original Article 18 provides:

“Article 18

The registered share capital of the Company shall be RMB5,162,849,000.”

is hereby amended as follows:

“Article 21

As at 31 December 2006, the registered share capital of the Company was RMB5,662,849,000.”

Article 22

The Original Article 19 provides:

“Article 19

The Company may, depending on the needs of its operation and development, and in accordance with relevant provisions contained in the Articles, obtain approval(s) to increase capital, and the procedure(s) shall be in accordance with the relevant laws and administrative rules of the PRC.

The Company may increase capital in any of the following manners:

issue new shares for subscription to non-specified investors;

issue rights to existing shareholders to subscribe for new shares;

issue bonus shares to existing shareholders;

other manners permitted under PRC laws and administrative rules.”

is hereby amended as follows:

“Article 22

The Company may, depending on the needs of its operation and development, and in accordance with relevant provisions contained in the Articles, increase capital, and shall obtain relevant approval(s) and complete registration procedure(s) in accordance with the relevant laws and administrative rules of the PRC.

The Company may increase capital in any of the following manners:

1. issue new shares for subscription to non-specified investors;

2. issue rights to existing shareholders to subscribe for new shares;
3. issue bonus shares to existing shareholders;
4. increase the share capital with common reserve fund;
5. other manners permitted under PRC laws, administrative rules and by the China Securities Regulatory Commission.”

The Original Article 20 is renumbered as Article 23.

Article 24

To add a new article as Article 24:

“Article 24

The Company’s shares shall not be accepted by the Company as an object of any pledge.”

Article 25

To add a new article as Article 25:

“Article 25

The directors, supervisors and senior managers shall report to the Company their shareholding in the Company and any alteration thereof, with its annual share transfer no more than 25% of the total share volume hereof during their appointment; its holding shall not be transferred within one year as of its on-sale date. The aforesaid personnel, shall not transfer its holding of the Company’s shares within half year as of their ex-serving.”

Article 26

To add a new article as Article 26:

“Article 26

Where the Company’s shares held by the directors, supervisors, senior managers and shareholders holding 5% of the total share of the Company are sold six months after its buying-in or purchased six months after its sale, the yield thereupon shall be accounted for the company and the board of directors shall forfeit all such yield. Where the securities company as underwriter purchases all the unsold stocks and therefore exceeds the 5% possession limit, it is exempt from the six months restriction when it resells the stocks.

Where the board of directors refuses to comply with the provisions of the preceding paragraph, other shareholders have the right to request the board to enforce it within 30 days. Where the board of directors fails to enforce it within the aforesaid time limit, the shareholder shall in their own names be entitled to file a suit to the people’s court in the interest of the Company.

Where the board of directors' refusal to comply with the first paragraph of this article, the responsible directors shall bear joint liability.”

Chapter 4: Reduction of Capital and Redemption of Shares

The Original Article 21 and Article 22 are renumbered as Article 27 and Article 28 respectively.

Article 29

The Original Article 23 provides:

“Article 23

The Company may under the following circumstances purchase its issued shares by means of the passing of a resolution in accordance with the Articles and submitting the same for approval by the relevant authority-in-charge of the State:

1. when shares are cancelled for the purpose of reducing the Company's capital;
2. when the Company merges with another company or companies which hold(s) shares in the Company;
3. other circumstances permitted by law and administrative regulation.”

is hereby amended as follows:

“Article 29

The shares of the Company may be re-purchased in accordance with provisions of the Articles of Association and having obtained the approvals of approving authorities of the PRC under the following circumstances:

1. Cancellation of share for the purpose of reduction of the Company's registered capital;
2. Merging with other companies holding the share of the Company;
3. Awarding shares to the staff of the Company;
4. Where the shareholders raise objection upon the resolution concerning merger and division made by the Company and demand the Company to purchase his shares; or
5. Other circumstances as permitted under the laws and administration regulations.”

Article 30

The Original Article 24 provides:

“Article 24

The Company may, after obtaining approval from the relevant authority-in-charge of the State, repurchase its own shares through any of the following methods:

1. a general offer to all shareholders to repurchase on a pro rata basis;
2. share repurchase through open trading on a securities exchange; or
3. an off-market contract outside of a securities exchange.”

is hereby amended as follows:

“Article 30

The Company may, after obtaining approval from the relevant authority-in-charge of the State, repurchase its own shares through any of the following methods:

1. a general offer to all shareholders to repurchase on a pro rata basis;
2. share repurchase through open trading on a securities exchange;
3. an off-market contract outside of a securities exchange; or
4. other means approved by China Securities Regulatory Commission.”

Original Article 25 is renumbered as Article 31.

Article 32

The Original Article 26 provides:

“Article 26

After the Company has repurchased its own shares, it shall, within the time stipulated in the relevant laws and regulations, cancel that portion of its shares and apply for a change in registered capital at the original registry for companies registration.

The Company’s registered capital shall be reduced by the par value of the shares cancelled.”

is hereby amended as follows:

“Article 32

After the Company has repurchased its own shares, it shall, within the time stipulated in the relevant laws and regulations, transfer or cancel that portion of its shares. If registration is required in accordance with the laws, the Company shall apply for a change in registered capital at the original registry for companies registration.

The Company’s registered capital shall be reduced by the par value of the shares cancelled.

The stock purchased in line with ‘Awarding shares to the staff of the Company’ of Article 29 shall not exceed 5% of the total share of the Company; the capital used for its purchase shall come from the after-tax profit hereof; the purchased shares shall be transferred to the staff of the Company within one year.”

The Original Article 27 is renumbered as Article 33.

Chapter 5 Financial Assistance of Acquisition of Shares

Article 34

The Original Article 28 provides:

“Article 28: The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or proposes to acquire shares in the Company. This includes any person who directly or indirectly incurs obligations as a result of acquiring shares in the Company (the “Obligor”).

The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such person.

This Article shall not apply to the circumstances specified in Article 30 of this Chapter.”

is hereby amended as follows:

“Article 34: The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or proposes to acquire shares in the Company. This includes any person who directly or indirectly incurs obligations as a result of acquiring shares in the Company.

The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such person.

This Article shall not apply to the circumstances specified in Article 36 of this Chapter.”

The Original Article 29 is renumbered as Article 35.

Article 36

The Original Article 30 provides:

“Article 30: The following actions shall not be deemed to be activities prohibited by Article 28 of this Chapter:

1. the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of financial assistance is an incidental part of certain plan of the Company;
2. the lawful distribution of the Company’s assets by way of dividend;
3. the distribution of share dividends in the form of shares;
4. a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with the Company’s Articles of Association;
5. the lending of money by the Company within its scope of business and in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits);
6. contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits).”

is hereby amended as follows:

“Article 36: The following actions shall not be deemed to be activities prohibited by Article 34 of this Chapter:

1. the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of financial assistance is an incidental part of certain plan of the Company;
2. the lawful distribution of the Company’s assets by way of dividend;

3. the distribution of share dividends in the form of shares;
4. a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the share capital structure of the Company effected in accordance with the Company's Articles of Association;
5. the lending of money by the Company within its scope of business and in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits);
6. contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of the distributable profits)."

Chapter 6 Share Certificates and Register of Shareholders

The Original Article 31 and Article 32 are renumbered as Article 37 and Article 38 respectively.

Article 39

The Original Article 33 provides:

“ Article 33: The Company shall maintain the register of Shareholders and register the following particulars:

1. The name, the address, occupation or nature of each shareholder;
2. The class and the number of shares held by each shareholder;
3. the amount paid or payable for the shares held by each shareholder;
4. the serial number of the shares held by each shareholder;
5. the date on which each person was entered in the register as a shareholder;
6. the date on which any person ceased to be a shareholder.

Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of shareholdings in the Company.”

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

is hereby amended as follows:

“Article 39: The Company shall maintain the register of shareholders and register the following particulars:

1. The name, the address, occupation or nature of each shareholder;
2. The class and the number of shares held by each shareholder;
3. the amount paid or payable for the shares held by each shareholder;
4. the serial number of the shares held by each shareholder;
5. the date on which each person obtain the share(s) and the date on which each person was entered in the register as a shareholder;
6. the date on which any person ceased to be a shareholder.

Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of shareholdings in the Company.”

The Original Article 34, Article 35, Article 36 and Article 37 are renumbered as Article 40, Article 41, Article 42 and Article 43 respectively.

Article 44

The Original Article 38 provides:

“Article 38

For the purposes of convening shareholders’ general meetings, distribution of dividends, liquidation or other conduct(s) which require ascertaining the ownership of the rights of shares, the board of directors shall fix a record date for such confirmation. Upon the expiry of the record date, the shareholders whose names appear on the register of shareholders shall be the Company’s shareholders.”

is hereby amended as:

“Article 44

For the purposes of convening shareholders’ general meetings, distribution of dividends, liquidation or other conduct(s) which require ascertaining the ownership of the rights of shares, the board of directors or the convener of the shareholders’ general meetings shall fix a record date for such confirmation. Upon the expiry of the record date, the shareholders whose names appear on the register of shareholders shall be the Company’s shareholders.”

Original Article 39 is renumbered as Article 45.

Article 46

The Original Article 40 provides:

“Article 40: If any shareholder whose name is registered in the register of shareholders or any person who requests to have his name registered in the register of shareholders has lost his share certificate (the “Original Certificate”), may apply to the Company for issuing new share certificate in respect of such shares (the “Relevant Shares”).

A domestic shareholder who has lost his share certificate may apply for the issue of new share certificate in accordance with Section 150 of the Company Law.

A holder of overseas listed foreign shares who has lost his share certificate may apply for the issue of new share certificate in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders in relation to overseas listed foreign shares is kept.

Application for replacement of lost share certificate of the Company made by a holder of overseas listed foreign shares shall be subject to the following requirements:

1. Applicant shall submit the application in standard form prescribed by the Company together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason of the application made by the applicant, the circumstances under which the share certificate was lost and the supporting evidence and a declaration that no other person shall be entitled to register as a shareholder in respect of the Relevant Shares.
2. No declaration made by any person other than the applicant has been received by the Company for registration as a shareholder of the Relevant Shares prior to the determination of the Company to issue new certificate.
3. If the Company determines to issue new share certificate to the applicant as replacement, it shall publish a notification for issuing new certificate for replacement purpose in the newspaper designated by the Board and the period for such notification shall be 90 days and such notification shall be published at least once every 30 days.
4. Prior to the publishing of the notification for issuing new certificate for replacement purpose, the Company shall submit a copy of the notification to be published to the stock exchange where its shares are listed and where is the place the registers of shareholders are maintained. The notification may be published upon the reply of such stock exchange confirming that the said notification has been exhibited in such stock exchange. The period for exhibiting the notification in such stock exchange shall be 90 days. If the application for issuing new certificate for replacement purpose is not consented by the shareholder of the relevant shares as indicated by the register of shareholders, the Company shall dispatch by post to that shareholder a copy of the notification to be published.

5. Upon the expiry of 90 days for the publication and exhibition of the notification as provided in paragraphs (3) and (4) above and no objection has been received from any person against the replacement of certificate, new share certificate shall be issued to the applicant based on his application.
6. Where the Company issues new share certificate pursuant to this article, it shall forthwith cancel the Original Certificate and make such entry in the register of shareholders in order to record such cancellation and issue.
7. All expenses relating to the cancellation of Original Certificate and the issue of new share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant can provide reasonable indemnity.”

is hereby amended as follows:

“Article 46: If any shareholder whose name is registered in the register of shareholders or any person who requests to have his name registered in the register of shareholders has lost his share certificate (the “Original Certificate”), may apply to the Company for issuing new share certificate in respect of such shares (the “Relevant Shares”).

A domestic shareholder who has lost his share certificate may apply for the issue of new share certificate in accordance with the Company Law.

A holder of overseas listed foreign shares who has lost his share certificate may apply for the issue of new share certificate in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders in relation to overseas listed foreign shares is kept.

Application for replacement of lost share certificate of the company made by a holder of overseas listed foreign shares of a Hong Kong-listed company shall be subject to the following requirements:

1. Applicant shall submit the application in standard form prescribed by the Company together with a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason of the application made by the applicant, the circumstances under which the share certificate was lost and the supporting evidence and a declaration that no other person shall be entitled to register as a shareholder in respect of the Relevant Shares.
2. No declaration made by any person other than the applicant has been received by the Company for registration as a shareholder of the Relevant Shares prior to the determination of the Company to issue new certificate.
3. If the Company determines to issue new share certificate to the applicant as replacement, it shall publish a notification for issuing new certificate for replacement purpose in the newspaper designated by the Board and the period for such notification shall be 90 days and such notification shall be published at least once every 30 days.

4. Prior to the publishing of the notification for issuing new certificate for replacement purpose, the Company shall submit a copy of the notification to be published to the stock exchange where its shares are listed and where is the place the registers of shareholders are maintained. The notification may be published upon the reply of such stock exchange confirming that the said notification has been exhibited in such stock exchange. The period for exhibiting the notification in such stock exchange shall be 90 days. If the application for issuing new certificate for replacement purpose is not consented by the shareholder of the relevant shares as indicated by the register of shareholders, the Company shall dispatch by post to that shareholder a copy of the notification to be published.
5. Upon the expiry of 90 days for the publication and exhibition of the notification as provided in paragraphs (3) and (4) above and no objection has been received from any person against the replacement of certificate, new share certificate shall be issued to the applicant based on his application.
6. Where the Company issues new share certificate pursuant to this article, it shall forthwith cancel the Original Certificate and make such entry in the register of shareholders in order to record such cancellation and issue.
7. All expenses relating to the cancellation of Original Certificate and the issue of new share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant can provide reasonable indemnity.”

The Original Article 41 and Article 42 are renumbered as Article 47 and Article 48 respectively.

Chapter 7 Rights and Obligations of Shareholders

The Original Article 43 is renumbered as Article 49.

Article 50

The Original Article 44 provides:

“Article 44

Each holder of ordinary shares of the Company shall enjoy the following rights:

1. the right to receive dividends and other distributions in proportion to the number of shares held;
2. the right to attend or to appoint a proxy to attend on his behalf shareholders’ general meetings and to vote thereat;
3. the right to supervise the operation of the Company and to make suggestions or inquiries;

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4. the right to transfer shares in accordance with relevant laws, administrative rules and provisions in these Articles;
5. the right to receive any relevant information in accordance with the Articles of the Company, including:
 - i. the right to have a copy of the Articles after payment of costs;
 - ii. the right to inspect and copy at reasonable charges:
 - (1) any part of the register of shareholders;
 - (2) the personal particulars of each of the directors, supervisors, managers and other officers as follows:
 - a. his present and former name(s) and alias(es);
 - b. his principal address (residence);
 - c. his nationality;
 - d. his primary and all other occupations and duties; and
 - e. his identification document and number.
 - (3) state of the Company's share capital;
 - (4) reports showing the number and par value of shares repurchased by the Company since the end of the previous financial year, the aggregate amount paid by the Company for the shares repurchased and the maximum and minimum price paid, in respect of each class of shares repurchased;
6. the right to participate in the distribution of the residual assets of the Company according to the number of share held upon the termination or liquidation of the Company;
7. other rights conferred by relevant laws, administrative rules and these Articles.”

is hereby amended as follows:

“Article 50

Each holder of ordinary shares of the Company shall enjoy the following rights:

1. the right to receive dividends and other distributions in proportion to the number of shares held;
2. requiring, convening, presiding, attending or entrusting proxy to attend the shareholders' general meeting and performing the relevant voting power;

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3. the right to supervise the operation of the Company and to make suggestions or inquiries;
4. the right to transfer, present or pledge shares in accordance with relevant laws, administrative rules and provisions in these Articles;
5. the right to receive any relevant information in accordance with the Articles of the Company, including:
 - i. the right to have a copy of the Articles after payment of costs;
 - ii. the right to inspect and copy at reasonable charges:
 - (1) any part of the register of any class of shareholders;
 - (2) the personal particulars of each of the directors, supervisors, managers and other officers as follows:
 - a. his present and former name(s) and alias(es);
 - b. his principal address (residence);
 - c. his nationality;
 - d. his primary and all other occupations and duties; and
 - e. his identification document and number.
 - (3) state of the Company's share capital;
 - (4) reports showing the number and par value of shares repurchased by the Company since the end of the previous financial year, the aggregate amount paid by the Company for the shares repurchased and the maximum and minimum price paid, in respect of each class of shares repurchased; and
 - (5) minutes of shareholders' meetings.
 - iii. the right to inspect:
 - (1) counterfoil of the debenture;
 - (2) resolution of the board of directors;
 - (3) resolution of the board of supervisors; and
 - (4) financial statement.

6. the right to participate in the distribution of the residual assets of the Company according to the number of share held upon the termination or liquidation of the Company;
7. demanding the company to purchase the shares of the shareholder who raise an objection to the merger and division resolution made in the shareholders' general meeting;
8. other rights conferred by relevant laws, administrative rules and these Articles."

Article 51

To add a new article as Article 51

"Article 51

Where the shareholder requires consulting the aforesaid relevant information or asks for the relevant documents, he shall produce documents show the class and number of his shareholding to the Company who shall respond to such request after the identification of the shareholder has been verified."

Article 52

To add a new article as Article 52

"Article 52

Where the resolutions of the shareholders' general meeting or board of directors meeting violate laws and administrative rules, shareholders are entitled to petition to the people's court to nullify such resolutions.

Where the convening or voting procedures of the shareholders' general meeting or board of directors meeting violate laws, administrative rules or these articles, or the resolutions violate these articles, shareholders are entitled to petition to the people's court to revoke the resolutions within 60 days as of date of its making."

Article 53

To add a new article as Article 53

"Article 53

Where the directors, senior managers violate laws, administrative rules or the provisions hereof at the time of performing out their duties and thereby have caused damage to the Company, shareholder(s), individually or jointly hold 1% or more of shareholding of the Company for no less than 180 consecutive days are entitled to require by written application the board of supervisors to file a suit to the people's court; where the violation of laws, administrative rules or the provisions by the board of supervisors at the time of performing its duty which caused damage to the Company, shareholder(s) fulfilling the aforesaid criteria are entitled to require in written application the board of directors to file suit to the people's court.

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Where the board of directors or board of supervisors refuse to file suit after having received the written application as described in the preceding paragraph, or fail to do so within 30 days as of its acknowledgement, or the delayed sue may cause irreparable loss to the Company, the shareholders as prescribed in the preceding paragraph are authorised to file suit directly to the people’s court in their own name in the interest of the Company.

Where the infringement of the lawful rights of the Company has caused damage to the Company, the shareholders as prescribed in the first paragraph of this article are authorised to take proceedings to the people’s court in accordance with the preceding paragraphs.”

Article 54

To add a new article as Article 54

“Article 54

Where the violation of laws, administrative rules or the provisions hereof by the directors, senior managers has caused damage to the shareholders, the latter may file suit to the people’s court.”

Article 55

The Original Article 45 provides:

“Article 45

Each holder of ordinary shares of the Company shall undertake the following obligations:

1. to abide by the Articles;
2. to pay subscription monies according to the number of shares subscribed and the manner of subscription;
3. other obligations imposed by relevant laws, administrative rules, and the Articles.

Other than the terms and conditions agreed upon by the shareholder at the time the shares are subscribed, such shareholder shall not be liable for any future additional share capital.”

is hereby amended as follows:

“Article 55

Each holder of ordinary shares of the Company shall undertake the following obligations:

1. to abide by laws, administrative rules and these Articles;
2. to pay subscription monies according to the number of shares subscribed and the manner of subscription;

3. not to withdraw investment except under the circumstances prescribed in laws and administrative rules;
4. Not to abuse the shareholder's right to infringe the interest of the Company or other shareholders; not to abuse the independent position of the legal person of the Company or the limited liability status of the shareholders to impair the interest of the creditor of the Company;

Where the shareholder's abuse of its power has caused damage to other shareholders, he shall be liable to compensation in accordance with the laws. Where the shareholders abuse the independent position of the legal person of the Company or the limited liability status of shareholders for the evasion of its debt have caused serious damage to the creditor's interest, it shall bear joint liability in respect of the debt of the Company.

5. other obligations imposed by relevant laws, administrative rules, and the Articles.

Other than the terms and conditions agreed upon by the shareholder at the time the shares are subscribed, such shareholder shall not be liable for any future additional share capital.”

The Original Article 46 is renumbered as Article 56.

Article 57

To add a new article as Article 57:

“Article 57

The controlling shareholders and the actual shareholding controllers shall not abuse their connected relationship to cause damage to the interest of the Company. They shall be liable to compensation in the event of breach of the provision in this paragraph which caused damage to the Company.

The controlling shareholders and the actual shareholding controllers shall act faithfully and assume responsibility to the Company and other public shareholders. The controlling shareholders shall exercise strictly the rights of investors and shall not impair lawful rights of the Company and other public shareholders by such means as profit distribution, capital reorganisation, foreign investment, misappropriation of funds, loan guarantee, or by abusing the status its controlling position to cause damage to the interest of the Company and other public shareholders.”

Article 58

To add a new article as Article 58:

“Article 58

If shareholders with more than 5% of the voting shares of the Company pledge their shares, they shall submit a report in written form to the Company upon the date of occurrence.”

The Original Article 47 is deleted and its content is included in Article 240.

Chapter 8 General Meeting

The Original Article 48 is renumbered as Article 59.

Article 60

The Original Article 49 provides:

“The shareholders’ general meeting shall exercise the following functions and powers:

1. to determine the business policies and investment plans;
2. to elect and replace directors and to determine the remuneration of the directors;
3. to elect and replace supervisors who are representatives of the shareholders and to determine the remuneration of such supervisors;
4. to consider and to approve the report of the Board;
5. to consider and to approve the report of the supervisory committee;
6. to consider and to approve the annual financial budgets and final accounts;
7. to consider and to approve the plan for profit distribution and plan for making up losses;
8. to resolve on the increase in or reduction of the registered capital of the Company;
9. to resolve on the amalgamation, demerger, dissolution and liquidation of the Company;
10. to resolve on the issue of debentures of the Company;
11. to resolve on the appointment, dismissal or discontinuance of appointment of the accountants firm;
12. to amend the Articles of Association;
13. to consider the motion put forward by the shareholders together representing 5% or more of the shares of the Company carrying voting rights;
14. other matters to be resolved at the shareholders’ general meeting as required by the laws, administrative regulations and the Articles of Association.”

is hereby amended as follows:

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“Article 60: The shareholders’ general meeting shall exercise the following functions and powers:

1. to determine the business policies and investment plans;
2. to elect and replace directors, who are not representatives of employees, and to decide on matters concerning the remuneration of directors;
3. to elect and replace supervisors who are representatives of the shareholders and to determine the remuneration of such supervisors;
4. to consider and to approve the report of the Board;
5. to consider and to approve the report of the supervisory committee;
6. to consider and to approve the annual financial budgets and final accounts;
7. to consider and to approve the plan for profit distribution and plan for making up losses;
8. to resolve on the increase in or reduction of the registered capital of the Company;
9. to resolve on the amalgamation, demerger, dissolution and liquidation of the Company;
10. to resolve on the issue of debentures of the Company;
11. to resolve on the appointment, dismissal or discontinuance of appointment of the accountants firm;
12. to amend the Articles of Association;
13. to consider and approve the transactions in accordance with the regulations of the relevant stock exchange;
14. to consider and approve the guarantee as provided for in Article 61;
15. to consider and approve the change of the use of proceeds;
16. to consider and approve the share incentive plan;
17. to examine proposals from shareholders representing more than 5% of voting rights in the Company;
18. to attend to any other matters required to be resolved at the shareholders’ general meeting by laws, administrative regulations and the Articles of Association.”

Article 61

To add a new article as Article 61:

“Article 61

The act of external guarantee acts below shall be approved by the shareholders’ general meeting:

1. Any guarantee after the total external guarantee amount of the Company and its controlling subsidiaries reaches or exceeds 50% of the audited net assets value of the latest term;
2. Any guarantee after the total external guarantee amount of the Company reaches or exceeds 30% of the audited net assets value of the latest term;
3. The guarantee provided to the guaranteed subject whose asset liability ratio exceeds 70%;
4. The guarantee provided to shareholders, the actual controller and the connected party.”

The Original Article 50 and Article 51 are renumbered as Article 62 and Article 63 respectively.

Article 64

To add a new article as Article 64:

“Article 64

The place for the convention of shareholders’ general meeting shall be the registered address of the Company or other venue specified in the notice of general meeting.

Venue shall be arranged for the shareholders’ general meeting to be convened in the form of on-site meeting.”

Article 65

To add a new article as Article 65:

“Article 65

The Company shall, for the purpose of the shareholders’ general meeting, instruct legal adviser to give legal advice and issue announcement in respect of the issues below:

1. Whether the convention and convocation procedures comply with laws, administrative rules and these Articles;

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2. Whether the qualification of attendant and convener is lawful and effective;
3. Whether the voting procedure and voting result is lawful and effective;
4. Legal advice issued upon other relevant questions in response to the request of the Company.”

Article 66

To add a new article as Article 66:

“Article 66

The independent directors have the right to propose to the board of directors the convention of extraordinary shareholders’ general meeting. With regard to the proposal, the board of directors shall, in accordance with the provisions in laws, administrative rules and these Articles, made feedback in written form concerning approval or disapproval of its convention within 10 days as of its acknowledgement.

Where the board of directors approves the convention of the extraordinary shareholders’ general meeting, it will distribute the notice thereof within 5 days after the decision has been made by the board of directors and no alternation of the original proposal in the notice is allowed; otherwise, the reasons shall be proclaimed.”

Article 67

To add a new article as Article 67:

“Article 67

The board of supervisor have the right to propose in writing the convention of extraordinary shareholders’ general meeting to the board of directors. The board of directors shall, in accordance with the provisions in laws, administrative rules and the Articles, made feedback in written form concerning approval or disapproval of its convention within 10 days as of its acknowledgement.

Where the board of directors approves the convention of extraordinary shareholders’ general meeting, it will distribute a notice thereof within 5 days after the decision has been made by the board of directors and any alteration of the original proposal in the notice is subject to the consent of the board of supervisors.

Where the board of directors disapproves the convention of the aforesaid meeting or fails to make feedback within 10 days as of its acknowledgement, it shall be deemed incapable to fulfill the obligation of the convention of the aforesaid meeting; the board of supervisor may thereby convene and preside over the general meeting.”

The Original Article 72 is renumbered as Article 68.

Article 69

To add a new article as Article 69:

“Article 69

Where the board of supervisors or shareholders decide to convene the shareholders’ general meeting independently, they shall notify the board of directors in written form and put on record in the local branches of China Securities Regulatory Commission.

Where shareholders’ general meeting are convened by shareholders, the convening shareholders shall have not less than 10% of the total shares in the Company before the publication of the results of such general meeting. At the time of the dispatch of shareholders’ general meeting and publication of announcement of the results of general meeting, the convening shareholders shall submit relevant documentary proof to the local branches of China Securities Regulatory Commission and stock exchange.”

Article 70

To add a new article as Article 70:

“Article 70

With respect to the shareholders’ general meeting independently convened by the board of supervisors or the shareholders, the board of directors and its secretary shall provide assistance. The board of directors shall produce the share register as at the book close date.”

Article 71

To add a new article as Article 71:

“Article 71

Where the shareholders’ general meeting is held independently by the board of supervisors or shareholders, the necessary cost of the company shall be borne by the Company.”

Article 72

To add a new article as Article 72:

“Article 72

For the shareholders’ general meeting convened by the supervisory committee or shareholders in accordance with these Articles, the content of the proposed resolution(s) shall fall within the scope of authority of the shareholders’ general meeting, and is clear, specific and in compliance with relevant provisions of laws, administrative rules and these Articles.”

The Original Article 52, Article 53 and Article 54 are renumbered as Article 73, Article 74 and Article 75 respectively.

Article 76

The Original Article 55 provides:

“Article 55

A notice of meeting of shareholders shall meet the following requirements:

1. be in writing;
2. specify the place and the day 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 exercise an informed judgement on the matters to be discussed at the meeting. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganise the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be properly explained;
5. contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or officer in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;
6. contain the text of any special resolution proposed to be passed at the meeting;
7. contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a shareholder;
8. specify the time and place for lodging proxy forms for the relevant meeting.”

is hereby amended as follows:

“Article 76

A notice of meeting of shareholders shall meet the following requirements:

1. be in writing;
2. specify the place and the day and time of the meeting;

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3. state the matters to be discussed at the meeting;
4. provide such information and explanation as are necessary for the shareholders to exercise an informed judgement on the matters to be discussed at the meeting. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganise the share capital or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the reasons for and consequences of such proposal must be properly explained;
5. contain a disclosure of the nature and extent, if any, of material interests of any director, supervisor, manager or senior officer in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of other shareholders of the same class;
6. contain the text of any special resolution proposed to be passed at the meeting;
7. contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a shareholder;
8. contain the book close date for the purpose of ascertaining the entitlement of the shareholders to attend the shareholders' general meeting;
9. contain the name and telephone number of the main contact person; and
10. specify the time and place for lodging proxy forms for the relevant meeting.

For general meetings initiated by the supervisory committee or the shareholders in accordance with this article, the requirements under this article are applicable to the notice of such meetings.”

Article 77

To add a new article as Article 77

“Article 77

Where elections of directors and/or supervisors are scheduled to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall contain the details of the director candidates and supervisor candidates, including at least the following contents:

1. Such personal information as education background, working experience and part-time job and etc.;

2. Whether he has associations with the Company or its controlling shareholders or the actual controller;
3. His shareholding of the Company's shares;
4. Whether punishment has been imposed on him by China Securities Regulatory Commission and whether he has been reprimanded by stock exchange.

Proposed appointment of each director candidate and supervisor candidate shall be separate proposed resolution.”

Article 78

To add a new article as Article 78

“Article 78

After the dispatch of the notice of shareholders' general meeting, unless with legitimate reasons, such meeting shall not be postponed or cancelled and the proposed resolution in the aforesaid notice shall not be cancelled. In the event of postponement or cancellation of the shareholders' general meeting, convener shall publish announcement disclosing the reason at least 2 working days prior to the original date of such meeting.”

The Original Article 56 is renumbered as Article 79.

The Original Article 57 is deleted, which contents will be included in Chapter 21.

Article 80

To add a new article as Article 80

“Article 80

The board of directors and other convener of the shareholders' general meeting shall take necessary measures to ensure the normal order of such meeting. The board of directors and other convener of the shareholders' general meeting shall take measures to prevent such acts of interference with the shareholders' general meeting, provocation and infringement of the lawful rights of the shareholders, and shall report them promptly to the relevant authorities for investigation and prosecution.”

Article 81

To add a new article as Article 81

“Article 81

All the shareholders whose name appears on the share register on the book close date and their proxy are entitled to attend the shareholders' general meeting and to exercise their voting rights in accordance with the relevant laws, regulations and these Articles.”

The Original Article 58 is renumbered as Article 82.

Article 83

To add a new article as Article 83

“Article 83

Where the natural person shareholder attends the shareholders’ general meeting, he shall present his identification card or other valid document of identification and stock account card; where the natural person shareholders appoint proxy to attend the shareholders’ general meeting, the proxy shall present his valid document of identification and the proxy form.

The legal person shareholder shall appoint its legal representative or an agent for such legal representative to attend the shareholders’ general meeting. Where the legal representative attend the shareholders’ general meeting, he shall present his identification card or documentary evidence of his identity as legal representative; where the agent is authorised to attend the shareholders’ general meeting, the agent shall presents the identification card of his own and the written proxy issued by the legal representative.”

Article 84

To add a new article as Article 84

“Article 84

The proxy form issued by the shareholder(s) where the shareholder(s) appointed proxy to attend the shareholders’ general meeting on their behalf shall contain the following items:

1. Name of the proxy;
2. Whether he has the right to vote;
3. Instruction of casting approval, opposition or abstention vote against each proposed resolution at the shareholders’ general meeting;
4. The date of issuance and term of validity of the proxy form;
5. Shareholders shall appoint their proxies in writing which shall be signed by appointer or attorney duly authorised. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a legal person, either under seal or under the hand of a director or attorney duly authorised.”

Article 85

The Original Article 59 provides:

“Article 59

1. Shareholders shall appoint their proxies in writing. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a legal person, either under seal or under the hand of a director or attorney duly authorised.

2. A shareholder of the Company, being a recognised clearing house within the meaning of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong may authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting or class shareholders’ meeting of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual shareholder of the Company.”

is hereby amended as follows:

“Article 85

A shareholder of the Company, being a recognised clearing house within the meaning of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong may authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting or class shareholders’ meeting of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual shareholder of the Company.”

The Original Article 60, Article 61 and Article 62 are renumbered as Article 86, Article 87 and Article 88 respectively.

Article 89

To add a new article as Article 89

“Article 89

The register of the attendants of the shareholders’ general meeting shall be prepared by the Company. The register shall record the attendants’ name (or name of unit), Identification Card number, residential address, voting rights represented by the number of shares held or authorized, name of the principal (or unit), etc.”

Article 90

To add a new article as Article 90

“Article 90

The convener of the shareholders’ general meeting and legal adviser instructed by the Company will jointly, on strength of the register of shareholders provided by the securities registration and clearing institutions, examine the legality of the shareholders’ status, and register full name (or name) of the shareholders and the voting rights represented by the number of shares. Such shareholder and shareholding registration shall cease before the announcement of the total number of the shares held by the shareholders and proxies who are attending the shareholders’ general meeting.”

Article 91

To add a new article as Article 91

“Article 91

On occasion of the convention of the shareholders’ general meeting, directors, supervisors, secretary to the Board, managers and other senior managers shall attending the shareholders’ general meeting as and when required.”

Article 92

To add a new article as Article 92

“Article 92

The Company shall formulate the rules of procedure for the shareholders’ general meeting, providing for the detailed convention and voting procedure hereof, including notification, registration, examination of the resolution, voting, vote counting, announcement of the voting results, the resolutions passed at the meeting, minutes of the meeting, signing of such minutes and announcement as well as the principle of delegation from the shareholders’ general meeting to the board of directors which shall be definite and specific. The rules of procedures for shareholders’ general meeting shall be decided by the board of directors and approved at the shareholders’ general meeting.”

Article 93

To add a new article as Article 93

“Article 93

Each of the board of directors and the supervisory committee shall, in the annual general meeting of the shareholders, report at the annual general meeting of their work of last year.”

Article 94

To add a new article as Article 94

“Article 94

Each of the Company’s directors, supervisors and senior managers shall attend shareholders’ general meeting as and when required, and give explanations and clarifications to the enquiries and advice raised by the shareholders at the shareholders’ general meeting.”

Article 95

To add a new article as Article 95

“Article 95

The presiding person of the shareholders’ general meeting shall, prior to the voting, proclaim the total voting shares held by the present shareholders and the proxies in accordance with the entries on the register of attendance of the shareholders’ general meeting.”

Article 96

To add a new article as Article 96

“Article 96

The secretary of the board of directors shall be responsible to take minutes of the shareholders’ general meeting, and shall record the following items:

1. Time, venue, agenda, name of convener;
2. Name of the presiding person of the shareholders’ general meeting and the present directors, supervisors, senior managers;
3. Number of the shareholders and proxies, and the total number of voting shares represented by them and the proportion of such shares among the total shares of the Company;
4. Deliberation process, main point of the speech delivered and voting result;
5. the enquiries, opinion or recommendations raised by shareholders and the response or explanations given by directors, supervisors and senior managers;
6. Name of the legal adviser, vote counter and scrutineer;
7. Other items that shall be recorded in the minutes in accordance with the provisions hereof.”

Article 97

To add a new article as Article 97

“Article 97

The convener of the shareholders’ general meeting shall ensure the truthfulness, accuracy and completeness of the minutes of the shareholders’ general meeting. Such minutes shall be signed by the convener of the shareholders’ general meeting, the presiding person of the meeting, the secretary of the board of directors, and the directors, supervisors, senior managers present at the shareholders’ general meeting. The minutes shall be kept together with the shareholders’ attendance register, proxy forms and other valid voting record by internet or other means, and shall be kept for at least 10 years.”

Article 98

To add a new article as Article 98

“Article 98

The convener of the shareholders’ general meeting shall ensure the continual running of the shareholders’ general meeting until resolution(s) are made. Where such specific cause as force majeure results in the suspension of the meeting or failure to make a resolution, necessary measures shall be taken to resume the shareholders’ general meeting as soon as possible or put an end to the shareholders’ general meeting and make immediate proclamation. Meanwhile, the convener shall report to the local branch of China Securities Regulatory Commission and the securities exchange.”

The Original Article 63 is renumbered as Article 99.

Article 100

The Original Article 64 provides

“Article 64

On a poll, a shareholder (including proxies) shall exercise the voting rights in accordance with the voting rights represented by the total number of shares he holds. Each share shall carry one vote.”

is hereby amended as follows:

“Article 100

On a poll, a shareholder (including proxies) shall exercise the voting rights in accordance with the voting rights represented by the total number of shares he holds. Each share shall carry one vote.

The Company’s shares held by itself shall not be entitled to exercise voting rights and shall not be calculated towards the total voting share held by the shareholders present at the shareholders’ general meeting.”

Article 101

To add a new article as Article 101

“Article 101

When in the shareholders’ general meeting connected transactions are being deliberated, the connected shareholders shall not vote, and their shares shall not count towards the total voting shares held by the shareholders present at the shareholders’ general meeting. Announcement of the shareholders’ general meeting shall fully disclose the voting of the non-connected shareholders.”

Article 102

To add a new article as Article 102

“Article 102

The Company shall, on the premise of ensuring the legality and validity of the shareholders’ general meeting, provide convenience to the present shareholders by various means, including such modern information technology means as on-line voting platform.”

The Original Article 65 and Article 66 are renumbered as Article 103 and Article 104 respectively.

Article 105

To add a new article as Article 105

“Article 105

The shareholders’ general meeting may take vote on the resolutions one by one. Where different resolutions for the same matters remain, they shall be voted in accordance with the time sequence of the resolution’s submission. The shareholders’ general meeting shall not postpone the voting or leave the resolution not voted unless such particular causes as force majeure results in the suspension of the meeting or the failure of reaching resolution.”

Article 106

To add a new article as Article 106

“Article 106

The shareholders’ general meeting shall, on the occasion of examining the resolutions, not revise the resolution, otherwise, the relevant alteration shall be deemed as a new resolution which shall not be voted herein.”

Article 107

To add one new article as Article 107

“Article 107

The same voting power shall be exercised through only one of such means as on-spot, internet or otherwise. The first ballot prevails once repeated voting arises in the same voting power.”

Article 108

To add one new article as Article 108

“Article 108

The time of conclusion of the on-site shareholders’ general meeting shall not be earlier than through internet or other means, where the presiding person of the shareholders’ general meeting shall announce the voting result of each resolution and whether each resolution has been passed.

Prior to the formal announcement of the voting result, the Company, vote counter, scrutineer, major shareholders and internet service provider, etc., who are involved in the voting on-site or through internet or by other means shall adhere to confidential obligations to the voting conditions.”

Article 109

To add a new article as Article 109

“Article 109

The shareholders present at the shareholders’ general meeting shall either vote for, against or abstention on the resolution tabled.

Blank, wrongly-filled and illegible vote as well as failure of voting shall be deemed as abstention, and the voting result upon its shares shall be counted towards “abstention”.”

The Original Article 67 is renumbered as Article 110.

Article 111

The Original Article 68 provides:

“Article 68: When the number of votes for and against a resolution is equal, whether the vote is taken by a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.”

is hereby amended as follows:

“Article 111: When the number of votes for and against a resolution is equal, whether the vote is taken by a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.”

Article 112

The Original Article 69 provides:

“Article 69

Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

is hereby amended as follows:

“Article 112

Where any shareholder is, under the Company Law or the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

Article 113

The Original Article 75 provides:

“Article 75: If the chairman of a meeting should have any doubt about the voting result of a certain resolution voted upon, he may conduct counting of the number of votes cast. If no counting is conducted, shareholders or proxies present at the meeting who object to the voting result announced by the chairman of the meeting shall have the right to request a counting of the votes immediately after the voting result has been announced, upon which the chairman of the meeting shall forthwith conduct a counting of the votes.”

is hereby amended as follows:

“Article 113: If the chairman of a meeting should have any doubt about the voting result of a certain resolution voted upon, he may conduct counting of the number of votes cast. If no counting is conducted, shareholders or proxies present at the meeting who object to the voting result announced by the chairman of the meeting shall have the right to request a counting of the votes immediately after the voting result has been announced, upon which the chairman of the meeting shall forthwith conduct a counting of the votes.”

Article 114

To add a new article as Article 114:

“Article 114

The resolutions of the shareholders’ general meeting shall be announced promptly where the number of shareholders and proxies, the proportion of the total voting shares represented by shareholders present at the meeting among the total number of shares of the Company, means of voting, voting result of every resolution and their other particulars shall be set forth.”

Article 115

To add a new article as Article 115:

“Article 115

Where the resolutions fail to be passed or the resolutions of the last shareholders’ general meeting are being altered in the present shareholders’ general meeting, such facts shall be mentioned specifically in the announcement hereof.”

Article 116

To add a new article as Article 116:

“Article 116

Where the shareholders’ general meeting passes the resolutions concerning election of directors, supervisors, time of their assumption of office shall be determined in accordance with the rules of shareholders’ general meeting.”

Article 117

To add a new article as Article 117:

“Article 117

Where the shareholders’ general meeting passes the resolutions relating to bonus distribution in cash, bonus issue or increase of capital through the use of capital reserve fund, the company shall implement the detailed plan within two months after the conclusion of the shareholders’ general meeting.”

The Original Article 70 is renumbered as Article 118.

Article 119

The Original Article 71 provides:

“Article 71

The following matters shall be resolved by special resolutions at shareholders’ general meetings:

1. the increase or reduction of the Company’s capital and the issue of any kind of shares, warrants or other similar securities;
2. the issue of debentures by the Company;
3. the merger, division, dissolution or liquidation of the Company;
4. any amendment to these Articles; and
5. other matters resolved at the shareholders’ general meeting to have a profound effect on the Company which require to be passed by special resolutions.”

is hereby amended as follows:

“Article 119

The following matters shall be resolved by special resolutions at shareholders’ general meetings:

1. the increase or reduction of the Company’s capital and the issue of any kind of shares, warrants or other similar securities;
2. the issue of debentures by the Company;
3. the merger, division, dissolution or liquidation of the Company;
4. any amendment to these Articles;
5. any acquisition or disposal after the value of the acquisition or disposal of material assets for the last 12 months reaches 30% or more of the latest audited total assets;
6. any external guarantee granted after the aggregate external guarantee reaches 30% or more of the latest audited total assets;
7. share incentive plan;
8. Other proceedings prescribed in the provisions of laws, administrative rules or the Articles of Association, deemed by common resolution as having significant potential influence upon the company, and thereby need to be passed by special proceedings.”

Article 120

To add a new article as Article 120

“Article 120

The shareholders’ general meeting shall be presided over by the chairman of the board of directors. Where the chairman is unable to or fails to perform its duty, the shareholders’ general meeting shall be presided over by the vice-chairman, where the vice chairman is unable to perform its duty, it shall be held by a director jointly elected by more than half of the members of the board.

Where the board of directors is unable to or fails to perform its duty in convening shareholders’ general meeting, supervisory committee shall timely convene and preside over such meeting. Where the supervisory committee fails to convene and preside over such meeting, shareholders who, individually or jointly, hold 10% or more of the Company’s total shares for 90 consecutive days or above can convene and preside over shareholders’ general meeting.

The shareholders’ general meeting independently convened by supervisory committees shall be presided over by the chairman of the supervisory committee. Where the chairman is unable to or fails to perform its duty, the shareholders’ general meeting shall be held by the vice chairman hereof; where the vice chairman is unable to or fails to perform its duty, a supervisor shall be jointly elected by half of the members of the board of supervisors to preside the meeting.

The shareholders conference jointly held by the shareholders shall be held by the representative recommended by the convener.

Where the presiding person on the occasion of the shareholding general meeting violates the rules of procedure so that the meeting is unable to continue, another presiding person may, with the approval of half of the votes from the present shareholders, be elected from and by the shareholders’ general meeting to continue the meeting.”

The Original Article 73 is deleted as its content is the same as the new Article 118 which is more detailed.

Article 121

The Original Article 74 provides:

“Article 74: At a shareholders’ general meeting, the chairman shall decide whether a resolution is adopted. His decision shall be announced to the meeting, recorded in the minutes of meeting and shall be final.”

is hereby amended as follows:

“Article 121: At a shareholders’ general meeting, the chairman of the meeting shall decide whether a resolution is adopted. His decision shall be announced to the meeting, recorded in the minutes of meeting and shall be final.”

The Original Article 76 and Article 77 are renumbered as Article 122 and Article 123 respectively.

Chapter 9 Special Procedures for the Voting of Class Shareholders

The Original Article 78 is renumbered as Article 124.

Article 125

The Original Article 79 provides:

“Article 79: If the Company intends to vary or abrogate rights attached to any class of shares it must obtain the approval of shareholders in a general meeting by way of a special resolution and by a resolution of holders of shares of that class passed at a separate meeting conducted in accordance with the provisions of Articles 80 to 84.”

is hereby amended as follows:

“Article 125: If the Company intends to vary or abrogate rights attached to any class of shares it must obtain the approval of shareholders in a general meeting by way of a special resolution and by a resolution of holders of shares of that class passed at a separate meeting conducted in accordance with the provisions of Articles 127 to 131.”

The Original Article 80 is renumbered as Article 126.

Article 127

The Original Article 81 provides:

“Article 81: Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the rights to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) in Article 79 above, but interested shareholder(s) shall not be entitled to vote at class meetings.

An “interested shareholder” mentioned in the preceding paragraph is:

In the case of a repurchase of shares made under Article 24 by a general offer to all shareholders to repurchase in the same ratio or by open trading on a stock exchange, a controlling shareholder, as defined in Article 47;

In the case of a repurchase of shares by an off-market contract under Article 24, a holder of the relevant shares relating to the contract;

In the case of a restructuring of the Company, a shareholder of a class who bears a less than proportionate burden imposed on other shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from that of other shareholders of that class.”

is hereby amended as follows:

“Article 127: Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the rights to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) in Article 126 above, but interested shareholder(s) shall not be entitled to vote at class meetings.

An “interested shareholder” mentioned in the preceding paragraph is:

1. in the case of a repurchase of shares made under Article 30 by a general offer to all shareholders to repurchase in the same ratio or by open trading on a stock exchange, An “interested shareholder” means a controlling shareholder, as defined in Article 240;
2. in the case of a repurchase of shares by an off-market contract under Article 30, An “interested shareholder” means a holder of the relevant shares relating to the contract;
3. in the case of a restructuring of the Company, An “interested shareholder” means a shareholder of a class who bears a less than proportionate burden imposed on other shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from that of other shareholders of that class.”

Article 128

The Original Article 82 provides:

“Article 82: Resolutions of a class of shareholders shall require the approval of shareholders present representing two thirds or more of the voting rights of that class voting in favour of such resolutions pursuant to Article 80.”

is hereby amended as follows:

“Article 128: Resolutions of a class of shareholders shall require the approval of shareholders present representing two thirds or more of the voting rights of that class voting in favour of such resolutions pursuant to Article 127.”

The Original Article 83, Article 84 and Article 85 are renumbered as Article 129, Article 130 and Article 131 respectively.

Chapter 10 The Board of Directors

Article 132

The Original Article 86 provides:

“Article 86

The Company shall have board of directors which is accountable for shareholders’ general meeting. Directors are natural persons.

The board of directors comprises of 15 members, with 1 chairman, 1 vice chairman. The members of the board of directors, the number of independent directors and the composition of the board of directors are all in accordance with laws, administrative rules, rules and regulatory documents.”

is hereby amended as follows:

“Article 132

The Company shall have board of directors which is accountable for shareholders’ general meeting. Directors are natural persons.

The board of directors comprises of 15 members, with 1 chairman, 1 vice chairman. The members of the board of directors, the number of independent directors and the composition of the board of directors are all in accordance with laws, administrative rules, rules and regulatory documents.

The manager or other senior management personnel may serve concurrently as the director, however, the concurrently directors acted by the manager, other senior management personnel as well as by staff representatives shall not exceed 1/2 of the total number of board of directors.

A director is not required to hold any shares in the Company.”

Article 133

The Original Article 87 provides:

“Article 87

The directors shall be elected by shareholders at general meetings. The term of office of a director is 3 years. Upon expiry, the term of office of a director is renewable upon re-appointment or re-election.

The intention to nominate candidates (except a person who is a director whose term of office has expired or a director who is elected by the board of directors) for directorships and written notice from candidates expressing their acceptance of such nomination shall be issued and submitted to the Company at least 7 days prior to the convening of the shareholders’ general meeting.

The Chairman and Vice-Chairmen of the board of directors shall be elected or removed by more than one half of all the directors. The term of office of the Chairman and ice-Chairmen shall be 3 years, renewable upon re-appointment or re-election.

Subject to compliance with the provisions of the relevant laws and administrative rules, the shareholders’ general meeting may by way of an ordinary resolution remove a director whose term of office has not expired (however, claims which may arise in accordance with any contract shall not be affected).

A director is not required to hold any shares in the Company.”

is hereby amended as follows:

“Article 133

The directors shall be elected by shareholders at general meetings. The term of office of a director is 3 years. Upon expiry, the term of office of a director is renewable upon re-appointment or re-election.

The intention to nominate candidates (except a person who is a director whose term of office has expired or a director who is elected by the board of directors) for directorships and written notice from candidates expressing their acceptance of such nomination shall be issued and submitted to the Company at least 7 days prior to the convening of the shareholders’ general meeting.

The Chairman and Vice-Chairmen of the board of directors shall be elected or removed by more than one half of all the directors. The term of office of the Chairman and ice-Chairmen shall be 3 years, renewable upon re-appointment or re-election.

Subject to compliance with the provisions of the relevant laws and administrative rules, the shareholders’ general meeting may by way of an ordinary resolution remove a director whose term of office has not expired (however, claims which may arise in accordance with any contract shall not be affected).

The term of office of the director shall commence as of its assumption of office till the expiry of that term of board of directors. Where the directors need timely re-election, the original directors shall, prior to the assumption of the re-elected directors, performs its director duties in accordance with laws, administrative rules, regulations and provisions of these Articles of Association.”

Article 134

To add a new article as Article 134

“Article 134

The directors shall abide by laws, administrative rules and the Articles of Association, bearing the following diligent obligations;

1. In line with national laws, administrative rules as well as the various requirements of the national economic policies, exercise meticulously, gravely and assiduously the rights authorized by the Company so as to ensure the Company’s business act within the scope prescribed in the business license;
2. Give fair treatment to all the shareholders;
3. Timely monitor the operation of the Company;

4. Report regularly to the Company and signing confirmation opinion in written form to ensure the truthfulness, accuracy and completeness of the information revealed by the Company;
5. Provide genuinely the relevant information and material to the board of supervisors, and not impede the board of supervisors to exercise its functions and powers;
6. Other obligations prescribed in relevant laws, administrative rules, rules and Articles of Association.”

Article 135

To add a new article as Article 135

“Article 135

Where the directors fails to attend the board meeting for two consecutive times and fails to appoint other directors to attend on his(her) behalf, he(she) shall be deemed incapable to perform his(her) duty and the board of directors shall propose the shareholders’ general meeting to remove such director.”

Article 136

To add a new article as Article 136

“Article 136

The director may, before his(her) expiration of the term of office, tender his(her) resignation report in written form to the board of directors who shall disclose the relevant information within two days.

Where the total number of member of the board of directors is lower than the minimum quorum, the former directors shall, prior to the assumption of the re-elected directors, perform its directorship in accordance with the relevant laws, administrative rules, regulations and the Articles of Association.

The resignation of the director shall, except the circumstances prescribed in the preceding paragraph, come into effect as of its acknowledgement by the board of directors.”

Article 137

To add a new article as Article 137

“Article 137

Without the legal authorization of the Articles of Association or the board of directors, any director shall not represent the company or board of directors to act in his/her own name. Where the director acts in his(her) own name, the director shall declare his/her standpoint and identity in advance provided that the director is deemed by the third party as acting in the interest of the company.”

Article 138

To add a new article as Article 138

“Article 138

The independent directors shall act in accordance with laws, administrative rules and regulations.”

Article 139

The Original Articles 88 provides:

“Article 88

The board of directors shall be accountable to the general meetings of the shareholders, and shall exercise the following functions and powers:

1. to convene general meetings and report on its work to the shareholders;
2. to implement resolutions of general meetings;
3. to decide on the Company’s business plans and investment proposals;
4. to formulate the Company’s proposed annual financial budgets and final accounts;
5. to formulate the Company’s profit distribution plans and plans for making up for losses;
6. to formulate proposals for the increase or reduction of the Company’s registered capital and the issue of corporate bonds;
7. to prepare plans for the merger, division or dissolution of the Company;
8. to decide on the establishment of the Company’s internal management structure;
9. to appoint or dismiss the Company’s managers, and pursuant to the managers’ nominations to appoint or dismiss the deputy general managers and financial officers of the Company and to decide on their remuneration;
10. to formulate the Company’s basic management system;
11. to formulate plans for the amendment of the Company’s Articles of Association;
12. subject always to the provisions of Article 89, with the authorisation of the shareholders’ general meeting, to decide on the mortgage and assignment of the Company’s assets; to decide on the exercise of the financing powers and borrowing powers of the Company;

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13. to decide on the wage level and the welfare and bonus plan of the Company;
14. to decide on the establishment of a special committee and the appointment and removal of its relevant members;
15. to decide on other important affairs and administrative matters which are not required in these Articles to be decided at the shareholders' general meetings.
16. to exercise other functions and powers conferred at the shareholders' general meetings and by the Articles.

The special committee mentioned in paragraph (14) above shall comprise one or more director(s). It shall assist the board in the exercise of its functions and powers under the authority of the board.

Resolutions relating to the above, with the exception to items (6), (7) and (11) above which require the consent of two-thirds or more of the directors through voting, shall require the consent of more than half of the directors.”

is hereby amended as follows:

“Article 139

The board of directors shall be accountable to the general meetings of the shareholders, and shall exercise the following functions and powers:

1. to convene general meetings and report on its work to the shareholders;
2. to implement resolutions of general meetings;
3. to decide on the Company's business plans and investment proposals;
4. to formulate the Company's proposed annual financial budgets and final accounts;
5. to formulate the Company's profit distribution plans and plans for making up for losses;
6. to formulate proposals for the increase or reduction of the Company's registered capital and the issue of corporate bonds or other securities or listing project;
7. to prepare plans for major acquisition, repurchase of Company's shares or the merger, division or change of form of the Company;
8. to consider and approve the transactions in accordance with the relevant rules of the relevant stock exchange on which the Company's shares are listed;
9. to decide on the establishment of the Company's internal management structure;

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10. to appoint or dismiss the Company's managers, and pursuant to the managers' nominations to appoint or dismiss the deputy general managers and financial officers of the Company and to decide on their remuneration;
11. to formulate the Company's basic management system;
12. to formulate plans for the amendment of the Articles of Association;
13. to manage Company information disclosure matters;
14. to make recommendation at the general meeting as to appointment or change of the Company's auditors firm;
15. to consider the work report of the manager and to examine his(her) work;
16. to decide on the wage level and the welfare and bonus plan of the Company;
17. to decide on the establishment of a special committee and the appointment and removal of its relevant members;
18. to decide on other important affairs and administrative matters which are not required in these Articles of Association to be decided at the shareholders' general meetings;
19. to exercise other functions and powers conferred at the shareholders' general meetings and by the Articles of Association.

The special committee mentioned in paragraph (17) above shall comprise one or more director(s). It shall assist the board in the exercise of its functions and powers under the authority of the board.

Resolutions relating to the above, with the exception to items (6), (7) and (12) above which require the consent of two-thirds or more of the directors through voting, shall require the consent of more than half of the directors."

Article 140

To add a new article as Article 140

"Article 140

The board of directors of the Company shall explain to the shareholders' general meeting the non- standardized audit opinion issued by the certified public accountant to the company."

Article 141

To add a new article as Article 141

“Article 141

The board of directors shall set forth the rules of procedure of the board of directors to ensure its implementation of the decisions hereof, to improve its efficiency and guarantee its scientific decision making. The rules of the board of directors set out the procedures for convening and voting of board of directors meeting. Such rules are proposed by the board of directors and approved by the shareholders’ general meeting.”

Article 142

To add a new article as Article 142

“Article 142

The board of director shall set forth the scope of authorities such as external investment, acquisition and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transactions, establish strict examination and decision-making procedure; major investment items shall be subject to the examination and approval of the relevant experts and the approval of the shareholders’ general meeting.”

The Original Article 89 and Article 90 are renumbered as Article 143 and Article 144 respectively.

Article 145

To add a new article as Article 145

“Article 145

Vice chairmen of board shall assist the chairman hereof. Where the chairman of board is unable to or fails to perform his(her) duty, the vice chairman of board shall perform the duty hereof; where the deputy chairman of board is unable to or fails to fulfill his(her) duty, a director shall be elected jointly by half of the total members of the board of directors to fulfill the duty hereof.”

Article 146

The Original Articles 91 provides:

“Articles 91

Meetings of the board of directors shall be held at least twice per annum, to be convened by the Chairman of the board of directors who shall notify all the directors 10 days before the date of such a meeting. In the case of emergency, an ad hoc directors’ meeting may be convened on a proposal from more than 4 directors or manager(s).”

is hereby amended as follows:

“Article 146

Meetings of the board of directors shall be held at least twice per annum, to be convened by the Chairman of the board of directors who shall notify all the directors 10 days before the date of such meetings. Shareholders representing more than 1/10 of the voting rights among the total shares of the Company or more than 1/3 of directors or supervisors may propose the convention of extraordinary directors meeting. In the case of emergency, an ad hoc directors’ meeting may be convened on a proposal from more than 4 directors or manager(s). The chairman of board shall, within 10 days after the acknowledgement of the proposal, convene and preside over the directors’ meeting.”

The Original Article 92 is renumbered as Article 147.

Article 148

To add a new article as Article 148

“Article 148

Where a notice of board meeting or extraordinary board meeting is to be dispatched, the notice shall include the following items:

- (1) Date and place of the meeting;
- (2) Time limit of the meeting;
- (3) Reason and topic of the meeting;
- (4) Date of the notice issuance.”

The Original Article 93 is renumbered as Article 149.

Article 150

To add a new article as Article 150

“Article 150

Where directors have connected relations with the enterprises involved in resolution items considered on a board meeting, the directors shall neither vote on this resolution nor act as agent for other directors to exercise voting power. The board meeting may be convened once more than half of the non-connected directors are present and the resolutions tabled on a board meeting requires the approval of half of the non-connected directors. Where fewer than three connected directors attend the board meeting, the proceedings shall be submitted to the shareholders meeting for consideration.”

The Original Article 94 and Article 95 are renumbered as Article 151 and Article 152 respectively.

Chapter 11 Secretary to the Board

Article 153

The Original Article 96 provides:

“Article 96

The Company shall have a secretary to the board of directors. The secretary shall be a member of senior management of the Company.”

is hereby amended as follows:

“Articles 153

The Company shall have secretary of board of directors to be responsible for the preparation of the shareholders’ general meeting and the board of directors meeting, document keeping as well as the management of the shareholders record, handling of information disclosure, etc. The secretary shall be a member of senior management of the Company.

The secretary of board of directors shall abide by laws, administrative rules, regulations and the Articles of Association.”

The Original Article 97 and Article 98 are renumbered as Article 154 and Article 155 respectively.

Chapter 12 Manager

Article 156

The Original Article 99 provides:

“Article 99

The Company shall have 1 manager, appointed or dismissed by the board of directors.”

is hereby amended as follows:

“Article 156

The Company shall have 1 manager, appointed or dismissed by the board of directors. The term of office of the manager shall not exceed 3 years, and re-appointment is allowed subject to re-election.”

Article 157

The Original Article 100 provides:

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“Article 100: The manager is accountable to the board of directors and shall exercise the following functions and powers:

1. to be in charge of the production, operation and management of the Company and to organise the implementation of the resolutions of the board of directors;
2. to organise the implementation of the Company’s annual business plans and investment plans;
3. to devise the plan for establishment of the Company’s internal management organisation;
4. to devise the Company’s basic management system;
5. to formulate the basic rules and regulations of the Company;
6. to request the appointment or dismissal of the Company’s deputy manager and personnel in charge of financial affairs;
7. to appoint or dismiss management staff other than those who should be appointed or dismissed by the board of directors;
8. without prejudice to item 12 of Article 87, to exercise investment, borrowing and lending powers in respect of fixed assets items representing 1 per cent. or less of the share capital and to decide on the disposal of fixed assets representing 1 per cent. or less of the share capital;
9. other functions and powers conferred by the board of directors or the Articles.”

is hereby amended as follows:

“Article 157: The manager is accountable to the board of directors and shall exercise the following functions and powers:

1. to be in charge of the production, operation and management of the Company and to organise the implementation of the resolutions of the board of directors, and report to the Board;
2. to organise the implementation of the Company’s annual business plans and investment plans;
3. to devise the plan for establishment of the Company’s internal management organisation;
4. to devise the Company’s basic management system;
5. to formulate the basic rules and regulations of the Company;

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6. to request the appointment or dismissal of the Company's deputy manager and personnel in charge of financial affairs;
7. to appoint or dismiss management staff other than those who should be appointed or dismissed by the board of directors;
8. without prejudice to item 15 of Article 137, to exercise investment, borrowing and lending powers in respect of fixed assets items representing 1 per cent. or less of the share capital and to decide on the disposal of fixed assets representing 1 per cent. or less of the share capital;
9. other functions and powers conferred by the board of directors or the Articles."

The Original Article 101 is renumbered as Article 158.

Article 159

To add a new article as Article 159

"Article 159

The manager shall formulate working rules for manager which implemented after the approval from the board of directors."

The Original Article 102 is renumbered as Article 160.

Article 161

To add a new article as Article 161

"Article 161

The working rules for manager shall include the followings:

1. Convention condition, procedures and the attending personnel in the manager meeting;
2. Responsibilities and division of labor of the manager and other senior management personnel;
3. Scope of authorities regarding fund of the company, asset application, signing of important contract, and report system to the board of directors, board of supervisors;
4. Other items deemed necessary by the board of directors."

Article 162

To add a new article as Article 162

“Article 162

The manager may resign before his/her term expires. The specific procedures and approaches of the manager’s resignation shall be set forth by the labor contract between the manager and the company.”

Article 163

To add a new article as Article 163

“Article 163

The board of directors may, in accordance with these Articles of Association as proposed by the manager, appoint or dismiss a vice manager. The vice manager shall be accountable for and report his work to the manager in accordance with the Company’s management system.”

Chapter 13 The Supervisory Committee

The Original Article 103 is renumbered as Article 164.

Article 165

The Original Article 104 provides:

“Article 104: The supervisory committee shall consist of 4 members, one of whom shall be the Chairman of the committee and one of whom shall be the vice chairman. The number of external supervisors (supervisors who are not employees of the Company) of the Supervisory Committee shall not be less than half of the total number of supervisors, and the number of supervisors assumed by staff representatives shall not be less than one-third of the total number of supervisors.

The term of office for a supervisor is three years and re-appointment is allowed subject to re-election.

The appointment and removal of the chairman and vice chairman of the Supervisory Committee shall be resolved and passed by more than two-third of the members of the Supervisory Committee.”

is hereby amended as follows:

“Article 165: The supervisory committee shall consist of 4 members, one of whom shall be the Chairman of the committee and one of whom shall be the vice chairman. The number of external supervisors (supervisors who are not employees of the Company) of the Supervisory Committee shall not be less than half of the total number of supervisors, and the number of supervisors assumed by staff representatives shall not be less than one-third of the total number of supervisors.

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The term of office for a supervisor is three years and re-appointment is allowed subject to re-election.

The appointment and removal of the chairman and vice chairman of the Supervisory Committee should be resolved and passed by more than two-third of the members of the Supervisory Committee.

The chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee. In the event that the chairman of the supervisory committee is incapable of performing or does not perform his duties, the vice chairman of the supervisory committee shall convene and preside over meetings of the supervisory committee meetings. In the event that the vice chairman of the supervisory committee is incapable of performing or does not perform his duties, a supervisor elected by the majority of supervisors shall convene and preside over meetings of the supervisory committee meetings.”

Article 166

To add a new article as Article 166

“Article 166

Where supervisors fail to be re-elected timely upon the expiration of his/her term, or the resignation of supervisors within their term has resulted in the number of the total member in the board of supervisors lower than the quorum, the former supervisor shall, prior to the assumption the reelected supervisors, perform the duty hereof in accordance with laws, administrative rules, regulations and the relevant provisions in the Articles of Association.”

Article 167

To add a new article as Article 167

“Article 167

A supervisor shall ensure the truthfulness, accuracy and completeness of the disclosed information.”

Article 168

To add a new article as Article 168

“Article 168

A supervisor shall not abuse his/her connected relations to impair the Company’s interest, and he/she shall be liable for compensation if he/she inflicts damage on the Company.”

The Original Article 105, Article 106 and Article 107 are renumbered as Article 169, Article 170 and Article 171 respectively.

Article 172

The Original Article 108 provides:

“Article 108

The supervisory committee shall be accountable to the shareholders’ general meetings and shall exercise the following functions and powers in compliance with relevant laws:

1. to examine the Company’s financial affairs;
2. to supervise the directors, the manager(s) and other officers to see whether or not they have violated any laws, administrative regulations or the Articles in the course of their performance of their duties at the Company;
3. if an act of a director, manager or other officer is harmful to the Company’s interests, to require him to correct such act;
4. to verify financial information such as financial reports, business reports and profit distribution plans etc. to be submitted by the board of directors to the shareholders’ general meeting and, where queries are raised, to appoint in the name of the Company registered accountants or practising auditors to assist in the re-examination thereof;
5. to propose the holding of extraordinary general meetings;
6. to represent the Company in negotiations with directors or in instituting proceedings against directors;
7. other functions and powers provided for in the Articles.

Supervisors shall attend meetings of the board of directors.”

is hereby amended as follows:

“Article 172

The supervisory committee shall be accountable to the shareholders’ general meetings and shall exercise the following functions and powers in compliance with relevant laws:

1. to verify the regular report of the Company prepared by the board of directors and produce written verification opinion;
2. to examine the Company’s financial affairs;
3. to supervise the directors, the manager and other senior management of their performance of duties; to propose the removal of the directors, the manager or other senior management who have violated any laws, administrative regulations or these Articles of Association;

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4. if an act of a director, manager or other officer is harmful to the Company's interests, to require him to correct such act;
5. to verify financial information such as financial reports, business reports and profit distribution plans etc. to be submitted by the board of directors to the shareholders' general meeting and, where queries are raised, to appoint in the name of the Company registered accountants or practising auditors to assist in the re-examination thereof;
6. to propose the holding of extraordinary general meetings and to preside over the shareholders' general meeting in the event that the board of directors fails to convene and preside over shareholders' general meeting in accordance with the Company Law;
7. to represent the Company in negotiations with directors or in instituting legal proceedings against directors and senior management in accordance with the Company Law;
8. to make proposals to the shareholders' general meeting;
9. to conduct investigation on the Company's abnormal operating status; if necessary, to appoint accountants, legal advisers or other professional parties to assist their work;
10. other functions and powers provided for in these Articles of Association.

Supervisors shall attend meetings of the board of directors and may raise enquiries or recommendations on the resolutions tabled at the board meeting.”

Article 173

To add a new article as Article 173

“Article 173

The supervisory committee shall set forth rules of procedures of the supervisory committee, define the discussion means and vote procedures of the board of supervisors to ensure the efficiency and scientific decision hereof. The rules of procedures of the supervisory committee set forth the procedures for convening and voting of supervisors meeting and shall be prepared by the supervisory committee and to be approved by the shareholders' general meeting.”

Article 174

To add a new article as Article 174

“Articles 174

The supervisory committee shall record all discussed items as minutes and the present supervisors shall sign their names herein.

The supervisors have the right to require their speech on meetings to be given descriptive record therein. The meeting records of the supervisory committee shall be kept as files of the Company for at least 10 years.”

Article 175

The Original Articles 109 provides:

“Article 109

To convene a meeting of the supervisory committee, notice of such meeting shall be issued to all supervisors by way of express courier, registered post, telegram, telex, facsimile or personal delivery 10 days prior to the meeting. A quorum shall be formed by two-thirds or more of the supervisors. Each supervisor shall have one vote.

Resolutions of the supervisory committee shall be adopted by two-thirds or more of the members of the supervisory committee.”

is hereby amended as follows:

“Article 175

To convene a meeting of the supervisory committee, notice of such meeting shall be issued to all supervisors by way of express courier, registered post, telegram, telex, facsimile or personal delivery 10 days prior to the meeting to notify all supervisors.

The notice of a supervisory committee meeting shall include the following:

1. Date, place and time limit of the meeting;
2. Reason and topic for discussion of the meeting;
3. Date of the notice issuance.”

Article 176

The second sentence of Original Article 109 and its subsequent part are included in this Article.

“Article 176

A quorum shall be formed by two-thirds or more of the supervisors. Each supervisor shall have one vote.

Resolutions of the supervisory committee shall be adopted by two-thirds or more of the members of the supervisory committee.”

The Original Article 110 and Article 111 are renumbered as Article 177 and Article 178 respectively.

**Chapter 14 The Qualifications and Obligations of Directors, Supervisors,
Managers and Other Senior Management**

Article 179

The Original Article 112 provides:

“Article 112

The following persons may not serve as a director, supervisor, manager or member of senior management of the Company:

1. persons with no civil capacity or with restricted civil capacity;
2. persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalised due to the above offences, where less than five years have elapsed since the date of the completion of implementation of the penalty or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;
3. persons who were former directors, factory chiefs or managers of a company or enterprise which has become bankrupt and been liquidated as a result of mismanagement and were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
4. persons who were legal representatives of a company or enterprise which had its business licence revoked due to a violation of the law and who were personally liable, where less than three years have elapsed since the date of the revocation of the business licence;
5. persons who have failed to pay a relatively large debt when due;
6. persons who have committed criminal offences and are still under investigation by legal authorities;
7. persons who, according to laws and administrative regulations, are not allowed to act as leaders of enterprises;
8. person who are not natural persons; and

9. persons who have been convicted of offences of violating provisions of the relevant securities laws and regulations that involve fraudulent acts or acts in bad faith, where less than 5 years have lapsed since the date of conviction.”

is hereby amended as follows:

“Article 179

The following persons may not serve as a director, supervisor, manager or member of senior management of the Company:

1. persons with no civil capacity or with restricted civil capacity;
2. persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalised due to the above offences, where less than five years have elapsed since the date of the completion of implementation of the penalty or persons who have committed crimes and have been deprived of their political rights due to such crimes, where less than five years have elapsed since the date of the completion of the implementation of such deprivation;
3. persons who were former directors, factory chiefs or managers of a company or enterprise which has become bankrupt and were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
4. persons who were legal representatives of a company or enterprise which had its business licence revoked due to a violation of the law and who were personally liable, where less than three years have elapsed since the date of the revocation of the business licence;
5. persons who have failed to pay a relatively large debt when due;
6. persons who have committed criminal offences and are still under investigation by legal authorities;
7. persons who, according to laws and administrative regulations, are not allowed to act as leaders of enterprises;
8. person who are not natural persons;
9. persons who is penalized by the China Securities Regulatory Commission with prohibition from securities market and that the term of penalty outstanding;
10. persons who have been convicted of offences of violating provisions of the relevant securities laws and regulations that involve fraudulent acts or acts in bad faith, where less than 5 years have lapsed since the date of conviction;

11. persons holding office (apart from directorship) in the Company's controlling shareholder or actual controller of the Company shall not act as member of senior management concurrently.

The election, appointment or engagement of directors, supervisors, manager or other senior management in contravention of this article, such election, appointment or engagement shall become null and void. Directors, supervisors, manager or other senior management involved in any of the circumstances under this article during the term of office are subject to dismissal by the Company.”

The Original Article 113 to Article 115 are renumbered as Article 180 to Article 182 respectively.

Article 183

The Original Article 183 provides:

“Article 116: The directors, supervisors, manager and other officers of the Company shall follow fiduciary principles in the discharge of their duties, and not place themselves in a position where their duties and their interests may conflict. Such principles applicable to each person include (but are not limited to) the performance of the following:

1. to act honestly in what he considers in the best interest of the Company;
2. to exercise his powers within the scope specified and not to act ultra vires;
3. to exercise the discretion vested in him personally and not allow himself to act under the direction of others and, unless and to the extent permitted by law or administrative regulations or with the informed consent of shareholders in general meeting, not to delegate to another person his power to exercise any discretion;
4. to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
5. except in accordance with the Articles or with the informed consent of shareholders in general meeting, not to enter into any contract, transaction or arrangement with the Company;
6. not, without the informed consent of shareholders in general meeting, to use the Company's assets for his own benefits;
7. not to use his position to accept bribes or other illegal income and not to expropriate in any manner the Company's assets, including but not limited to opportunities beneficial to the Company;
8. not, without the informed consent of shareholders in general meeting, to accept commissions in connection with the Company's transactions;

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9. to abide by the Articles, faithfully perform his duties and protect the interests of the Company, and not to use his position and powers in the Company to seek personal gains;
10. not, without the informed consent of shareholders in general meeting, to engage in any form of competition with the Company;
11. not to misappropriate Company funds or lend Company funds to others; not to open accounts in his own or another individual's name for the deposit of Company assets and not to use Company assets as security for the debts of the shareholders of the Company or other individuals;
12. without the informed consent of shareholders in general meeting, not to disclose confidential information of the Company acquired while in office and not to use the information other than in furtherance of the interests of the Company, save and except that disclosure of such information to a court or other governmental authorities is permitted if
 - (1) disclosure is made under compulsion of law;
 - (2) there is a duty to the public to disclose;
 - (3) the personal interest of the director, supervisor, manager or other officer requires disclosure.”

is hereby amended as follows:

“Article 183: The directors, supervisors, manager and other officers of the Company should follow fiduciary principles in the discharge of their duties, and not place themselves in a position where their duties and their interests may conflict. Such principles applicable to each person include (but are not limited to) the performance of the following:

1. to act honestly in what he considers to be in the best interest of the Company;
2. to exercise his powers within the scope specified and not to act ultra vires;
3. to exercise the discretion vested in him personally and not allow himself to act under the direction of others and, unless and to the extent permitted by law or administrative regulations or with the informed consent of shareholders in general meeting, not to delegate to another person his power to exercise any discretion;
4. to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
5. except in accordance with the Articles or with the informed consent of shareholders in general meeting, not to enter into any contract, transaction or arrangement with the Company;

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6. not, without the informed consent of shareholders in general meeting, to use the Company's assets for his own benefits;
7. not to use his position to accept bribes or other illegal income and not to expropriate in any manner the Company's assets, including but not limited to opportunities beneficial to the Company;
8. not, without the informed consent of shareholders in general meeting, to accept commissions in connection with the Company's transactions;
9. to abide by the Articles, faithfully perform his duties and protect the interests of the Company, and not to use his position and powers in the Company to seek personal gains;
10. not, without the informed consent of shareholders in general meeting, to engage in any form of competition with the Company;
11. not to misappropriate Company funds or lend Company funds to others; not to open accounts in his own or another individual's name for the deposit of Company assets and not to use Company assets as security for the debts of the shareholders of the Company or other individuals;
12. without the informed consent of shareholders in general meeting, not to disclose confidential information of the Company acquired while in office and not to use the information other than in furtherance of the interests of the Company, save and except that disclosure of such information to a court or other governmental authorities is permitted if:
 - (1) disclosure is made under compulsion of law;
 - (2) there is a duty to the public to disclose;
 - (3) the personal interest of the director, supervisor, manager or other officer requires disclosure.

Any gain from the breach of this article by the director, manager or other senior management member shall belong to the Company.”

Article 184

To Add a new Article as Article 184

“Article 184: “Any director, supervisor, manager or other officer of the Company who violates any laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his duties shall be held liable for indemnify against any loss caused to the Company.”

The Original Article 117 and Article 118 are renumbered as Article 185 and Article 186 respectively.

Article 187

The Original Article 119 provides:

“Article 119: Liabilities of the directors, supervisors, manager or other officers due to the violation of a specified duty may be released by informed shareholders in general meeting, except in circumstances referred to in Article 46 of these Articles.”

is hereby amended as follows:

“Article 188: Liabilities of the directors, supervisors, manager or other officers due to the violation of a specified duty may be released by informed shareholders in general meeting, except in circumstances referred to in Article 56 of these Articles.”

The Original Article 120 to Article 124 are renumbered as Article 189 to Article 192 respectively.

Article 193

The Original Article 125 provides:

“Article 125: A guarantee provided by the Company in breach of paragraph (1) of Article 123 shall not be enforceable against the Company, unless:

1. it was provided in connection with a loan to a connected person of a director, supervisor, manager or officer of the Company or its holding company and at the time the loan was advanced the lender did not know of the relevant circumstances;
2. any collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.”

is hereby amended as follows:

“Article 193: A guarantee provided by the Company in breach of paragraph (1) of Article 191 shall not be enforceable against the Company, unless:

1. it was provided in connection with a loan to a connected person of a director, supervisor, manager or officer of the Company or its holding company and at the time the loan was advanced the lender did not know of the relevant circumstances;
2. any collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.”

The Original Article 126 to Article 128 are renumbered as Article 194 to Article 196 respectively.

Article 197

The Original Article 129 provides:

“Article 129

In contracts for emoluments entered into by the Company and its directors and supervisors, provisions shall be made for the right of a director or supervisor that, in a take-over of the Company, subject to the approval of the shareholders in general meeting, to receive compensation or other payment for loss of office or as consideration for his retirement from office. A take-over of the Company means:

1. an offer made by any person to the general body of shareholders; or
2. an offer made by any person with a view to the offeror or becoming a controlling shareholder within the meaning set out in Article 47.

Any sum received by a director or supervisor in contravention of the provisions of this Article on account of the payment shall belong to those persons who have sold their shares as a result of the offer made, and the expenses incurred by any such director or supervisor in distributing that sum pro rata amongst those persons shall be borne by him and not to be deducted from the sum distributed.”

is hereby amended as follows:

“Article 197

In contracts for emoluments entered into by the Company and its directors and supervisors, provisions shall be made for the right of a director or supervisor that, in a take-over of the Company, subject to the approval of the shareholders in general meeting, to receive compensation or other payment for loss of office or as consideration for his retirement from office. A take-over of the Company means:

1. an offer made by any person to the general body of shareholders; or
2. an offer made by any person with a view to the offeror or becoming a controlling shareholder.

Any sum received by a director or supervisor in contravention of the provisions of this Article on account of the payment shall belong to those persons who have sold their shares as a result of the offer made, and the expenses incurred by any such director or supervisor in distributing that sum pro rata amongst those persons shall be borne by him and not to be deducted from the sum distributed.”

Chapter 15 Financial and Accounting System and Distribution of Profit

Article 198

The Original Articles 130 provides:

“Article 130

The Company shall establish its own financial and accounting system in accordance with the relevant laws, administrative regulations and provisions for accounting standards in the PRC formulated by the State Council’s department in charge of finance.”

is hereby amended as follows:

“Article 198

The Company shall establish its own financial and accounting system in accordance with the relevant laws, administrative regulations and requirements of relevant government department.”

The Original Article 131 is renumbered as Article 199.

Article 200

To add a new article as Article 200

“Article 200

In accordance with the requirements from the securities regulatory authorities of State Council and the securities exchanges on which the Company’s shares are listed, the company shall submit the annual, semiannual and quarter financing and auditing report.

The aforesaid financing and auditing report shall be prepared in accordance with the relevant laws, administrative regulations and provisions of authorities.”

The Original Article 132 to Article 136 are renumbered as Article 201 to Article 205 respectively.

Article 206

The Original Article 137 provides:

“Article 137

The Company may not establish any accounting records other than those required by law.”

is hereby amended as follows:

“Articles 206

The Company may not establish any accounting records other than those required by law. The assets of the company shall not be deposited in the account in any person’s name.”

Article 207

The Original Article 138 provides:

“Article 138

- A. The profits of the Company after making allowances for taxes and levies shall be applied in the following order:
 - 1. making up of losses;
 - 2. allocation to statutory common reserve;
 - 3. allocation to statutory provident fund;
 - 4. allocation to discretionary common reserve;
 - 5. payment of dividends in respect of ordinary shares.
- B. The detailed distribution proportions in respect of items 4 to 5 above for any year shall be formulated by the board of directors in accordance with the operational conditions and development requirements of the Company and shall be submitted to the shareholders’ general meeting for approval.
- C. No dividend shall be paid before the Company has made up its losses and has made allocation to the statutory common reserve and statutory provident fund. No dividend, unless the same is not paid by the Company when due and payable, shall bear interest as against the Company.
- D. The Company shall allocate 10 per cent. of its profits after tax to the statutory common reserve; provided that no allocation is required if the statutory common reserve have reached 50 per cent. of the registered capital of the Company.
- E. The Company shall allocate 10 per cent. of its profits after tax to the statutory provident fund.
- F. The discretionary common reserve shall be allocated separately out of the profits of the Company in accordance with the resolutions of shareholders’ general meetings.
- G. The following sums shall be appropriated to the capital common reserve:
 - 1. the amount of share premium arising from the issue of shares at a premium;

2. other income required by the State Council department in charge of finance to be appropriated to the capital common reserve.
- H. The common reserve of the Company comprises the statutory common reserve, discretionary common reserve and the capital common reserve. The common reserve shall only be used for the following purposes:
1. to make up losses;
 2. to expand the Company's production operations; and
 3. for conversion into share capital. The Company may, upon approval by a resolution of shareholders' general meeting, convert its common reserve into share capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When converting the Company's statutory common reserve into capital, the amount of such reserve remaining unconverted must not be less than 25 per cent. of the registered capital.
- I. The Company shall allocate monies to its statutory provident fund and use the funds for the collective welfare of its employees.
- J. Subject to the restrictions imposed by the above articles, annual dividends shall be paid in proportion to the shareholding of each shareholder, within 6 months after the end of each financial year. The annual dividends shall be sanctioned by the shareholders' general meeting but the amount of dividends payable shall not exceed the amount recommended by the board of directors."

is hereby amended as follows:

"Article 207

1. The profits of the Company after making allowances for taxes and levies shall be applied in the following order:
 - (1) making up of losses;
 - (2) allocation to statutory common reserve;
 - (3) allocation to statutory provident fund;
 - (4) allocation to discretionary common reserve;
 - (5) payment of dividends in respect of ordinary shares.

The detailed distribution proportions in respect of items 4 to 5 above for any year shall be formulated by the board of directors in accordance with the operational conditions and development requirements of the Company and shall be submitted to the shareholders' general meeting for approval.

2. No dividend shall be paid before the Company has made up its losses and has made allocation to the statutory common reserve and statutory provident fund. No dividend, unless the same is not paid by the Company when due and payable, shall bear interest as against the Company.
3. The Company shall allocate 10 per cent. of its profits after tax to the statutory common reserve; provided that no allocation is required if the statutory common reserve have reached 50 per cent. of the registered capital of the Company.
4. The Company shall allocate 10 per cent. of its profits after tax to the statutory provident fund.
5. The discretionary common reserve shall be allocated separately out of the profits of the Company in accordance with the resolutions of shareholders' general meetings.
6. The following sums shall be appropriated to the capital common reserve:
 - (1) the amount of share premium arising from the issue of shares at a premium;
 - (2) other income required by the State Council departments in charge of finance to be appropriated to the capital common reserve.
7. The common reserve of the Company comprises the statutory common reserve, discretionary common reserve and the capital common reserve. The common reserve shall only be used for the following purposes:
 - (1) to make up losses (capital common reserve could not be used to make up loss);
 - (2) to expand the Company's production operations; and
 - (3) for conversion into share capital. The Company may, upon approval by a resolution of shareholders' general meeting, convert its common reserve into share capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When converting the Company's statutory common reserve into capital, the amount of such reserve remaining unconverted must not be less than 25 per cent. of the registered capital.

8. The Company shall allocate monies to its statutory provident fund and use the funds for the collective welfare of its employees.
9. Subject to the restrictions imposed by the above articles, annual dividends shall be paid in proportion to the shareholding of each shareholder, within 6 months after the end of each financial year. The annual dividends shall be sanctioned by the shareholders' general meeting but the amount of dividends payable shall not exceed the amount recommended by the board of directors."

Where the shareholders' general meeting violates the preceding paragraph to allocate profit to the shareholders prior to the cover of loss and withdrawal of reserved fund, the shareholder shall refund the profit hereof to the company.

The Company's shares held by itself are not entitled to distribution of profit."

The Original Article 139 and Article 140 are renumbered as Article 208 and Article 209 respectively.

Chapter 16 Appointment of an Accounting Firm

The Original Article 141 and Article 142 are renumbered as Article 210 and Article 211 respectively.

Article 212

The Original Article 143 provides:

"Article 143: The accounting firm appointed by the Company shall have the following rights:

To inspect at any time the books and records or supporting documents of the Company and to require the directors, managers or other officers to provide relevant information and explanations;

To require the Company to, through any reasonable means, obtain from its subsidiaries such necessary information and explanations as are required for the audit firm to discharge its duties;

To attend shareholders' meetings, obtain notices of meetings which shareholders are entitled to receive and other information relating to the meeting, and present its views at shareholders' meetings on matters that are its concern as audit firm of the Company."

is amended as follows:

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“Article 212: The accounting firm appointed by the Company shall have the following rights:

1. inspect at any time the books and records or supporting documents of the Company and to require the directors, managers or other officers to provide relevant information and explanations;
2. require the Company, through any reasonable means to obtain from its subsidiaries such necessary information and explanations as are required for the audit firm to discharge its duties;
3. attend shareholders’ meetings, obtain notices of meetings which shareholders are entitled to receive and other information relating to the meeting, and present its views at shareholders’ meetings on matters that are its concern as audit firm of the Company.”

The Original Article 144 to Article 146 are renumbered as Article 213 to Article 215 respectively.

Article 216

To add one new articles as Article 216

“Article 216

The company shall guarantee to provide to the employed certified accountant office true and complete accountant certificates, accountant books, financial statements and other relevant documents, with refusal, concealment and false report forbidden.”

Article 217

The Original Article 147 provides:

“Article 147: The appointment, dismissal or termination of the office of an accounting firm by the Company shall be determined at shareholders’ general meetings and reported to the State Council securities regulatory authorities for record.

The shareholders’ general meetings shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm not currently serving the Company to fill the vacancy of auditor, or the renewal of terms of service of an accounting firm appointed by the board to fill the vacancy, or the dismissal of an accounting firm before the expiry of its term:

1. The proposal in relation to the appointment or dismissal shall be sent prior to the issue of notice of shareholders’ general meeting to the accounting firm to be appointed, the accounting firm to be dismissed or the accounting firm which has left its post during the accounting year.

“Leaving” includes dismissal, resignation and retirement.

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2. In the event that the accounting firm leaving office makes a statement in writing and requests the Company to inform shareholders of such statement, unless the Company receives the statement too late, the Company shall adopt the following measures:
 - (1) state on the notice issued for adoption of the resolution that the accounting firm about to leave its post has made a statement;
 - (2) submit the copy of the statement as an appendix to the notice to the shareholders in the manner stipulated in the Articles.
3. In the event that the statement of the accounting firm has not been despatched in accordance with the provisions in paragraph (2) of this Article, the accounting firm concerned may request such statement to be read at the shareholders' general meeting, and may make further statements.
4. The accounting firm leaving its post shall be entitled to attend the following meetings:
 - (1) the shareholders' general meeting at which its term of service would otherwise have expired;
 - (2) the shareholders' general meeting at which it is proposed to fill the vacancy caused by its dismissal;
 - (3) the shareholders' general meeting convened as a result of its voluntary resignation.

The accounting firm leaving service shall be entitled to obtain all notices of meeting of the aforementioned meetings and other information relating to such meetings; it shall also be entitled to present its views at the aforementioned meetings on matters in relation to such meetings; it shall also be entitled to present its views at the aforementioned meetings on matters in relation to its previous engagement as the accounting firm of the Company.”

is amended as follows:

“Article 217: The appointment, dismissal or termination of the office of an accounting firm by the Company shall be determined at shareholders' general meetings and reported to the State Council securities regulatory authorities for record.

The shareholders' general meetings shall abide by the following provisions when proposing to pass a resolution regarding the appointment of an accounting firm not currently serving the Company to fill the vacancy of auditor, or the renewal of terms of service of an accounting firm appointed by the board to fill the vacancy, or the dismissal of an accounting firm before the expiry of its term:

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. The proposal in relation to the appointment or dismissal shall be sent prior to the issue of notice of shareholders' general meeting to the accounting firm to be appointed, the accounting firm to be dismissed or the accounting firm which has left its post during the accounting year.

“Leaving” includes dismissal, resignation and retirement.

2. In the event that the accounting firm leaving office makes a statement in writing and requests the Company to inform shareholders of such statement, unless the Company receives the statement too late, the Company shall adopt the following measures:
 - (1) state on the notice issued for adoption of the resolution that the accounting firm about to leave its post has made a statement;
 - (2) submit the copy of the statement as an appendix to the notice to the shareholders in the manner stipulated in the Articles.
3. In the event that the statement of the accounting firm has not been despatched in accordance with the provisions in paragraph (2) of this Article, the accounting firm concerned may request such statement to be read at the shareholders' general meeting, and may make further statements.
4. The accounting firm leaving its post shall be entitled to attend the following meetings:
 - (1) the shareholders' general meeting at which its term of service would otherwise have expired;
 - (2) the shareholders' general meeting at which it is proposed to fill the vacancy caused by its dismissal;
 - (3) the shareholders' general meeting convened as a result of its voluntary resignation.

The accounting firm leaving service shall be entitled to obtain all notices of meeting of the aforementioned meetings and other information relating to such meetings; it shall also be entitled to present its views at the aforementioned meetings on matters in relation to such meetings; it shall also be entitled to present its views at the aforementioned meetings on matters in relation to its previous engagement as the accounting firm of the Company.”

The Original Article 148 is renumbered as Article 218.

Chapter 17 Merger and Division of the Company

The Original Article 149 is renumbered as Article 219.

Article 220

The Original Article 150 provides:

“Article 150

The merger of the Company may take the form of merger by acquisition or merger by new establishment.

When companies merge, the parties to the merger shall enter into a merger agreement and prepare balance sheets and assets lists. The Company shall notify its creditors within a period of ten days commencing from the date on which the resolutions approving the merger are passed and, within 30 days, make at least three newspaper announcements of the merger.

When the Company is merged, the surviving company or the newly established company shall succeed to the claims and debts of each party to the merger.”

is hereby amended as follows:

“Article 220

The merger of the Company may take the form of merger by acquisition or merger by new establishment.

When companies merge, the parties to the merger shall enter into a merger agreement and prepare balance sheets and assets lists. The Company shall notify its creditors within a period of ten days commencing from the date on which the resolutions approving the merger are passed and, within 30 days, make at least three times in one of the nationwide economic and securities newspapers announcements of the merger. The creditors may, within 30 days as of its acknowledgement or within 45 days as of the date of proclamation in case a notice is not received, request the Company to settle its debt or provide relevant guarantee.

When the Company is merged, the surviving company or the newly established company shall succeed to the claims and debts of each party to the merger.”

Article 221

The Original Article 151 provides:

“Article 151

When the Company is divided, its assets shall be divided correspondingly.

When the Company is divided, a division agreement shall be entered into by the parties to the division, and the Company shall prepare a balance sheet and assets list. The Company shall notify its creditors within a period of ten days commencing from the date on which the division resolution is passed and, within 30 days, make at least three newspaper announcements of the division.

When the Company is divided, the debts from before the division shall be borne by the companies in existence following the division, in accordance with the agreement reached.”

is hereby amended as follows:

“Article 221

When the Company is divided, its assets shall be divided correspondingly.

When the Company is divided, a division agreement shall be entered into by the parties to the division, and the Company shall prepare a balance sheet and assets list. The Company shall notify its creditors within a period of ten days commencing from the date on which the division resolution is passed and, within 30 days, make at least three times on one of nationwide economic and securities newspapers announcements of the division.

When the Company is divided, the debts from before the division shall be borne by the companies in existence following the division, in accordance with the agreement reached.”

The Original Article 152 is renumbered as Article 222.

Chapter 18 Dissolution and Winding Up of the Company

Article 223

The Original Article 153 provides:

“Article 153

In any one of the following circumstances, the Company shall be dissolved and liquidated according to law:

1. if the shareholders’ general meeting resolves to dissolve the Company;
2. if dissolution is necessary as a result of a merger or division of the Company;
3. when the Company is declared bankrupt according to law because it is unable to pay its debts as they fall due;

4. if the Company is lawfully ordered to close down due to violation of laws or administrative regulations.”

is hereby amended as follows:

“Article 223

In any one of the following circumstances, the Company shall be dissolved and liquidated according to law:

1. if the shareholders’ general meeting resolves to dissolve the Company;
2. if dissolution is necessary as a result of a merger or division of the Company;
3. when the Company is declared bankrupt according to law because it is unable to pay its debts as they fall due;
4. The Company meets great difficulties in operation and its continuation may incur great loss to the interest of the shareholders, and that such difficulties cannot be resolved by other means, the shareholders holding more than 10% of the voting share may petition to the people’s court for its dissolution; and
5. Its business license is revoked lawfully and its operation is ceased or cancelled by the relevant authorities.”

Article 224

The Original Articles 154 provides:

“Article 154

When the Company is dissolved pursuant to paragraph (1) of the preceding Article, it shall establish a liquidation committee within 15 days. The composition of such liquidation committee shall be decided by the shareholders in general meeting.

If the Company is dissolved pursuant to paragraph (3) of the preceding Article, the People’s Court shall form a liquidation committee according to law from amongst the shareholders, relevant authorities and relevant professionals to carry out the liquidation of the Company.

If the Company is dissolved pursuant to paragraph (4) of the preceding Article, the authority-in-charge shall arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.”

is hereby amended as follows:

“Article 224

When the Company is dissolved pursuant to paragraphs (1),(4) or (5) of the preceding Article, it shall establish a liquidation committee within 15 days. The composition of such liquidation committee shall be decided by the shareholders in general meeting. Where the liquidation team fails to be established in time, the creditors may apply to the people’s court requiring the establishment of liquidation committee to undertake liquidation.

If the Company is dissolved pursuant to paragraph (3) of the preceding Article, the People’s Court shall form a liquidation committee according to law from amongst the shareholders, relevant authorities and relevant professionals to carry out the liquidation of the Company.”

The Original Article 155 is renumbered as Article 225.

Article 226

The Original Article 156 provides:

“Article 156

The liquidation committee shall notify creditors within 10 days of its establishment and shall advertise the same in newspapers at least three times within 60 days of its establishment. All claims shall be registered by the liquidation committee.”

is hereby amended and renumbered as follows:

“Article 226

The liquidation committee shall notify creditors within 10 days of its establishment and shall advertise the same in one of the nationwide economic or securities newspapers at least three times within 60 days of its establishment. The creditors may, within 30 days as of its acknowledgement or failing receipt of the notice, within 45 days as of the date of proclamation, request the liquidation committee to register its debt. The creditors shall explain the details of the debt and provide supporting documents when applying for registration of debt. All claims shall be registered by the liquidation committee.

During the registration of the debt, no claim can be made by the liquidation committee against the creditors.”

Article 227

The Original Article 157 provides:

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

“Article 157: The liquidation committee shall exercise the following functions and powers during the course of liquidation:

1. to thoroughly examine the assets of the Company and prepare a balance sheet and assets list;
2. to notify creditors by notice or announcement;
3. to dispose of and liquidate relevant unfinished business of the Company;
4. to pay outstanding taxes;
5. to settle claims and debts;
6. to dispose of the assets remaining after full payment of the Company’s debts;
7. to participate in civil litigation activities on behalf of the Company.”

is amended as follows:

“Article 227: The liquidation committee shall exercise the following functions and powers during the course of liquidation:

1. to thoroughly examine the assets of the Company and prepare a balance sheet and assets list;
2. to notify creditors by notice or announcement;
3. to dispose of and liquidate relevant unfinished business of the Company;
4. to pay outstanding taxes and taxes arising from the liquidation process;
5. to settle claims and debts;
6. to dispose of the assets remaining after full payment of the Company’s debts;
7. to participate in civil litigation activities on behalf of the Company.”

Article 228

The Original Article 158 provides:

“Article 158: After the liquidation committee has thoroughly examined the assets of the Company and has prepared a balance sheet and an assets list it shall draw up a proposal for liquidation and submit the same for confirmation by the shareholders, in general meeting, or by the relevant authority-in-charge.

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company's assets shall be applied in the following order:

1. liquidation expenses;
2. outstanding wages and social insurance expenses of staff and workers;
3. outstanding taxes, surcharges and contributions to funds payable;
4. bank loans, Company bonds and other debts of the Company.

The assets of the Company remaining after full repayment pursuant to the preceding paragraph shall be distributed in proportion to the shareholdings of its shareholders with reference to the class of shares held.

During the course of liquidation, the Company shall not engage in new business activities.”

is amended as follows:

“Article 228: After the liquidation committee has thoroughly examined the assets of the Company and has prepared a balance sheet and an assets list it shall draw up a proposal for liquidation and submit the same for confirmation by the shareholders, in general meeting, or by the relevant authority-in-charge.

The Company's assets shall be applied in the following order:

1. liquidation expenses;
2. outstanding wages, social insurance expenses and statutory compensation of staff and workers;
3. outstanding taxes, surcharges and contributions to funds payable;
4. bank loans, Company bonds and other debts of the Company.

The assets of the Company remaining after full repayment pursuant to the preceding paragraph shall be distributed in proportion to the shareholdings of its shareholders with reference to the class of shares held.

During the course of liquidation, the Company shall not engage in new business activities.”

The Original Article 159 and Article 160 are renumbered as Article 229 and Article 230 respectively.

Article 231

To add a new article as Article 231

“Article 231

Members of the liquidation team shall be faithful to their duty and fulfill the liquidation obligation in accordance with the law.

Members of the liquidation team shall not abuse their authority to accept bribery or other illegal income, and shall not infringe the company’s asset.

Where a member of the liquidation team incurs damages to the company intentionally or because of gross negligence, he/she shall bear the relevant compensation liability.”

Article 232

To add a new article as Article 232

“Article 232

Where the Company is lawfully declared bankrupt, it shall enforce bankruptcy liquidation in accordance with the relevant bankruptcy law.”

Chapter 19 Procedures for the Amendments to the Articles

The Original Article 161 is renumbered as Article 233.

Article 234

To add a new article as Article 234

“Article 234

The Company shall revise the Articles of Association in one of the following circumstances:

1. The provisions in the Articles of Association runs against the revised laws, administrative rules after the revision of Company Law or other relevant laws, administrative rules;
2. The changes in the Company is in conformity with the proceedings prescribed in the Articles of Association;
3. The revised Articles of Association decided by the shareholders’ general meeting.”

The Original Article 162 is renumbered as Article 235.

Article 236

To add a new article as Article 236

“Article 236

The board of directors shall amend these Articles of Association in accordance with the resolutions of the shareholders’ general meeting and the opinion of the approving authorities.”

Article 237

To add a new article as Article 237

“Article 237

Where disclosure of the revision of the Articles of Association is required laws and provisions, it shall be announced in accordance with the relevant provisions.”

Chapter 20 Resolution of Dispute

The Original Article 163 is renumbered as Article 238.

Chapter 21 Notice

Article 239

The Original Article 164 provides:

“Article 164: Save as otherwise provided in the Articles:

Any notice, information and other documents to be given by the Company to the holders of overseas-listed foreign-investment share shall be delivered or sent by post to each holder of the overseas-listed foreign-investment shares at their registered address;

Where notice is given by way of announcement according to any right exercised pursuant to the Articles, such notice shall be given by means of public announcements in newspapers;

With regard to joint shareholders, the Company is only required to deliver or send any notice, information or other documents to one of such joint shareholders.”

is amended as follows:

“Article 239: Save as otherwise provided in the Articles:

Any notice, information and other documents to be given by the Company to the holders of overseas-listed foreign-investment share shall be delivered or sent by post to each holder of the overseas-listed foreign-investment shares at their registered address;

Where notice is given by way of announcement according to any right exercised pursuant to the Articles, such notice shall be given by means of public announcements in newspapers;

With regard to joint shareholders, the Company is only required to deliver or send any notice, information or other documents to one of such joint shareholders.”

The Company’s notice delivered by courier shall be signed in hand (or by stamp) by the recipient on the receipt and the date of arrival shall be the date of signing of receipt; the Company’s notice dispatch by post shall have the second working day upon handover to the postal service as the date of arrival. The Company’s notice delivered in the form of announcement shall have the date of first publication as the date of arrival.

Meetings or resolutions made on meetings shall not be voided on the grounds that meeting notices are not dispatched, by accident or by mistake, to anyone entitled to receiving such notices or that such persons have not received the meeting notices.

Chapter 22 Definitions

Article 240

The Original Article 165 provides:

“Article 165

Save as otherwise provided in the Articles, the following expressions shall have the following meanings in the Articles:

the “Company” means Beijing Datang Power Generation Company Limited

the “Articles” means the Articles of Association of the Company

the “directors” means the directors of the Company

the “board of directors” means the Board of Directors of the Company

“Chairman” means the Chairman of the board of directors of the Company

the “Secretary of the board of directors” means the Company Secretary appointed by the board of directors

the “Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited

“State” or “PRC” or “China” means the People’s Republic of China

“Rmb” or “Renminbi” means the lawful currency of the PRC

Reference to an “audit firm” shall have the same meaning as “auditors”.”

is amended as follows:

“Article 240

Save as otherwise provided in the Articles of Association, the following expressions shall have the following meanings in the Articles of Association:

1. the “Company” means Datang International Power Generation Company Limited
2. the “Articles” or “Articles of Association” means the Articles of Association of the Company
3. the “directors” means the directors of the Company
4. the “board of directors” means the Board of Directors of the Company
5. “Chairman” means the Chairman of the board of directors of the Company
6. the “Secretary of the board of directors” means the Company Secretary appointed by the board of directors
7. “senior management” means the Company’s manager, vice manager, Secretary of the board of directors and financial controller
8. “actual controller” means a person who is able to dominate the acts of the company by means of its investment relations, agreement or other arrangements even though he(she) is not a shareholder of the Company
9. “Controlling shareholder” means person satisfies any of the followings:
 - (1) such shareholder (individually or together with other shareholder) may elect more than half of the composition of the board of directors;
 - (2) such shareholder (individually or together with other shareholder) exercises or controls the exercise of 30% or more voting rights of the Company;
 - (3) such shareholder (individually or together with other shareholder) holds 30% of the total shares of the Company; or
 - (4) such shareholder (individually or together with other shareholder) through other means substantially controls the Company
10. the “Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited
11. “State” or “PRC” or “China” means the People’s Republic of China
12. “Rmb” or “Renminbi” means the lawful currency of the PRC

Reference to an “audit firm” shall have the same meaning as “auditors”.”

Article 241

To add a new article as Article 241

“Article 241

The board of directors may, in accordance with the Articles of Association, formulate detailed rules hereof which shall not go against the provisions hereof.”

Article 242

To add a new article as Article 242

“Article 242

The Articles of Association shall be written in Chinese. Where the versions written in other languages have different interpretations or meanings, the latest verified Chinese version registered in State Administration of Industry and Commerce, the PRC shall prevail.”

Article 243

To add a new article as Article 243

“Article 243

Such terms as “no less than”, “within”, “no more than” as mentioned herein shall include in the amount the figures listed; such terms as “not more than”, “beyond”, “less than” and “more than” shall not include the figures listed.”

Article 244

To add a new article as Article 244

“Article 244

The Articles of Association shall be interpreted by the board of directors of the company.”

Article 245

To add a new article as Article 245

“Article 245

The appendix of the Articles of Association shall include the rules of the shareholders’ general meeting, the rules of board of directors meeting and the rules of supervisory committee meeting.”

NOTICE OF EXTRAORDINARY GENERAL MEETING



大唐国际发电股份有限公司

DATANG INTERNATIONAL POWER GENERATION CO., LTD.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 991)

NOTICE IS HEREBY GIVEN that the 2007 first extraordinary general meeting (the “EGM”) of Datang International Power Generation Company Limited (the “Company”) will be held at the multi-purpose function room of 3/F, CTS (HK) Grand Metro Park Hotel, No. 338 Guanganmennei Avenue, Xuanwu District, Beijing, the People’s Republic of China (the “PRC”) on 30 March 2007 (Friday) at 11:00 a.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTION

- 1) To confirm, approve and ratify the investment agreement entered into on 9 January 2007 between the Company, Beijing Energy Investment (Group) Company Limited, China Datang Corporation and Inner Mongolia Mengdian Huaneng Thermal Power Corporation Limited; and the investment of power plant project of phases IV and V of Tuoketuo power plant contemplated thereunder (Note 1);

SPECIAL RESOLUTIONS

- 1) To consider and approve the change of the registered share capital of the Company (Note 2); and
- 2) To consider and approve the amendments to the articles of association of the Company (Note 3).

By Order of the Board
Yang Hongming
Company Secretary

Beijing, the PRC
12 February 2007

Notes:

1. Investment of power plant project of phases IV and V of Tuoketuo power plant

The Company has entered into an investment agreement (the “Investment Agreement”) on 9 January 2007 with Beijing Energy Investment (Group) Company Limited, China Datang Corporation and Inner Mongolia Mengdian Huaneng Thermal Power Corporation Limited to establish and operate Tuoketuo No.2 Power Co. for the purposes of constructing and operating the Tuoketuo power plant project. The signing of the said Investment Agreement constitutes a connected transaction of the Company and requires the approval of the independent shareholders of the Company. For relevant definitions and details, please refer to the “Discloseable and Connected Transaction” circular of the Company dated 31 January 2007.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, Beijing Energy Investment (Group) Company Limited and China Datang Corporation held approximately 11.86% and 34.96%, respectively, of the issued share capital of the Company. As such, each of Beijing Energy Investment (Group) Company Limited and China Datang Corporation is a connected person of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). As such, the Investment Agreement constitutes a connected transaction of the Company under the Listing Rules. As the assets and consideration ratios (as defined in Rule 14.07 of the Listing Rules) is more than 2.5%, the Investment Agreement is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. As required under the Listing Rules, each of Beijing Energy Investment (Group) Company Limited and China Datang Corporation and their respective associate(s) (as defined in the Listing Rules) will abstain from voting on the ordinary resolution numbered 1 stated herein and the voting on such resolution will be taken by way of a poll.

2. Change of Registered Share Capital of the Company

The initial public offering of 500,000,000 A shares of the Company was completed on 18 December 2006. According to the relevant requirements of the PRC, the Company has to make application to the State Administration for Industry and Commerce to change its registered capital from RMB5,162,849,000 to RMB5,662,849,000 and to make corresponding amendments to the articles of association of the Company.

3. Amendments to the articles of association

The proposed amendments to the articles of association of the Company were made pursuant to the relevant regulatory requirements of the PRC, as set out in the Appendix of the circular to be dispatched to the shareholders of the Company, and have to be proposed to the EGM of the Company for shareholders' approval.

For details of the proposed amendments to the articles of association, please refer to the circular to be dispatched to the shareholders of the Company and the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).

4. Other Matters

- (1) Holders of H Shares are reminded that pursuant to the articles of association of the Company, the register of members of the Company will be closed from 1 March 2007 to 30 March 2007 (both dates inclusive), during which period no transfer of any H Shares will be registered. Holders of H Shares, whose names appear on the register of members of the Company at the close of business on 28 February 2007 are entitled to attend and vote at the EGM.
- (2) Every shareholder of the Company entitled to attend and vote at the EGM, is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (3) A proxy of a holder of H Shares may vote by hand or vote on a poll, but a holder of H Shares who has appointed more than one proxy may only vote on a poll.
- (4) To be valid, holders of H Shares must deliver the proxy form and, if such proxy is signed by a person on behalf of his/her appointer pursuant to a power of attorney or other authority, the power of attorney or other authority under which it is signed or a certified copy of that power or authority (such certification to be made by a notary) to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited of Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in not less than 24 hours before the time scheduled for holding the EGM.
- (5) To be valid, holders of domestic shares of the Company must deliver the proxy form and, if such proxy is signed by a person on behalf of his/her appointer pursuant to a power of attorney or other authority, the power of attorney or other authority under which it is signed or a certified copy of that power or authority (such certification to be made by a notary) to the Company's registered address, 8/F., No.482 Guanganmennei Avenue, Xuanwu District, Beijing, the PRC, Postcode: 100053, in not less than 24 hours before the time scheduled for holding the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (6) Shareholders of the Company who wish to attend the EGM are required to return the notice of attendance by hand, post, cable or fax to the Company's registered address at 8/F, No. 482, Guanganmennei Avenue, Xuanwu District, Beijing, the PRC. Postcode: 100053. Tel: (8610) 8358 1905, Fax: (8610) 8397 7083 or (8610) 8358 1907, on or before 9 March 2007. Completion and return of the proxy form and notice of attendance will not preclude a shareholder of the Company from attending and voting at the EGM in person.
- (7) The EGM is expected to last for about two hours. Shareholders of the Company and their proxies attending the EGM shall be responsible for their own travel and accommodation expenses. Shareholders of the Company or their proxies shall produce their identity documents when attending the EGM.

As at the date of this notice, the directors of the Company are:

Zhai Ruoyu, Zhang Yi, Hu Shengmu, Fang Qinghai, Yang Hongming, Liu Haixia, Guan Tiangang, Su Tiegang, Ye Yonghui, Tong Yunshang, Xie Songlin, Xu Daping*, Liu Chaoan*, Yu Changchun* and Xia Qing**

** Independent non-executive directors*