
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in LUZHENG FUTURES Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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LUZHENG FUTURES Company Limited
魯証期貨股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01461)

PROPOSAL ON APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
PROPOSAL ON CHANGE OF THE COMPANY NAME
PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSAL ON AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE GENERAL MEETING OF SHAREHOLDERS
PROPOSAL ON AMENDMENTS TO THE RULES OF PROCEDURE
FOR THE BOARD OF DIRECTORS
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

A notice convening the EGM of the Company to be held at 9:00 a.m. on Thursday, 10 March 2022 at Conference Room 1616, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC, is set out on pages 11 to 12 of this circular. A letter from the Board is set out on pages 3 to 10 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned in person or by post not less than 24 hours before the time appointed for the EGM or any adjournment thereof (i.e. before 9:00 a.m. on Wednesday, 9 March 2022) to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares) and the Board's office of the Company (for holders of Domestic Shares). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the EGM or any adjournment thereof in person if such Shareholder so wishes.

22 February 2022

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DEFINITIONS

Unless the context otherwise requires, the following expressions shall have the following meanings in this circular:

“Articles of Association”	the articles of association of LUZHENG FUTURES Company Limited as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China, in this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Company”	LUZHENG FUTURES Company Limited (魯証期貨股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01461)
“Controlling Shareholder(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued in the share capital of the Company, with a nominal value of RMB1.00 per share, which is/are subscribed for and paid up in RMB
“EGM” or “First Extraordinary General Meeting of 2022”	the first extraordinary general meeting of 2022 of the Company to be held at 9:00 a.m. on Thursday, 10 March 2022 at Conference Room 1616, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC
“Group” or “we” or “us”	the Company and its subsidiaries (or the Company and any of its subsidiaries or various subsidiaries as the context requires)
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of Hong Kong Stock Exchange and dealt with in HK\$
“HK\$”	the lawful currency of Hong Kong
“holder(s) of Domestic Share(s)”	the holder(s) of the Domestic Share(s)
“holder(s) of H Share(s)”	the holder(s) of H Share(s)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive directors of the Company
“Latest Practicable Date”	15 February 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“RMB”	the lawful currency of the PRC
“Rules of Procedure for the Board of Directors”	Rules of Procedure For the Board of Directors of LUZHENG FUTURES Company Limited as amended from time to time
“Rules of Procedure for the General Meeting of Shareholders”	Rules of Procedure For the General Meeting of Shareholders of LUZHENG FUTURES Company Limited as amended from time to time
“Share(s)”	the ordinary share(s) of the Company with a nominal value of RMB1.00 each, including Domestic Shares and H Shares of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Zhongtai Securities”	Zhongtai Securities Co., Ltd. (中泰證券股份有限公司, previously known as Qilu Securities Co., Ltd. (齊魯證券有限公司)), a company incorporated in the PRC on 15 May 2001 with limited liability, listed on Shanghai Stock Exchange on 3 June 2020 (Stock code: 600918), with 46.37% of its equity interest directly held by Laiwu Steel Group Co., Ltd. (萊蕪鋼鐵集團有限公司), and being one of the Controlling Shareholders of the Company
“%”	percentage

In case of any discrepancy between the Chinese version and the English version of this circular, the Chinese version shall prevail.

LETTER FROM THE BOARD



LUZHENG FUTURES Company Limited

魯証期貨股份有限公司

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

(Stock Code: 01461)

Executive Directors:

ZHONG Jinlong (Chairman)

LIANG Zhongwei

Non-executive Directors:

HU Kainan

LIU Xinyi

MING Gang

LIU Feng

Independent Non-executive Directors:

GAO Zhu

WANG Chuanshun

ZHENG Jianping

Registered office & Headquarters in the PRC:

15-16/F Securities Tower

No. 86 Jingqi Road

Shizhong District

Jinan, Shandong Province,

the PRC

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

22 February 2022

To the Shareholders

Dear Sir or Madam,

PROPOSAL ON APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

PROPOSAL ON CHANGE OF THE COMPANY NAME

PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSAL ON AMENDMENTS TO THE RULES OF PROCEDURE

FOR THE GENERAL MEETING OF SHAREHOLDERS

PROPOSAL ON AMENDMENTS TO THE RULES OF PROCEDURE

FOR THE BOARD OF DIRECTORS

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

INTRODUCTION

This circular contains the notice of EGM, which sets out the details of the resolutions to be proposed at the EGM, which enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

MATTERS TO BE RESOLVED AT THE EGM

An ordinary resolution will be proposed at the EGM to approve: (1) Proposal on appointment of Independent Non-executive Directors.

Special resolutions will be proposed at the EGM to approve: (1) Proposal on change of the Company name; (2) Proposal on amendments to the Articles of Association; (3) Proposal on amendments to the Rules of Procedure for the General Meeting of Shareholders; and (4) Proposal on amendments to the Rules of Procedure for the Board of Directors.

ORDINARY RESOLUTION

1. Proposal on appointment of Independent Non-executive Directors

Reference is made to the announcement of the Company dated 22 December 2021 in relation to the proposed election of Independent Non-executive Directors, the Board of Directors has approved the nomination of Mr. CHEN Hua and Mr. WANG Xinyu as candidates for Independent Non-executive Directors of the Company. The biographical details of Mr. CHEN Hua and Mr. WANG Xinyu as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. CHEN Hua (陳華) (without former name), aged 54, currently serves as the director of the Institute of Contemporary Finance (當代金融研究所), professor and doctoral supervisor of Shandong University of Finance and Economics (山東財經大學), and serves as an independent director of Impulse (Qingdao) Health Technology Co., Ltd. (青島英派斯健康科技股份有限公司) (stock code: 002899.SZ), an independent non-executive director of Champion Alliance International Holdings Limited (stock code: 01629.hk), an independent director of Jining Hongrun Food Co., Ltd. (濟寧鴻潤食品股份有限公司) (stock code: 872568.NEEQ), an independent director of Bank of Rizhao Co., Ltd. (日照銀行股份有限公司), an independent director of Shandong State-owned Assets Investment Holdings Co., Ltd. (山東省國有資產投資控股有限公司), a member of the 10th and 11th Shandong Provincial Committee of the Chinese People's Political Consultative Conference, a consulting expert of the Standing Committee of the Shandong Provincial People's Congress, a review expert of the Shandong Provincial Science and Technology Award, a council member of the Insurance Society of China, an executive council member of the Shandong Provincial Economic Society and a council member of the Shandong Finance Society. Mr. CHEN Hua served as the chief of planning section in Qufu Sub-branch of Industrial and Commercial Bank of China Limited (工商銀行股份有限公司曲阜市支行) from July 1989 to October 1991; the chief of publicity section in Jining Branch of Industrial and Commercial Bank of China Limited (工商銀行股份有限公司濟寧市分行) from November 1991 to November 1999; the deputy director of Wenshang County Sub-branch of Industrial and Commercial Bank of China Limited (工商銀行股份有限公司汶上縣支行) from January 2000 to August 2001; the manager of risk management department in Jining Branch of Industrial and Commercial Bank of China Limited (工商銀行股份有限公司濟寧市分行) from July 2001 to August 2001; the director of the Institute of Finance and Taxation of Shandong Economics University (山東經濟學院財稅金融所) from March 2005 to October 2011; the director of the Economic Research Center of Shandong University of Finance and Economics (山東財經大學經濟研究中心) from October 2011 to October 2014; the director of the Institute of Contemporary Finance of Shandong University of Finance and Economics (山東財經大學當代金融研究所) since November 2014; an independent non-executive director of Bank of Qingdao Co., Ltd. (青島銀行股份有限公司) (stock code: 03866.hk) from July 2015 to July 2021; an independent director of Shandong State-owned Assets Investment Holdings Co., Ltd. (山東省國有資產投資控股有限公司) since May 2018; an independent non-executive director of Champion Alliance International Holdings Limited since May

LETTER FROM THE BOARD

2019; an independent director of Jining Hongrun Food Co., Ltd. (濟寧鴻潤食品股份有限公司) since October 2020; an independent director of Impulse (Qingdao) Health Technology Co., Ltd. (青島英派斯健康科技股份有限公司) since July 2021; and an independent director of Bank of Rizhao Co., Ltd. (日照銀行股份有限公司) since July 2021. Mr. CHEN Hua graduated from Southwestern University of Finance and Economics (西南財經大學) with a bachelor's degree in statistics in July 1989; graduated from Shandong University (山東大學) with a master's degree in financial mathematics in December 2001; graduated from Soochow University (蘇州大學) with a doctorate degree in finance in June 2005; and studied at the Postdoctoral Station of Applied Economics of the Institute of Fiscal Science of the Ministry of Finance (財政部財政科學研究所應用經濟學博士後流動工作站) from November 2011 to April 2012 and successfully graduated from the station with passing grade.

Mr. WANG Xinyu (王新宇) (without former name), aged 54, currently serves as a senior partner, a member of the partnership management committee, a director of the information construction and management committee, and the head of the Shandong branch of Reanda Certified Public Accountants LLP (利安達會計師事務所), and serves as an independent director of Luthai Textile Co., Ltd. (魯泰紡織股份有限公司) (stock code: 000726.SZ), an independent director of Shandong Jincheng Pharmaceutical Group Co., Ltd. (山東金城醫藥集團股份有限公司) (stock code: 300233.SZ), and a council member of Shandong Institute of Certified Public Accountants (山東省註冊會計師協會). Mr. WANG Xinyu has served as a lecturer at Jinan Mechanical Workers University (濟南機械職工大學) from July 1987 to May 2000; a project manager at Shandong Zhengyuan Hexin Certified Public Accountants (山東正源和信會計師事務所) from May 2000 to April 2008; a deputy general manager at Shandong branch of Zhonglei Certified Public Accountants (中磊會計師事務所山東分所) from May 2008 to September 2013; a senior partner, a member of the partnership management committee, a director of the information construction and management committee, and the head of the Shandong branch of Reanda Certified Public Accountants LLP (利安達會計師事務所) since October 2013; an independent director of Luthai Textile Co., Ltd. (魯泰紡織股份有限公司) since June 2016; and an independent director of Shandong Jincheng Pharmaceutical Group Co., Ltd. (山東金城醫藥集團股份有限公司) since May 2020. Mr. WANG Xinyu graduated from Shandong Economics University (山東經濟學院) with a bachelor's degree in economic management (normal major) in July 1987 and graduated from Dongbei University of Finance and Economics (東北財經大學) with a master's degree in financial accounting in July 1989. Mr. WANG Xinyu has successively obtained various practicing qualifications such as Chinese Certified Public Accountant, Certified Tax Accountant, Certified Asset Appraiser and Australian Certified Public Accountant.

Save as disclosed in this circular, each of Mr. CHEN Hua and Mr. WANG Xinyu has confirmed that: (1) he had not held directorships in other listed companies, nor had other major appointments and professional qualifications in the past three years; (2) he had not held any positions with the Company and the Company's subsidiaries; (3) he had no relationship with any Directors, Supervisors, senior management, substantial Shareholders or Controlling Shareholders of the Company or any subsidiaries of the Company; (4) as at the date of the Latest Practicable Date, he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (5) there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

If Mr. CHEN Hua and Mr. WANG Xinyu are appointed as Independent Non-executive Directors of the Company, the Company will enter into a service contract with each of Mr. CHEN Hua and Mr. WANG Xinyu and their respective terms of office shall be effective on the date of approval at the EGM and end on the expiry of the third session of the Board of the Company. They are eligible for re-election and re-appointment upon expiry of their respective terms. The remuneration of Mr. CHEN Hua and Mr. WANG Xinyu will be determined based on the remuneration standard for Directors considered and approved at the 2015 annual general meeting of the Company (i.e. RMB100,000 after tax per year).

Each of Mr. CHEN Hua and Mr. WANG Xinyu has confirmed his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board also considers that each of Mr. CHEN Hua and Mr. WANG Xinyu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The above proposal has been approved by the Board of Directors and is hereby put forward to the EGM for consideration and approval.

SPECIAL RESOLUTIONS

1. Proposal on change of the Company name

Reference is made to the announcement of the Company dated 11 February 2022 in relation to proposed change of the Company name.

In order to aggressively promote the brand-building, strengthen intra-Group synergy, and expand its share of China's market, the Company plans to change its Company name. The Company name will be changed from "LUZHENG FUTURES Company Limited" to "ZHONGTAI FUTURES Company Limited", and the stock code will remain unchanged. "LUZHENG FUTURES Company Limited" as shown in the names of the Company's branches will be replaced by "ZHONGTAI FUTURES Company Limited" accordingly.

The proposed change of the Company name will not affect any rights of holders of securities of the Company. After the proposed change of the Company name becomes effective, all existing certificates of securities in issue bearing the Company's existing name will continue to be certificates of title to the relevant securities, and the existing shares will continue to be valid for trading, settlement, registration and delivery purposes. The Company will not arrange for a free exchange of shares of existing securities for new shares bearing the new name of the Company. Subject to confirmation by the Hong Kong Stock Exchange, the stock abbreviations of the Company in English and Chinese used for trading in the Shares on the Hong Kong Stock Exchange will also be changed after the proposed change of the Company name becomes effective. After the proposed change of the Company name becomes effective, new shares to be issued thereafter will only bear the new name of the Company.

The Company will make further announcements in due course in relation to, among other things, the results of the EGM, the effective date of the proposed change of the Company name and the new English and Chinese stock abbreviations of the Company to be used for trading on the Hong Kong Stock Exchange.

LETTER FROM THE BOARD

Reasons for change of the Company name

- (1) **Change of the Company name can give full play to the brand effect of Zhongtai Group and help the Company to achieve its new strategic goal.** In 2015, Zhongtai Securities changed its name from “Qilu” to “Zhongtai”. As a result, all its subsidiaries were renamed. Among them were five subsidiaries, namely Zhongtai Capital Equity Investment Management (Shenzhen) Co., Ltd. (中泰資本股權投資管理(深圳)有限公司), Zhongtai Financial International Limited (中泰金融國際有限公司) and Zhongtai Securities (Shanghai) Asset Management Co., Ltd (中泰證券(上海)資產管理有限公司). In 2020, Zhongtai Securities was listed on the Main Board of Shanghai Stock Exchange and its administrative authority was taken by the Provincial Party Committee, resulting in greater market influence and brand effect. As a subsidiary of Zhongtai Securities, the Company’s change of its name to ZHONGTAI FUTURES will create greater synergies within Zhongtai Securities Group, an uniform trade name to the public, contribute to “group warfare” effect and help it to make better use of Zhongtai Securities’ marketing and brand influence, and gain greater visibility of the Company on the market.
- (2) **Change of the Company name is proposed after combined consideration of the characteristics of the names of futures companies controlled by securities companies.** At present, most of the futures companies controlled by securities companies use the same trade name as their controlling shareholders. Based on this, change of the Company name is consistent with the prevailing market practice.

Change of the Company name is feasible

Zhongtai Securities has obtained the registered trademark “Zhongtai” (Class 36) in both Mainland China and Hong Kong, and licensed the Company to use the trademark. Therefore, there will be no legal risk after the change of name.

The proposed change of the Company name is conditional upon the fulfillment of the following conditions:

- (1) the proposed change of the Company name having been considered and approved by the Shareholders of the Company by way of a special resolution at the First Extraordinary General Meeting of the Company of 2022; and
- (2) all necessary approvals from or filings with the relevant authorities of the PRC for proposed change of the Company name having been obtained or completed.

After the relevant resolution is passed at the First Extraordinary General Meeting of 2022, the Company will make filings with the relevant authorities in the PRC. Subject to the fulfillment of the conditions set out above, the proposed change of the Company name will take effect from the day when change of the Company name has been registered with the relevant authorities in the PRC. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

The above proposal has been approved by the Board of Directors, and is hereby put forward to the EGM for consideration and approval.

LETTER FROM THE BOARD

2. Proposal on amendments to the Articles of Association

Reference is made to the announcement of the Company dated 11 February 2022 in relation to proposed amendments to the Articles of Association.

In order to further standardize the corporate governance of the Company, pursuant to the Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial), the Measures Governing the Supervision of Futures Companies (《期貨公司監督管理辦法》), the Administrative Measures on the Employment of Directors, Supervisors and Senior Management of Futures Companies (《期貨公司董事、監事和高級管理人員任職管理辦法》), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (《到境外上市公司章程必備條款》), the Administrative Regulations on Chief Risk Officers of Futures Companies (Trial) (《期貨公司首席風險官管理規定(試行)》), the Company proposes amendments to the Articles of Association with reference to relevant cases on the market based on the Company's actual situation. Please refer to Appendix I to this circular for details of the amendments.

The above proposal has been approved by the Board of Directors, and is hereby put forward to the EGM for consideration and approval.

3. Proposal on amendments to the Rules of Procedure for the General Meeting of Shareholders

In order to standardize the Rules of Procedure for the General Meeting of Shareholders, ensure the normal order and efficiency of the general meeting of Shareholders, protect the legitimate rights and interests of Shareholders, the Company proposes amendments to the Rules of Procedure for the General Meeting of Shareholders pursuant to the relevant provisions of the Articles of Association and based on the Company's actual situation. Please refer to Appendix II to this circular for details of the amendments.

The above proposal has been approved by the Board of Directors, and is hereby put forward to the EGM for consideration and approval.

4. Proposal on amendments to the Rules of Procedure for the Board of Directors

In order to further standardize the rules of procedure and decision-making procedures of the Board of Directors, ensure the normal order and quality of proceedings of the Board of Directors, improve the standard operation and scientific decision-making ability of the Board of Directors, the Company proposes amendments to the Rules of Procedure for the Board of Directors pursuant to the relevant provisions of the Articles of Association and based on the Company's actual situation. Please refer to Appendix III to this circular for details of the amendments.

The above proposal has been approved by the Board of Directors, and is hereby put forward to the EGM for consideration and approval.

LETTER FROM THE BOARD

EGM

A notice convening the EGM of the Company to be held at 9:00 a.m. on Thursday, 10 March 2022 at Conference Room 1616, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC, is set out on pages 11 to 12 of this circular.

All the resolutions proposed at the EGM will be taken by poll. As at the Latest Practicable Date, no Shareholder, to the knowledge and belief of the Directors having made all reasonable enquiries, will be required to abstain from voting at the EGM in respect of relevant resolutions.

A form of proxy for use at the EGM is also enclosed herein and published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.com.hk) and the website of the Company (www.luzhengqh.com). Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the appropriate form of proxy in accordance with the instructions printed thereon.

For holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for holding the EGM (i.e. before 9:00 a.m. on Wednesday, 9 March 2022) in order for such documents to be valid. For holders of Domestic Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Board's office of the Company in the PRC at Room 1608, 16/F, Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC, not less than 24 hours before the time appointed for holding the EGM (i.e. before 9:00 a.m. on Wednesday, 9 March 2022) in order for such documents to be valid. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the EGM or any adjournment thereof in person if such Shareholder so wishes.

Pursuant to the Articles of Association, for the purpose of determining the entitlements of the Shareholders to attend and vote at the EGM, the register of members of H Shares is closed from Tuesday, 25 January 2022 to Thursday, 10 March 2022 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 10 March 2022 will be entitled to attend and vote at the EGM.

In order to be eligible to attend the EGM, holders of H Shares shall lodge all their transfer documents to Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 24 January 2022.

LETTER FROM THE BOARD

To protect the health and safety of Shareholders and attendees at the meeting and to prevent the spread of COVID-19, the Company will implement the following precautionary measures at the EGM:

1. Compulsory body temperature checks;
2. Compulsory wearing of surgical face masks; and
3. No beverage or refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. The Company hereby encourages Shareholders to exercise their voting rights by appointing the chairman of the EGM as their proxy to vote on relevant resolutions at the EGM as an alternative to attending the EGM in person.

RECOMMENDATION

The Directors believe that all the resolutions to be proposed at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By order of the Board
LUZHENG FUTURES Company Limited
ZHONG Jinlong
Chairman

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022



LUZHENG FUTURES Company Limited

魯証期貨股份有限公司

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

(Stock Code: 01461)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2022 (the “EGM”) of LUZHENG FUTURES Company Limited (the “**Company**”) will be held at 9:00 a.m. on Thursday, 10 March 2022 at Conference Room 1616, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the People's Republic of China (the “**PRC**”) for the following purposes:

Ordinary Resolution

1. To consider and approve the proposal on appointment of Independent Non-executive Directors.

Special Resolutions

1. To consider and approve the proposal on change of the Company name;
2. To consider and approve the proposal on amendments to the Articles of Association;
3. To consider and approve the proposal on amendments to the Rules of Procedure for the General Meeting of Shareholders;
4. To consider and approve the proposal on amendments to the Rules of Procedure for the Board of Directors.

By order of the Board
LUZHENG FUTURES Company Limited
ZHONG Jinlong
Chairman

Jinan, the PRC, 22 February 2022

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. As such, each of the resolutions set out in the notice of EGM will be voted by poll. After the closure of the EGM, results of the poll voting will be published on the Company's website at www.luzhengqh.com and the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
2. Any shareholder of the Company (the "Shareholder") entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting instead of him/her. A proxy need not be a Shareholder.
3. In order to be valid, the form of proxy together with the notarized power of attorney or other documents of authorization, if any, must be completed and returned to the Board's office of the Company (for holders of domestic shares) or the H share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. before 9:00 a.m. on Wednesday, 9 March 2022). The address of the Board's office of the Company is Room 1608, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
4. In order to ascertain the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company is closed from Tuesday, 25 January 2022 to Thursday, 10 March 2022 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 10 March 2022 will be entitled to attend and vote at the EGM.

In order to qualify for attending and voting at the EGM, holders of H shares of the Company must lodge their share transfer documents accompanied by the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 24 January 2022.

5. In case of joint holders of any Shares, the one whose name stands first in the register of members of the Company shall be entitled to attend and vote at the EGM in respect of such shares.
6. Below is the principal place of business of the Company in the PRC:

15-16/F, Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC
Tel: +86-531-81678629
Fax: +86-531-81678006

Below is the contact of Computershare Hong Kong Investor Services Limited, the H share registrar of the Company:

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
Tel: +852-28628555
Fax: +852-28650990

As at the date of this notice, the Board of Directors of the Company comprises Mr. ZHONG Jinlong and Mr. LIANG Zhongwei as executive Directors; Mr. HU Kainan, Mr. LIU Xinyi, Mr. MING Gang and Mr. LIU Feng as non-executive Directors; and Mr. GAO Zhu, Mr. WANG Chuanshun and Mr. ZHENG Jianping as independent non-executive Directors.

COMPARISON TABLE OF THE PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION
OF LUZHENG FUTURES COMPANY LIMITED

Original Article	Amended Article
<p>Article 1 In order to safeguard the legitimate rights and interests of LUZHENG FUTURES Company Limited (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Constitution of the Communist Party of China, State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Opinions on the Revisions and Supplements to Articles of Association of Companies to be Listed in Hong Kong (the “Revisions and Supplements to the MP”), Guidelines on Articles of Association of Listed Companies (2016 Amendment) (the “Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Regulations Governing Futures Trading, the Measures Governing the Supervision of Futures Companies as well as other laws, regulations and regulatory documents.</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of ZHONGTAI FUTURES Company Limited (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Constitution of the Communist Party of China, State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Opinions on the Revisions and Supplements to Articles of Association of Companies to be Listed in Hong Kong (the “Revisions and Supplements to the MP”), Guidelines on Articles of Association of Listed Companies (2016 Amendment) (the “Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Regulations Governing Futures Trading, the Measures Governing the Supervision of Futures Companies as well as other laws, regulations and regulatory documents.</p>

Original Article	Amended Article
<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations as well as other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”), is subject to the supervision and management by the China Securities Regulatory Commission (the “CSRC”) and other regulatory bodies, and conducts business activities within the approved business scope.</p> <p>The Company is a joint stock limited company wholly reorganized and established by way of sponsorship jointly by all the former shareholders, and was registered with and has obtained a corporate business license from the Administration for Industry and Commerce of Shandong Province on December 10, 2012. The Company’s corporate business license number is:370000018085761.</p> <p>The sponsors of the Company are Zhongtai Securities Co., Ltd., Yongfeng Group Co., Ltd., Shandong State-owned Assets Investment Holdings Co., Ltd., Jinan Energy Investment Co., Ltd., Linglong Group Co., Ltd. and Yantai Shengli Investment Co., Ltd.</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations as well as other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”), is subject to the supervision and management by the China Securities Regulatory Commission (the “CSRC”) and other regulatory bodies, and conducts business activities within the approved business scope.</p> <p>The Company is a joint stock limited company wholly reorganized and established by way of sponsorship jointly by all the former shareholders, and was registered with the Administration for Industry and Commerce of Shandong Province on December 10, 2012. <u>The Company’s unified social credit code is 91370000614140809E.</u></p> <p>The sponsors of the Company are Zhongtai Securities Co., Ltd., Yongfeng Group Co., Ltd., Shandong State-owned Assets Investment Holdings Co., Ltd., Jinan Energy Investment Co., Ltd., Linglong Group Co., Ltd. and Sanya Shengli Investment Co., Ltd.</p>
<p>Article 3 The Company’s registered Chinese name: 魯証期貨股份有限公司</p> <p>The Company’s registered English name: LUZHENG FUTURES Company Limited</p> <p>English abbreviation: LUZHENG FUTURES Co., Ltd.</p>	<p>Article 3 The Company’s registered Chinese name: 中泰期貨股份有限公司</p> <p>The Company’s registered English name: <u>ZHONGTAI</u> FUTURES Company Limited</p> <p>English abbreviation: <u>ZHONGTAI</u> FUTURES Co., Ltd.</p>

Original Article	Amended Article
<p>Article 8 The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom have the rights to make claims on any matters of the Company pursuant to these Articles of Association.</p> <p>Without violating the provisions of Article 228 of the Articles of Association, a Shareholder may take legal action against the Company pursuant to these Articles of Association; the Company may take legal action against any Shareholder, director, supervisor and senior management pursuant to these Articles of Association; a Shareholder may take legal action against another Shareholders pursuant to these Articles of Association; a Shareholder of the Company may take legal action against the Directors, Supervisors and senior management of the Company pursuant to these Articles of Association.</p> <p>The legal action as referred to in the preceding paragraph includes applications to competent courts or arbitration tribunals.</p> <p>The senior management as referred to in the preceding paragraph includes the general manager, deputy general manager, the person in charge of financial matters, chief risk officer, secretary of the board of directors, and other personnel identified by the CSRC or its local offices, or confirmed by resolutions of the Company’s board of directors.</p>	<p>Article 8 The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom have the rights to make claims on any matters of the Company pursuant to these Articles of Association.</p> <p>Without violating the provisions of Article 228 of the Articles of Association, a Shareholder may take legal action against the Company pursuant to these Articles of Association; the Company may take legal action against any Shareholder, director, supervisor and senior management pursuant to these Articles of Association; a Shareholder may take legal action against another Shareholders pursuant to these Articles of Association; a Shareholder of the Company may take legal action against the Directors, Supervisors and senior management of the Company pursuant to these Articles of Association.</p> <p>The legal action as referred to in the preceding paragraph includes applications to competent courts or arbitration tribunals.</p> <p>The senior management as referred to in the preceding paragraph includes the general manager, deputy general manager, the person in charge of financial matters, chief risk officer, <u>general legal counsel</u>, secretary of the board of directors, and other personnel identified by the CSRC or its local offices, or confirmed by resolutions of the Company’s board of directors.</p>

Original Article	Amended Article
<p>Article 11 The Company’s objectives shall be to carry out business activities in compliance with national laws and regulations as well as various financial policies, and to provide investors with safe, efficient and innovative services to generate substantial return on investment for shareholders.</p>	<p>Article 11 The Company’s objectives shall be <u>to comply with national laws and regulations, industry self-discipline rules as well as various financial policies, build a futures industry culture of “compliance, integrity, professionalism, steadiness and responsibility”, and insist on “compliance and risk control first, customer interests first, talent value first, innovation and development first”, serve the capital market, and create value for shareholders, customers, employees and the society, protect the legitimate rights and interests of investors, actively perform social responsibilities, and promote high-quality development of the economy.</u></p>
<p>Article 16 Subject to the approval of the competent securities authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>“Foreign investors” referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic investors” mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC excluding the regions mentioned above.</p>	<p>Article 16 Subject to the approval of the securities <u>regulatory</u> authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>“Foreign investors” referred to in the preceding paragraph mean those investors who subscribe for the Company’s shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic investors” mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC excluding the regions mentioned above.</p>

Original Article	Amended Article
<p>Article 18 As approved by the companies approving authorities, the total number of ordinary shares issued by the Company to its sponsors at the time of its establishment was 750,000,000 shares, including 656,079,000 shares subscribed and held by Zhongtai Securities Co., Ltd., representing 87.4772% of the total number of ordinary shares of the Company in issue; 35,156,250 shares subscribed and held by Yongfeng Group Co., Ltd., representing 4.6875% of the total number of ordinary shares of the Company in issue; 23,437,500 shares subscribed and held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 3.125% of the total number of ordinary shares of the Company in issue; 11,889,750 shares subscribed and held by Jinan Energy Investment Co., Ltd., representing 1.5853% of the total number of ordinary shares of the Company in issue; 11,718,750 shares subscribed and held by Linglong Group Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue; and 11,718,750 shares subscribed and held by Yantai Shengli Investment Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue.</p>	<p>Article 18 As approved by the companies approving authorities, the total number of ordinary shares issued by the Company to its sponsors at the time of its establishment was 750,000,000 shares, including 656,079,000 shares subscribed and held by Zhongtai Securities Co., Ltd., representing 87.4772% of the total number of ordinary shares of the Company in issue; 35,156,250 shares subscribed and held by Yongfeng Group Co., Ltd., representing 4.6875% of the total number of ordinary shares of the Company in issue; 23,437,500 shares subscribed and held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 3.125% of the total number of ordinary shares of the Company in issue; 11,889,750 shares subscribed and held by Jinan Energy Investment Co., Ltd., representing 1.5853% of the total number of ordinary shares of the Company in issue; 11,718,750 shares subscribed and held by Linglong Group Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue; and 11,718,750 shares subscribed and held by Sanya Shengli Investment Co., Ltd., representing 1.5625% of the total number of ordinary shares of the Company in issue.</p>
<p>Article 19 Upon the approval of the competent securities authorities of the State Council and the Hong Kong Stock Exchange, the Company may issue not more than 250,000,000 ordinary shares (including 287,500,000 shares to be issued due to exercise of the over-allotment option). All of such ordinary shares shall be H shares. The final size of the issuance shall be adjusted by the Company in line with the capital market environment and the Company’s financing goals. Shareholders of the state-owned shares of the Company will transfer to the National Council for Social Security Fund (“NSSF”) no more than 25,000,000 state-owned shares (expected to be no more than 28,750,000 shares if the over-allotment option representing 15% of the total number of new shares to be issued is exercised in full) in accordance with the regulations on reduction of the state-owned shares, upon issuance of overseas listed shares.</p>	<p>Article 19 Upon the approval of the securities regulatory authorities of the State Council and the Hong Kong Stock Exchange, the Company may issue not more than 250,000,000 ordinary shares (including 287,500,000 shares to be issued due to exercise of the over-allotment option). All of such ordinary shares shall be H shares. The final size of the issuance shall be adjusted by the Company in line with the capital market environment and the Company’s financing goals. Shareholders of the state-owned shares of the Company will transfer to the National Council for Social Security Fund (“NSSF”) no more than 25,000,000 state-owned shares (expected to be no more than 28,750,000 shares if the over-allotment option representing 15% of the total number of new shares to be issued is exercised in full) in accordance with the regulations on reduction of the state-owned shares, upon issuance of overseas listed shares.</p>

Original Article	Amended Article
<p>According to the mandate given by the resolutions passed at the fourth extraordinary general meeting of the Company in 2015 and upon the approval from the securities regulatory authorities of the State Council, the international underwriters partially exercised the over-allotment option, pursuant to which the Company further issued 1,900,000 H Shares, while holders of the state-owned shares of the Company transferred 190,000 state-owned shares to the National Council for Social Security Fund pursuant to relevant PRC regulations regarding the disposal of state-owned shares and sold the shares at the time of the issuance. On 7 August 2015, the above aggregate of 2,090,000 H Shares were listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon completion of the issuance of the overseas listed foreign shares as aforementioned, the shareholding structure of the Company shall be as follows: 632,176,078 shares held by Zhongtai Securities Co., Ltd., representing 63.10% of the total share capital of ordinary shares; 35,156,250 shares held by Yongfeng Group Co., Ltd., representing 3.51% of the total share capital of ordinary shares; 22,583,601 shares held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 2.25% of the total share capital of ordinary shares; 11,456,571 shares held by Jinan Energy Investment Co., Ltd., representing 1.14% of the total share capital of ordinary shares; 11,718,750 shares held by Linglong Group Co., Ltd., representing 1.17% of the total share capital of ordinary shares; 11,718,750 shares held by Yantai Shengli Investment Co., Ltd., representing 1.17% of the total share capital of ordinary shares; and 277,090,000 shares held by holders of H shares, representing 27.66% of the total share capital of ordinary shares.</p>	<p>According to the mandate given by the resolutions passed at the fourth extraordinary general meeting of the Company in 2015 and upon the approval from the securities regulatory authorities of the State Council, the international underwriters partially exercised the over-allotment option, pursuant to which the Company further issued 1,900,000 H Shares, while holders of the state-owned shares of the Company transferred 190,000 state-owned shares to the National Council for Social Security Fund pursuant to relevant PRC regulations regarding the disposal of state-owned shares and sold the shares at the time of the issuance. On 7 August 2015, the above aggregate of 2,090,000 H Shares were listed on the Main Board of the Hong Kong Stock Exchange.</p> <p>Upon completion of the issuance of the overseas listed foreign shares as aforementioned, the shareholding structure of the Company shall be as follows: 632,176,078 shares held by Zhongtai Securities Co., Ltd., representing 63.10% of the total share capital of ordinary shares; 35,156,250 shares held by Yongfeng Group Co., Ltd., representing 3.51% of the total share capital of ordinary shares; 22,583,601 shares held by Shandong State-owned Assets Investment Holdings Co., Ltd., representing 2.25% of the total share capital of ordinary shares; 11,456,571 shares held by Jinan Energy Investment Co., Ltd., representing 1.14% of the total share capital of ordinary shares; 11,718,750 shares held by Linglong Group Co., Ltd., representing 1.17% of the total share capital of ordinary shares; 11,718,750 shares held by Sanya Shengli Investment Co., Ltd., representing 1.17% of the total share capital of ordinary shares; and 277,090,000 shares held by holders of H shares, representing 27.66% of the total share capital of ordinary shares.</p>

Original Article	Amended Article
<p>Article 20 The Company’s board of directors may implement, through separate offerings, the proposal for the issuance of overseas listed foreign shares and domestic shares upon approval by the competent securities authorities of the State Council.</p> <p>The Company may implement its proposal to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen months from the date of approval by the competent securities authorities of the State Council.</p>	<p>Article 20 The Company’s board of directors may implement, through separate offerings, the proposal for the issuance of overseas listed foreign shares and domestic shares upon approval by the securities regulatory authorities of the State Council.</p> <p>The Company may implement its proposal to issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen months from the date of approval by the securities regulatory authorities of the State Council.</p>
<p>Article 21 Where the total number of shares stated in the proposal for the issuance of shares includes overseas listed foreign shares and domestic shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for at their respective offerings due to special circumstances, the shares may, subject to the approval of the competent securities authorities of the State Council, be issued in separate tranches.</p>	<p>Article 21 Where the total number of shares stated in the proposal for the issuance of shares includes overseas listed foreign shares and domestic shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for at their respective offerings due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities of the State Council, be issued in separate tranches.</p>

Original Article	Amended Article
<p>Article 23 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Articles of Association.</p> <p>The Company may increase its capital through the following means:</p> <p>(1) offering new shares to non-specially-designated investors for subscription;</p> <p>(2) placing new shares to specially-designated investors and/or its existing shareholders;</p> <p>(3) distributing bonus shares to its existing shareholders;</p> <p>(4) converting capital reserve into share capital; or</p> <p>(5) any other means permitted by laws and administrative regulations and any other means approved by the competent securities authorities of the State Council.</p> <p>After the Company’s increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof shall be carried out in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC.</p>	<p>Article 23 The Company may, based on its operating and development needs, authorize the increase of its capital pursuant to the Articles of Association.</p> <p>The Company may increase its capital through the following means:</p> <p>(1) offering new shares to non-specially-designated investors for subscription;</p> <p>(2) placing new shares to specially-designated investors and/or its existing shareholders;</p> <p>(3) distributing bonus shares to its existing shareholders;</p> <p>(4) converting capital reserve into share capital; or</p> <p>(5) any other means permitted by laws and administrative regulations and any other means approved by the securities regulatory authorities of the State Council.</p> <p>After the Company’s increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof shall be carried out in accordance with the procedures set out in the relevant laws and administrative regulations of the PRC.</p>

Original Article	Amended Article
<p>Article 41 The Company may, in accordance with the understanding and agreements made between the competent securities authorities of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original copy of the register of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at its domicile. The appointed overseas agent(s) shall ensure the consistency between the original register and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>In case of any inconsistency between the original register and the duplicate register of holders of overseas listed foreign shares, the original register shall prevail.</p>	<p>Article 47 The Company may, in accordance with the understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, maintain its original register of holders of overseas listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original copy of the register of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at its domicile. The appointed overseas agent(s) shall ensure the consistency between the original register and the duplicate register of holders of overseas listed foreign shares at all times.</p> <p>In case of any inconsistency between the original register and the duplicate register of holders of overseas listed foreign shares, the original register shall prevail.</p>

Original Article	Amended Article
<p>Article 58 In addition to the obligations required by laws, administrative regulations or the listing rules of stock exchange on which the shares of the Company are listed, in exercising his rights as a shareholder, a controlling shareholder (as defined in the Article below) shall not make any decisions on the following matters, as a result of the exercise of his voting rights, in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to release a director or a supervisor of his duty in good faith and in the best interests of the Company;</p> <p>(2) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive the Company of its property in any manner, including but not limited to any opportunity favourable to the Company;</p> <p>(3) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive another shareholder of his personal interests, including but not limited to any rights to distribution and voting rights, but excluding any restructuring of the Company submitted to a shareholders' general meeting for approval in accordance with the Articles of Association.</p> <p>The controlling shareholder and de facto controller of the Company shall have a fiduciary duty towards the Company and public shareholders of the Company. The controlling shareholder shall exercise his rights as a contributor in strict compliance with the laws. The controlling shareholder may not prejudice the legal interests of the Company and public shareholders by making use of methods such as distribution of profits, restructuring of assets, making external investment, embezzlement of capital, providing guarantee for loans, or prejudice the interests of the Company and public shareholders by making use of his controlling position.</p>	<p>Article 64 In addition to the obligations required by laws, administrative regulations or the listing rules of stock exchange on which the shares of the Company are listed, in exercising his rights as a shareholder, a controlling shareholder (as defined in the Article below) shall not make any decisions on the following matters, as a result of the exercise of his voting rights, in a manner prejudicial to the interests of all or some of the shareholders of the Company:</p> <p>(1) to release a director or a supervisor of his duty in good faith and in the best interests of the Company;</p> <p>(2) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive the Company of its property in any manner, including but not limited to any opportunity favourable to the Company;</p> <p>(3) to approve a director or a supervisor (for his own account or for the account of other parties) to deprive another shareholder of his personal interests, including but not limited to any rights to distribution and voting rights, but excluding any restructuring of the Company submitted to a shareholders' general meeting for approval in accordance with the Articles of Association.</p> <p>The controlling shareholder and de facto controller of the Company shall have a fiduciary duty towards the Company and public shareholders of the Company. The controlling shareholder shall exercise his rights as a contributor in strict compliance with the laws. The controlling shareholder may not prejudice the legal interests of the Company and public shareholders by making use of methods such as distribution of profits, restructuring of assets, making external investment, embezzlement of capital, providing guarantee for loans, or prejudice the interests of the Company and public shareholders by making use of his controlling position.</p>

Original Article	Amended Article
	Article 69 <u>The Company shall not provide guarantees to external parties in breach of laws or regulations.</u>
<p>Article 63 A shareholders’ general meeting shall either be an annual general meeting (AGM) or an extraordinary general meeting. The shareholders’ general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year and within six months from the close of the preceding financial year.</p> <p>An extraordinary general meeting shall be convened within two months of the occurrence of any one of the following circumstances:</p> <p>(1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number required in the Articles of Association;</p> <p>(2) when the losses of the Company not made up for amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder individually or jointly holding 10% or more of the Company’s issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting;</p> <p>(4) when considered necessary by the board of directors or when requested by the supervisory committee; or</p> <p>(5) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>Article 70 A shareholders’ general meeting shall either be an annual general meeting (AGM) or an extraordinary general meeting. The shareholders’ general meetings shall be convened by the board of directors. Annual general meetings shall be held once every year and within six months from the close of the preceding financial year.</p> <p>An extraordinary general meeting shall be convened within two months of the occurrence of any one of the following circumstances:</p> <p>(1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number required in the Articles of Association;</p> <p>(2) when the losses of the Company not made up for amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder individually or jointly holding 10% or more of the Company’s issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting;</p> <p>(4) when considered necessary by the board of directors or when requested by the supervisory committee; or</p> <p>(5) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>

Original Article	Amended Article
<p>Article 69 The notice of a shareholders' general meeting shall be sent to the shareholders (whether or not entitled to vote at the shareholders' general meeting) by hand or prepaid mail to the address of the recipients as shown in the register of shareholders, or, subject to compliance with the applicable laws, regulations and listing rules, be published on the Company's website or the website designated by the stock exchange of the place on which the Company's shares are listed. For holders of domestic shares, the notice of a shareholders' general meeting may be given by way of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the competent securities authorities of the State Council within the interval of 20 business days before holding an annual general meeting and 10 business days or 15 days (whichever is longer) before holding an extraordinary general meeting; after the publication of the announcement, all holders of domestic shares shall be taken to have received notice of the relevant shareholders' meeting.</p>	<p>Article 76 The notice of a shareholders' general meeting shall be sent to the shareholders (whether or not entitled to vote at the shareholders' general meeting) by hand or prepaid mail to the address of the recipients as shown in the register of shareholders, or, subject to compliance with the applicable laws, regulations and listing rules, be published on the Company's website or the website designated by the stock exchange of the place on which the Company's shares are listed. For holders of domestic shares, the notice of a shareholders' general meeting may be given by way of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the interval of 20 business days before holding an annual general meeting and 10 business days or 15 days (whichever is longer) before holding an extraordinary general meeting; after the publication of the announcement, all holders of domestic shares shall be taken to have received notice of the relevant shareholders' meeting.</p>
<p>Article 86 A shareholders' general meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for some reasons, the meeting shall be convened and chaired by the vice chairman of the board of directors. If both the chairman and vice chairman of the board of directors are unable to attend the meeting, the chairman of the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present thereat may elect one of them to be the chairman of the meeting. If for any reason shareholders fail to elect a chairman, then the shareholder (including its proxy) present thereat and holding the largest number of shares carrying voting rights shall chair the meeting.</p>	<p>Article 93 A shareholders' general meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for some reasons, the meeting shall be convened and chaired by the vice chairman of the board of directors. If both the chairman and vice chairman of the board of directors are unable to attend the meeting, the board of directors may designate a director to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present thereat may elect one of them to be the chairman of the meeting. If for any reason shareholders fail to elect a chairman, then the shareholder (including its proxy) present thereat and holding the largest number of shares carrying voting rights shall chair the meeting.</p>

Original Article	Amended Article
<p>Article 98 Apart from the holders of other classes of shares, the holders of domestic shares and overseas listed foreign shares shall be taken to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(1) where the Company issues, upon approval by way of a special resolution at a general meeting, either separately or concurrently once every twelve months, domestic shares and overseas listed foreign shares, to the extent that the number of the shares to be issued does not exceed twenty percent of the total number of the issued shares of their respective class;</p> <p>(2) where the Company’s plan to issue domestic shares and overseas listed foreign shares upon its incorporation is completed within fifteen months from the date of approval by the competent securities authorities of the State Council; or</p> <p>(3) where the domestic shares of the Company are transferred by the holder to overseas investors and are subsequently listed and traded on overseas stock exchanges with the approval by the securities regulatory authorities of the State Council.</p>	<p>Article 105 Apart from the holders of other classes of shares, the holders of domestic shares and overseas listed foreign shares shall be taken to be shareholders of different classes.</p> <p>The special procedures for voting by class shareholders shall not apply to the following circumstances:</p> <p>(1) where the Company issues, upon approval by way of a special resolution at a general meeting, either separately or concurrently once every twelve months, domestic shares and overseas listed foreign shares, to the extent that the number of the shares to be issued does not exceed twenty percent of the total number of the issued shares of their respective class;</p> <p>(2) where the Company’s plan to issue domestic shares and overseas listed foreign shares upon its incorporation is completed within fifteen months from the date of approval by the securities regulatory authorities of the State Council; or</p> <p>(3) where the domestic shares of the Company are transferred by the holder to overseas investors and are subsequently listed and traded on overseas stock exchanges with the approval by the securities regulatory authorities of the State Council.</p>

Original Article	Amended Article
<p>Article 99 The Company shall have a board of directors comprising of 9 to 12 directors. There shall be one chairman and one vice chairman if necessary. The appointment and dismissal of the chairman and vice chairman(s) shall be subject to the approval of a majority of all the directors. The term of office of each of the chairman and the vice chairman shall be three years, renewable upon re-election and re-appointment. The number of independent non-executive directors shall not be less than one-third of the number of directors.</p>	<p>Article 106 The Company shall have a board of directors comprising of <u>9</u> directors. There shall be one chairman and one vice chairman if necessary. The appointment and dismissal of the chairman and vice chairman(s) shall be subject to the approval of a majority of all the directors. The term of office of each of the chairman and the vice chairman shall be three years, renewable upon re-election and re-appointment. The number of independent non-executive directors shall not be less than one-third of the number of directors. <u>The appointment or removal of directors of the Company shall be reported to the local agency of the CSRC where the company is domiciled for record as required.</u></p>
<p>Article 107 The Company shall establish an independent non-executive director system. Independent non-executive directors are directors holding no positions other than that of directors in the Company, and having no relationship with the Company and its substantial shareholders (only provided under this Article that substantial shareholders are those shareholders individually or jointly holding more than 10% of total number of the Company's shares with voting rights) as to hinder their independent and objective judgments, and complying with the provisions of the listing rules of the place where the Company's shares are listed in relation to the independence of directors.</p> <p>The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>	<p>Article 114 The Company shall establish an independent non-executive director system. Independent non-executive directors are directors holding no positions other than that of directors in the Company, and having no relationship with the Company and its substantial shareholders (only provided under this Article that substantial shareholders are those shareholders individually or jointly holding more than <u>5%</u> of total number of the Company's shares with voting rights) as to hinder their independent and objective judgments, and complying with the provisions of the listing rules of the place where the Company's shares are listed <u>and relevant laws and regulations, departmental rules, etc.</u> in relation to the independence of directors.</p> <p>The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>

Original Article	Amended Article
<p>Article 108 Independent non-executive directors shall satisfy the following fundamental requirements:</p> <p>(1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;</p> <p>(2) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, and rules and regulations;</p> <p>(4) having at least five years of work experiences in legal or economic areas, or other experiences indispensable for performing the duties as independent non-executive directors;</p> <p>(5) other requirements provided in the Articles of Association.</p>	<p>Article 115 Independent non-executive directors shall satisfy the following fundamental requirements:</p> <p>(1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;</p> <p>(2) to comply with the requirements on independence as stipulated in <u>relevant laws and regulations, departmental rules, and</u> the listing rules of the stock exchange where the Company's shares are listed;</p> <p>(3) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws, administrative regulations, <u>regulations of the CSRC and have futures professional expertise</u> ;</p> <p>(4) <u>have engaged in such financial business as futures or securities or in legal or accounting operations for more than 5 years, or possess relevant senior title for academic teaching or researches</u>;</p> <p>(5) <u>have educational background of graduate of college or university or above in relevant field and hold a bachelor degree or above</u>;</p> <p>(6) <u>have time and energy necessary to perform their duties</u>;</p> <p>(7) other requirements provided in the Articles of Association.</p>

Original Article	Amended Article
	<p data-bbox="810 300 1391 442"><u>Article 116 An independent director shall not have a relationship with the Company that may prejudice him/her from making independent and objective judgments.</u></p> <p data-bbox="810 485 1391 555"><u>None of the following persons may serve as independent directors of the Company:</u></p> <p data-bbox="810 597 1391 704"><u>(1) any persons working in the Company and its affiliates and their immediate family and other main relatives;</u></p> <p data-bbox="810 746 1391 1038"><u>(2) any persons working in any following institutions and their immediate family and other main relatives: any companies which hold or control more than 5% of the equity interest in the Company, the companies who are among top 5 shareholders of the Company or any institutions that have business relations with the Company or are interested in the Company;</u></p> <p data-bbox="810 1081 1391 1300"><u>(3) the natural person shareholders who directly or indirectly hold or control more than 1% of the equity interest in the Company, or the natural person shareholders among the top 10 shareholders of the Company and the immediate families of such persons;</u></p> <p data-bbox="810 1342 1391 1449"><u>(4) any person who provides financial, law and consulting services to the Company and its related parties and their immediate family members;</u></p> <p data-bbox="810 1491 1391 1598"><u>(5) any person who meets the criteria listed in any of the four sub-paragraphs above in the recent one year;</u></p> <p data-bbox="810 1640 1391 1747"><u>(6) any person holding any position other than independent directors in any other futures companies;</u></p> <p data-bbox="810 1789 1391 1859"><u>(7) any other persons who are identified by the CSRC.</u></p>

Original Article	Amended Article
<p>Article 112 The board of directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) to convene the shareholders' general meetings and report its work to the shareholders' general meetings;</p> <p>(2) to implement the resolutions of the shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans, specific annual business objectives and financing plans other than the issuance of corporate debentures or other securities, and listings;</p> <p>(4) to formulate the Company's annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plan and the plan for making up losses;</p> <p>(6) to formulate proposals for the increase or reduction of the Company's registered capital and the issuance of corporate debentures;</p> <p>(7) to formulate proposals for the major acquisition and repurchase of the Company's shares or the merger, demerger, dissolution or change of corporate form of the Company;</p> <p>(8) to determine on the establishment of the Company's internal management structure and on the establishment or closing of the Company's sub-branches or representative offices;</p> <p>(9) to elect a chairman and vice-chairman of the board of directors of the Company;</p>	<p>Article 120 The board of directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) to convene the shareholders' general meetings and report its work to the shareholders' general meetings;</p> <p>(2) to implement the resolutions of the shareholders' general meetings;</p> <p>(3) to decide on the Company's business plans and investment plans, specific annual business objectives and financing plans other than the issuance of corporate debentures or other securities, and listings;</p> <p>(4) to formulate the Company's annual financial budgets and final accounts;</p> <p>(5) to formulate the Company's profit distribution plan and the plan for making up losses;</p> <p>(6) to formulate proposals for the increase or reduction of the Company's registered capital and the issuance of corporate debentures;</p> <p>(7) to formulate proposals for the major acquisition and repurchase of the Company's shares or the merger, demerger, dissolution or change of corporate form of the Company;</p> <p>(8) to determine on the establishment of the Company's internal management structure and on the establishment or closing of the Company's sub-branches or representative offices;</p> <p>(9) to elect a chairman and vice-chairman of the board of directors of the Company;</p>

Original Article	Amended Article
(10) to appoint or dismiss the general manager, secretary to the board of directors and chief risk officer, and to fix their remuneration, bonus and punishment;	(10) to appoint or dismiss the general manager, secretary to the board of directors and chief risk officer, and to fix their remuneration, bonus and punishment;
(11) pursuant to the general manager's nominations to appoint or dismiss deputy general managers and the person in charge of financial matters of the Company and fix their remuneration, bonus and punishment;	(11) pursuant to the general manager's nominations to appoint or dismiss deputy general managers and the person in charge of financial matters of the Company and fix their remuneration, bonus and punishment;
(12) to formulate the Company's basic management system;	(12) to formulate the Company's basic management system;
(13) to formulate proposals for amendment to the Articles of Association;	(13) to formulate proposals for amendment to the Articles of Association;
(14) to manage the information disclosure of the Company;	(14) to manage the information disclosure of the Company;
(15) to determine the establishment of special committees under the board of directors and to <u>nominate</u> the chairmen of these committees;	(15) to determine the establishment of special committees under the board of directors and to <u>appoint or dismiss</u> the chairmen of these committees;
(16) to propose to shareholders' general meetings for the appointment or replacement of the accounting firms to provide audit services to the Company;	(16) to propose to shareholders' general meetings for the appointment or replacement of the accounting firms to provide audit services to the Company;
(17) to hear the regular or non-regular work reports from the general manager of the Company or senior management appointed by the general manager and to approve the work reports of the general manager;	(17) to hear the regular or non-regular work reports from the general manager of the Company or senior management appointed by the general manager and to approve the work reports of the general manager;
(18) to consider and decide on the security depository system for customer margins to ensure that the depositing of customer margins is in compliance with the requirements for the protection of customer assets protection as well as the safe depositing and monitoring of futures margins;	(18) to consider and decide on the security depository system for customer margins to ensure that the depositing of customer margins is in compliance with the requirements for the protection of customer assets protection as well as the safe depositing and monitoring of futures margins;
(19) to consider and decide on the Company's risk control system and internal control system;	(19) to consider and decide on the Company's risk control system and internal control system;

Original Article	Amended Article
<p>(20) to decide on the risk investment, acquisition and disposal of assets, pledge of assets, external guarantees, trusted asset management and connected transactions of the Company within the authorization of the shareholders' general meeting;</p> <p>(21) to exercise other functions and powers conferred by laws, regulations and listing rules of the stock exchange where the Company's shares are listed, shareholders' general meetings and the Articles of Association.</p> <p>Except for the matters specified in sub-paragraphs (6) , (7) and (13) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The board of directors shall perform its duties in accordance with laws, administrative regulations, the Articles of Association and resolutions of shareholders.</p> <p>The board of directors shall make explanation to the shareholders' general meeting in respect of auditors' report with a qualified opinion issued by the certified public accountants regarding the financial statements of the Company.</p>	<p>(20) to decide on the risk investment, acquisition and disposal of assets, pledge of assets, external guarantees, trusted asset management and connected transactions of the Company within the authorization of the shareholders' general meeting;</p> <p>(21) <u>to formulate strategic plans for the Company's cultural construction, push forward and give direction to the Company's cultural construction;</u></p> <p><u>(22) to consider the Company's goal on IT management; to consider its IT strategy; to consider its plans for IT manpower and capital security; network security plans; to consider the overall effectiveness and efficiency of its annual IT management work;</u></p> <p>(23) to exercise other functions and powers conferred by laws, regulations and listing rules of the stock exchange where the Company's shares are listed, shareholders' general meetings and the Articles of Association.</p> <p>Except for the matters specified in sub-paragraphs (6) , (7) and (13) which shall be passed by two-thirds or more of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The board of directors shall perform its duties in accordance with laws, administrative regulations, <u>CSRC regulations</u> and the Articles of Association and resolutions of shareholders.</p> <p>The board of directors shall make explanation to the shareholders' general meeting in respect of auditors' report with a <u>non-standard</u> opinion issued by the certified public accountants regarding the financial statements of the Company.</p>

Original Article	Amended Article
<p>Article 113 The board of directors shall also be responsible for the following matters:</p> <p>(1) to formulate, review and improve the Company’s policies and practices on corporate governance;</p> <p>(2) to review and monitor the training and continuous professional development of directors and senior management;</p> <p>(3) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements of the securities regulatory authorities of the place where the shares are listed, and to make disclosures thereof accordingly;</p> <p>(4) to formulate, review and monitor the code of conduct and compliance manual applicable to employees and directors.</p> <p>The board of director shall be responsible for the above corporate governance functions. It may also delegate this responsibility to one or more special committees under the board of directors.</p>	<p>Article 121 The board of directors shall also be responsible for the following matters:</p> <p>(1) to formulate, review and improve the Company’s policies and practices on corporate governance;</p> <p>(2) to review and monitor the training and continuous professional development of directors and senior management;</p> <p>(3) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements of the securities regulatory authorities of the place where the shares are listed, and to make disclosures thereof accordingly;</p> <p>(4) to formulate, review and monitor the code of conduct and compliance manual applicable to employees and directors.</p> <p>The board of director shall be responsible for the above corporate governance functions. It may also delegate this responsibility to one or more special committees under the board of directors.</p>

Original Article	Amended Article
<p>Article 118 The board of directors shall hold at least four regular meetings every year, which shall be convened by the chairman of the board of directors. Extraordinary meetings of the board of directors may be held in any of the following circumstances:</p> <p>(1) when proposed jointly by one-third or more of the directors;</p> <p>(2) when proposed by one half or more of the independent non-executive directors;</p> <p>(3) when proposed by the supervisory committee;</p> <p>(4) when deemed as necessary by the chairman of the board of directors or when proposed by the general manager;</p> <p>(5) when proposed by the shareholders representing one tenth or more of voting rights; and</p> <p>(6) when requested by relevant regulatory departments.</p>	<p>Article 126 The board of directors shall hold at least four meetings every year, which shall be convened by the chairman of the board of directors. Extraordinary meetings of the board of directors may be held in any of the following circumstances:</p> <p>(1) when proposed jointly by one-third or more of the directors;</p> <p>(2) when proposed by one half or more of the independent non-executive directors;</p> <p>(3) when proposed by the supervisory committee;</p> <p>(4) when deemed as necessary by the chairman of the board of directors or when proposed by the general manager;</p> <p>(5) when proposed by the shareholders representing one tenth or more of voting rights; and</p> <p>(6) when requested by relevant regulatory departments.</p>

Original Article	Amended Article
<p>Article 128 The secretary to the board of directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary duties include:</p> <p>(1) to ensure that the Company has a complete set of documents and records on organization;</p> <p>(2) to ensure that the Company prepares and delivers the reports and documents required by the competent authorities pursuant to law;</p> <p>(3) to ensure that the Company’s register of shareholders is properly set up and that the persons entitled to access to the relevant records and documents are furnished with such records and documents without delay.</p>	<p>Article 136 The secretary to the board of directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary duties include:</p> <p>(1) <u>to prepare the shareholders’ general meetings and meetings of the board of directors;</u></p> <p>(2) <u>to disclose information of the Company;</u></p> <p>(3) to ensure that the Company has a complete set of documents and records on organization;</p> <p>(4) to ensure that the Company prepares and delivers the reports and documents required by the competent authorities pursuant to law;</p> <p>(5) to ensure that the Company’s register of shareholders is properly set up and that the persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;</p> <p>(6) <u>other functions and powers stipulated by laws and regulations or the Articles of Association.</u></p>

Original Article	Amended Article
<p>Article 130 The Company shall have one general manager who shall be nominated by the chairman, and be appointed or dismissed by the board of directors. The Company shall have several deputy general managers who shall be nominated by the general manager and to be appointed or dismissed by the board of directors. The general managers shall be accountable to the board of directors. The deputy general managers shall assist the general manager in his work and be accountable to the general manager.</p> <p>The total number of people from abroad appointed as executive officers (general manager, deputy general managers and chief risk officer) shall not exceed 30% of the Company’s total number of executive officers.</p> <p>There shall not be a close relative relationship between the chairman, general manager and chief risk officer. The offices of the chairman and the general manager may not be held concurrently by one person.</p>	<p>Article 138 The Company shall have one general manager who shall be nominated by the Chairman, and be appointed or dismissed by the Board of Directors. The Company shall have several deputy general managers who shall be nominated by the general manager and to be appointed or dismissed by the board of directors. <u>The Company should report to the local CSRC office at the company’s domicile for record when appointing or removing senior management personnel.</u> The general managers shall be accountable to the board of directors. The deputy general managers shall assist the general manager in his work and be accountable to the general manager.</p> <p><u>Each term of office of the general managers and deputy general managers shall be three years, renewable upon re-election.</u></p> <p>There shall not be a close relative relationship between the chairman, general manager and chief risk officer. The offices of the chairman and the general manager may not be held concurrently by one person.</p>

Original Article	Amended Article
<p>Article 131 The general manager of the Company shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(1) to preside over the production, operation and management of the Company, and report to the board of directors on his work;</p> <p>(2) to arrange the implementation of the resolutions of the board of directors;</p> <p>(3) to arrange the implementation of the Company's annual business, investment and financing plans formulated by the board of directors;</p> <p>(4) to work out plans for the establishment of the Company's internal management structure;</p> <p>(5) to work out plans for the establishment of branch companies, business division and other branches of the Company;</p> <p>(6) to work out the Company's basic management system;</p> <p>(7) to formulate the Company's specific rules and regulations;</p> <p>(8) to propose to the board of directors for the appointment or removal of the deputy general managers and financial controller, and provide suggestions on remuneration;</p> <p>(9) to appoint or remove the management (other than those required to be appointed or removed by the board of directors), and determine their appraisal, remuneration, bonus and punishment;</p>	<p>Article 139 The general manager of the Company shall be accountable to the board of directors and exercise the following functions and powers:</p> <p>(1) to preside over the production, operation and management of the Company, and report to the board of directors on his work;</p> <p>(2) to arrange the implementation of the resolutions of the board of directors;</p> <p>(3) to arrange the implementation of the Company's annual business, investment and financing plans formulated by the board of directors;</p> <p>(4) to work out plans for the establishment of the Company's internal management structure;</p> <p>(5) to work out plans for the establishment of branch companies, business division and other branches of the Company;</p> <p>(6) to work out the Company's basic management system;</p> <p>(7) to formulate the Company's specific rules and regulations;</p> <p>(8) to propose to the board of directors for the appointment or removal of the deputy general managers and <u>the person in charge of financial matters</u>, and provide suggestions on remuneration;</p> <p>(9) to appoint or remove the management (other than those required to be appointed or removed by the board of directors), and determine their appraisal, remuneration, bonus and punishment;</p>

Original Article	Amended Article
<p>(10) to review the wages, benefits and incentive scheme of the Company's employees, and decide on the employment and dismissal of employees;</p> <p>(11) to determine matters such as the Company's investment, financing, contracts and transactions to the extent authorized by the Articles of Association and the board of directors;</p> <p>(12) other functions and powers authorized by the Articles of Association or the board of directors.</p>	<p>(10) to review the wages, benefits and incentive scheme of the Company's employees, and decide on the employment and dismissal of employees;</p> <p>(11) to determine matters such as the Company's investment, financing, contracts and transactions to the extent authorized by the Articles of Association and the board of directors;</p> <p><u>(12) to arrange implementation of the work plan for the Company's cultural construction;</u></p> <p>(13) other functions and powers authorized by the Articles of Association or the board of directors.</p>
	<p><u>Article 145 The major duties of the chief risk officer are:</u></p> <p><u>(1) supervision and inspection of the legal compliance and risk management of the operations and management of the Company, and to verify the relevant issues of the Company in accordance with the requirements of the regulatory authorities.</u></p> <p><u>(2) to report the legal compliance and risk management of the operations and management of the Company to the general manager, the board of directors of the Company and the CSRC's agency at the Company's domicile.</u></p> <p><u>(3) to handle matters required for investigation by CSRC, its local agencies and self-regulatory organizations, and cooperate with regulatory inspections and investigations.</u></p> <p><u>(4) to give direction on how to handle complaints and reports involving violation of laws and regulations by the Company and its employees.</u></p> <p><u>(5) other duties stipulated by relevant laws, regulations and normative documents.</u></p>

Original Article	Amended Article
	<p data-bbox="810 300 1390 406"><u>Article 146 The chief risk officer may exercise the following functions and powers as needed to perform his/her duties:</u></p> <p data-bbox="810 449 1390 519"><u>(1) to participate in or attend the meetings related to his/her performance of duties;</u></p> <p data-bbox="810 561 1390 632"><u>(2) to have access to relevant documents, archives and information of the Company;</u></p> <p data-bbox="810 674 1390 817"><u>(3) to conduct interviews with relevant staff of the Company, as well as personnel of the intermediary service organizations providing audit, legal and other services to the Company;</u></p> <p data-bbox="810 859 1390 1044"><u>(4) to get understanding of the business operation of the Company, to supervise and inspect the compliance of the Company's business operation, and to conduct risk assessment and give warnings;</u></p> <p data-bbox="810 1087 1390 1229"><u>(5) to provide comments and recommendations on compliance issues concerning the Company's major decisions, management systems, business rules and processes;</u></p> <p data-bbox="810 1272 1390 1342"><u>(6) other functions and powers stipulated in the Articles of Association.</u></p>

Original Article	Amended Article
	<p>Article 147 The chief risk officer is prohibited to:</p> <p><u>(1) commit unauthorized absence, fail to perform his/her duties without cause or reason, or authorize others to perform duties on his/her behalf;</u></p> <p><u>(2) hold any other positions in the Company other than the head of the compliance department, or engage in activities that may affect the independent performance of his/her duties;</u></p> <p><u>(3) withhold the information about, delay to report or make false report on, any illegal behavior and irregularity or significant potential risk in the Company’s operation and management;</u></p> <p><u>(4) take advantage of his/her position for personal gains;</u></p> <p><u>(5) abuse his/her power to intervene the Company’s normal operation;</u></p> <p><u>(6) do harm to the legitimate interests of the Company or customers by leaking the Company’s secrets or customer information to third parties unrelated to the performance of his/her duties;</u></p> <p><u>(7) prejudice the legitimate interests of customers or the Company in any other ways.</u></p>

Original Article	Amended Article
	<p data-bbox="810 300 1390 668"><u>Article 148 In the event of being aware that there are other problems in addition to those illegal behaviors and irregularities or significant potential risks listed in Article 149 of these Articles of Association with regards to the legal compliance and risk management in the Company’s operation and management, the chief risk officer shall provide suggestions on rectifications to general manager or person in charge in a timely manner.</u></p> <p data-bbox="810 710 1390 1002"><u>In case of the general manager or the person in charge failing to rectify the existing problem or the rectification results failing to meet the requirements, the chief risk officer shall promptly report to the chairman, the risk control committee of the board of directors or the supervisory committee, and to, if necessary, the CSRC’s local agency at the Company’s domicile.</u></p>

Original Article	Amended Article
	<p data-bbox="810 300 1390 555"><u>Article 149 In the event of being aware that the Company commits following illegal behaviors and irregularities or is exposed to significant potential risks, the chief risk officer shall promptly report to the CSRC’s local agency at the Company’s domicile and report to the board of directors and the supervisory committee:</u></p> <p data-bbox="810 597 1390 704"><u>(1) alleged occupation, misappropriation of customers’ security deposits and other behaviors violating the customers’ rights and interests;</u></p> <p data-bbox="810 746 1390 853"><u>(2) the Company’s assets are withdrawn, occupied, misappropriated, seized, frozen or used as security;</u></p> <p data-bbox="810 895 1390 959"><u>(3) the Company’s net capital is unable to consistently meet regulatory standards;</u></p> <p data-bbox="810 1002 1390 1066"><u>(4) the Company may be exposed to significant risks due to significant litigation or arbitration;</u></p> <p data-bbox="810 1108 1390 1172"><u>(5) shareholders intervene the Company’s normal operation;</u></p> <p data-bbox="810 1215 1390 1257"><u>(6) other circumstances specified by the CSRC.</u></p> <p data-bbox="810 1300 1390 1555"><u>In case of the above circumstances, the Company shall implement rectification measures as suggested by the CSRC’s local agency at the Company’s domicile. The chief risk officer shall cooperate in rectification and report the rectification activities to the CSRC’s local agency at the Company’s domicile.</u></p>

Original Article	Amended Article
Additions	<p><u>Chapter 15 General Legal Counsel</u></p> <p><u>Article 153 The Company shall have one general legal counsel who shall be nominated by the chairman, and be appointed or dismissed by the board of directors. The general legal counsel is a senior management officer of the Company, and he is fully responsible for legal affairs.</u></p>
<p>Article 141 The supervisory committee shall comprise six (6) to nine (9) supervisors, of whom no less than two (2) shall be independent supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.</p> <p>The supervisory committee shall have one chairman, whose appointment and dismissal shall be subject to the approval of two-thirds or more of its members by voting.</p>	<p>Article 155 The supervisory committee shall comprise eight (8) supervisors, of whom no less than two (2) shall be independent supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment. <u>The appointment or removal of supervisors of the Company shall be reported to the local agency of the CSRC for record as required.</u></p> <p>The supervisory committee shall have one chairman, whose appointment and dismissal shall be subject to the approval of two-thirds or more of its members by voting.</p>

Original Article	Amended Article
<p>Article 149 The supervisory committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with laws:</p> <p>(1) to review the Company's finance;</p> <p>(2) to monitor any acts of the directors and senior management of the Company during their performance of duties, and to propose dismissal of any directors and senior management of the Company who violate laws, administrative regulations, the Articles of Association or any resolutions of shareholders' general meetings;</p> <p>(3) to demand rectification from a director and senior management when the acts of such persons are harmful to the Company's interest;</p> <p>(4) to verify the financial information such as the financial report and business report to be submitted by the board of directors to the shareholders' general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practicing auditors;</p> <p>(5) to propose the convening of an extraordinary general meeting and to convene and preside over shareholders' general meetings when the board of directors fails to perform such duties;</p>	<p>Article 163 The supervisory committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with laws:</p> <p>(1) to review the Company's finance;</p> <p>(2) to monitor any acts of the directors and senior management of the Company during their performance of duties, and to propose dismissal of any directors and senior management of the Company who violate laws, administrative regulations, the Articles of Association or any resolutions of shareholders' general meetings;</p> <p>(3) to demand rectification from a director and senior management when the acts of such persons are harmful to the Company's interest;</p> <p>(4) to verify the financial information such as the financial report and business report to be submitted by the board of directors to the shareholders' general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practicing auditors;</p> <p>(5) to propose the convening of an extraordinary general meeting and to convene and preside over shareholders' general meetings when the board of directors fails to perform such duties;</p>

Original Article	Amended Article
<p>(6) to submit proposals to the shareholders’ general meeting;</p> <p>(7) to bring an action against a director or a senior executive officer in accordance with Article 152 of the Company Law;</p> <p>(8) to propose the convening of an extraordinary board meeting;</p> <p>(9) to elect the chairman of the supervisory committee;</p> <p>(10) to carry out investigation if the Company is found to have abnormal operations; if necessary, an accounting firm or a law firm and other professional institutions may be engaged to assist it in its work at the expenses of the Company; and</p> <p>(11) to exercise other functions and powers specified in the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants and may raise queries or suggestions on the resolutions of the board of directors.</p>	<p>(6) to submit proposals to the shareholders’ general meeting;</p> <p>(7) to bring an action against a director or a senior executive officer in accordance with Article 152 of the Company Law;</p> <p>(8) to propose the convening of an extraordinary board meeting;</p> <p>(9) to elect the chairman of the supervisory committee;</p> <p>(10) to carry out investigation if the Company is found to have abnormal operations; if necessary, an accounting firm or a law firm and other professional institutions may be engaged to assist it in its work at the expenses of the Company;</p> <p><u>(11) to supervise the implementation of the Company’s cultural construction;</u></p> <p><u>(12)</u> to exercise other functions and powers specified in the Articles of Association.</p> <p>Supervisors shall attend the board meetings as non-voting participants and may raise queries or suggestions on the resolutions of the board of directors.</p>

Original Article	Amended Article
Chapter 15 Party Building Work	Chapter 6 Party Organizations
<p>Article 154 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish Party Organizations and related administrative organs, and maintain staffing to handle Party affairs. As approved by the Party Committee of Zhongtai Securities Co., Ltd., the Company has established the Communist Party Committee of LUZHENG FUTURES Company Limited (中共魯証期貨股份有限公司委員會) (the “Party Committee of the Company”) and the Communist Party Commission for Discipline Inspection of LUZHENG FUTURES Company Limited (中共魯証期貨股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”). The number of secretaries, deputy secretaries and members of the Party Committee of the Company and the Party Commission for Discipline Inspection of the Company shall be determined with the approval of higher Party Organizations, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the Communist Party of China, the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China, etc. The Party Organization of the Company is under the Communist Party Committee of Zhongtai Securities Co., Ltd.</p>	<p>Article 38 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish Party Organizations and related administrative organs, and maintain staffing to handle Party affairs. As approved by the Party Committee of Zhongtai Securities Co., Ltd., the Company has established the Communist Party Committee of ZHONGTAI FUTURES Company Limited (中共中泰期貨股份有限公司委員會) (the “Party Committee of the Company”) and the Communist Party Commission for Discipline Inspection of ZHONGTAI FUTURES Company Limited (中共中泰期貨股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”). The number of secretaries, deputy secretaries and members of the Party Committee of the Company and the Party Commission for Discipline Inspection of the Company shall be determined with the approval of higher Party Organizations, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the Communist Party of China, the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China and Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial)* (《中國共產黨國有企業基層組織工作條例(試行)》), etc. The Party Organization of the Company is under the Communist Party Committee of Zhongtai Securities Co., Ltd.</p>

Original Article	Amended Article
<p>Article 155 The Party Committee of the Company shall establish the Party Work Department and Party Organization Department as the working units of Party Committee, and maintain staffing to handle Party affairs. The Party Commission for Discipline Inspection of the Company shall maintain staffing for discipline inspection work. The Company’s working units of Party Committee and its staffing shall be included into the Company’s management organization and establishment, while the budget for Party organization work shall be included into the Company’s budget and charged to the Company’s administrative expenses.</p>	<p>Article 39 The Party Committee of the Company shall establish the Party Work Department, and maintain <u>sufficient</u> staffing to handle Party affairs. The Party Commission for Discipline Inspection of the Company <u>shall establish a Work Department for Discipline Inspection and</u> shall maintain staffing for discipline inspection work. The Company’s working units of Party Committee and its staffing shall be included into the Company’s management organization and establishment. The budget for Party organization work shall be included into the Company’s budget and charged to the Company’s administrative expenses.</p>
<p>Article 156 The Party Committee of the Company shall establish branch committees of the Party in accordance with the relevant provisions, and establish robust grass-root Party Organizations and carry out Party activities, as well as conducting regular general elections in accordance with the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China.</p>	<p>Article 40 The Party Committee of the Company shall establish branch committees of the Party in accordance with the relevant provisions, and establish robust grass-root Party Organizations and carry out Party activities, as well as conducting regular general elections in accordance with the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China (<u>《中國共產黨基層組織選舉工作暫行條例》</u>) and <u>Working Rules of Basic Organizations of the State-owned Enterprises of the Communist Party Committee of China (Trial)*</u> (<u>《中國共產黨國有企業基層組織工作條例(試行)》</u>).</p>

Original Article	Amended Article
<p>Article 157 The Party Organization of the Company shall play a core role in leadership and politics, and shall lead the general direction, control the general situation and ensure successful implementation. The Party Organization of the Company shall thoroughly implement the theories, directions, principles and policies of the Party to ensure that the Company stays on the right track of reform and development. The Party Organization of the Company shall discuss major issues and focus on main points to strengthen collective leadership, promote scientific decision-making, as well as promoting the Company’s comprehensive fulfillment of economic, political and social responsibilities. Through the Party’s supervision of officials and talents, the Company strengthens corporate leadership and staff capabilities to ensure a talent pool is created for corporate reform and development. With a focus on building a strong foundation through training of rank-and-file staff, the Party Organization of the Company shall give full play to the role of the grass-root Party Organizations as strongholds as well as the pioneer and exemplary roles of Party members, and lead the mass organizations by stepping up its efforts in ideological and political works to push ahead the implementation of various works and tasks with concerted efforts. Through the implementation of the principal responsibility and supervision responsibility system for enforcing strict discipline of the Party, the Party Organization of the Company shall reinforce the work in relation to the construction of the Party’s work style and its clean and honest administration as well as anti-corruption with a view to rectifying work style and discipline as well as preventing risks at the same time.</p>	<p>Article 41 The Party Committee of the Company shall play a leading role, insist on concurrent scheming, planning, implementation, appraisal of both party-building and operation in accordance with the general requirement of “lead the general direction, control the general situation and promote successful implementation”, discussing and making decisions on significant matters of the Company in accordance with the regulations. The main responsibilities are:</p> <p>(1) to enhance the building of politics of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to strengthen their consciousness to maintain political integrity, think in big-picture terms, uphold the leadership core, and keep in alignment, fortify our confidence in the socialist path, theories, system and culture with Chinese characteristics, and achieve the upholding of General Secretary Xi Jinping’s core position on the CPC Central Committee and in the Party as a whole and the authority and centralized leadership of the Party Central Committee, bear national interests in mind, maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</p>

Original Article	Amended Article
	<p><u>(2) to thoroughly study and implement Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the Party’s theory, thoroughly implement the Party’s line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organisation at a higher level in the Company;</u></p> <p><u>(3) to investigate and discuss the significant operation and management matters of the Company and support the shareholders’ general meeting, the board of directors, the supervisory committee and the management to perform their powers and functions in accordance with the laws;</u></p> <p><u>(4) to implement the principles of Party management of cadres and Party management of talents, to strengthen the leadership and watchdog role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company, pay attention to the training and use of non-party cadres and talents;</u></p>

Original Article	Amended Article
	<p><u>(5) strengthen and improve the construction of working style of the Party in the Company, strictly implement the spirit of the eight-point frugality code issued by the Party Central Committee and resolutely combat formalism, bureaucracy, hedonism and extravagance, especially the formalism and bureaucracy, thereby creating an incorruptible and upright political atmosphere;</u></p> <p><u>(6) to undertake the main responsibility in improving Party conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules, for the sole purpose of being afraid, incapable and undesirous of corruption and promote Party self-governance exercised fully and with rigor into the grassroots level;</u></p> <p><u>(7) to strengthen the building of grass-root Party organisations and of its contingent of Party members, unit and lead employees to devote themselves into the reform and development of the Company;</u></p> <p><u>(8) to lead the ideological and political work, the spirit and civilization progress, the United Front work and lead mass organisations such as the Labour Union, Communist Youth League;</u></p> <p><u>(9) to set up a cultural construction leading group headed by the secretary of the Party Committee to lead the Company’s cultural construction.</u></p>

Original Article	Amended Article
<p>Article 158 The Company shall establish and improve relevant rules and regulations, which shall explicitly separate the responsibilities of the Party Committee of the Company and the shareholders’ general meeting, board of directors, supervisory committee and the management, and include the organizational mechanism, division of duties, staffing, tasks and budget of the Party Committee of the Company into the management structure, the management system and scope of duties, establishing an effectively balanced corporate governance mechanism with separating duties and responsibilities as well as coordinating operation.</p>	<p>Article 42 The Company shall establish and improve relevant rules and regulations, adopt “List Management”, which shall explicitly separate the responsibilities of the Party Committee of the Company and the shareholders’ general meeting, board of directors, Supervisory Committee and the management, and include the organizational mechanism, division of duties, staffing, tasks and budget of the Party Committee of the Company into the management structure, the management system and scope of duties, establishing an effectively balanced corporate governance mechanism with separating duties and responsibilities as well as coordinating operation.</p>
<p>Article 159 The Company shall establish a decision-making mechanism of the Party Committee, which shall explicitly set out the scope and procedures for the decision-making and participation in decision-making on major issues by the Party Committee of the Company. Study and discussion by the Party Committee of the Company are the preceding procedures for decision-making on major issues by the board of directors and the management. Major operational and administrative issues must first be studied and discussed by the Party Committee of the Company, and then be decided by the board of directors or the management.</p>	<p>Article 43 The Company shall establish a decision-making mechanism of the Party Committee, which shall explicitly set out the scope and procedures for the decision-making and participation in decision-making on major issues by the Party Committee of the Company. Study and discussion by the Party Committee of the Company are the preceding procedures for decision-making on major issues by the board of directors and the management. Major operational and administrative issues must first be studied and discussed by the Party Committee of the Company, and then be decided by the board of directors or the management.</p>
<p>Article 160 The decision-making of the Party Committee of the Company shall adhere to collective leadership, a democratic centralism, individual deliberation and decision by meeting. Major issues shall be fully negotiated, and decisions shall be made scientifically, democratically and in accordance with laws.</p>	<p>The decision-making of the Party Committee of the Company shall adhere to collective leadership, a democratic centralism, individual deliberation and decision by meeting. Major issues shall be fully negotiated, and decisions shall be made scientifically, democratically and in accordance with laws.</p>
<p>Article 161 The Company’s directors, supervisors and senior management shall obtain the qualifications for their positions approved by the CSRC and its local agencies, and meet the relevant requirements under the Measures Governing the Qualifications for the Position of Directors, Supervisors and Senior Management of Futures Companies as well as other relevant laws, administrative regulations and regulatory documents.</p>	<p>Article 168 The Company’s directors, supervisors and senior management shall meet the relevant requirements under the Measures Governing the Qualifications for the Position of Directors, Supervisors and Senior Management of Futures Companies as well as other relevant laws, administrative regulations and regulatory documents.</p>

Original Article	Amended Article
<p>Article 201 The Company’s appointment, removal and non-reappointment of an accounting firm shall be decided by a shareholder’ general meeting and filed with the competent securities authorities of the State Council.</p> <p>Where a resolution at a shareholders’ general meeting is intended to be passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to re-appoint an accounting firm that was appointed by the board of directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) The proposal for the appointment or removal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to vacate its post, or to the accounting firm which has vacated its post in the relevant accounting year.</p> <p>Vacating a post shall include removal, resignation and retirement.</p>	<p>Article 208 The Company’s appointment, removal and non-reappointment of an accounting firm shall be decided by a shareholder’ general meeting and filed with the securities regulatory authorities of the State Council.</p> <p>Where a resolution at a shareholders’ general meeting is intended to be passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to re-appoint an accounting firm that was appointed by the board of directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) The proposal for the appointment or removal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to vacate its post, or to the accounting firm which has vacated its post in the relevant accounting year.</p> <p>Vacating a post shall include removal, resignation and retirement.</p>

Original Article	Amended Article
<p>(2) If the accounting firm vacating its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:</p> <p>(i) in any notice of meeting held for making the resolution, state the fact that representations have been made by the vacating accounting firm; and</p> <p>(ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.</p> <p>The notice shall become effective on the date of deposit at the legal address of the Company or on such later date as may be stated therein.</p> <p>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in sub-paragraph (2) of this Article, such accounting firm may require that the representations be read out at a shareholders’ general meeting and may make further complaints.</p> <p>(4) An accounting firm which is vacating its post shall be entitled to attend:</p> <p>(i) the shareholders’ general meeting at which its term of office would otherwise have expired;</p> <p>(ii) the shareholders’ general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(iii) the shareholders’ general meeting which is convened as a result of its resignation,</p> <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</p>	<p>(2) If the accounting firm vacating its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:</p> <p>(i) in any notice of meeting held for making the resolution, state the fact that representations have been made by the vacating accounting firm; and</p> <p>(ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.</p> <p>The notice shall become effective on the date of deposit at the legal address of the Company or on such later date as may be stated therein.</p> <p>(3) If the Company fails to send out the accounting firm’s representations in the manner set out in sub-paragraph (2) of this Article, such accounting firm may require that the representations be read out at a shareholders’ general meeting and may make further complaints.</p> <p>(4) An accounting firm which is vacating its post shall be entitled to attend:</p> <p>(i) the shareholders’ general meeting at which its term of office would otherwise have expired;</p> <p>(ii) the shareholders’ general meeting at which it is proposed to fill the vacancy caused by its removal; and</p> <p>(iii) the shareholders’ general meeting which is convened as a result of its resignation,</p> <p>and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</p>

Original Article	Amended Article
<p>Article 216 Amendments to the Articles of Association which involve the contents of the Mandatory Provisions shall become effective upon approval by the company approval authorities authorized by the State Council and the competent securities authorities of the State Council. Where amendments involve the registered particulars of the Company, alteration of registration shall be made in accordance with the law.</p>	<p>Article 223 Amendments to the Articles of Association which involve the contents of the Mandatory Provisions shall become effective upon approval by the company approval authorities authorized by the State Council and the securities regulatory authorities of the State Council. Where amendments involve the registered particulars of the Company, alteration of registration shall be made in accordance with the law.</p>
<p>Article 224 “Senior management” referred to in the Articles of Association mean the general manager, deputy general managers, chief risk officer, financial controller and secretary to the board of directors. References to “general manager”, “deputy general managers” and “financial controller” in the Articles of Association are references to “manager”, “vice manager” and “the person in charge of financial matters” in the Company Law. In particular, the meaning of “general manager” and “deputy general managers” is the same as that of “president” and vice-president” referred to in the Hong Kong Listing Rules.</p>	<p>Article 231 “Senior management” referred to in the Articles of Association mean the general manager, deputy general managers, chief risk officer, <u>the person in charge of financial matters,</u> <u>general legal counsel</u> and secretary to the board of directors. References to “general manager”, “deputy general managers” and “<u>the person in charge of financial matters</u>” in the Articles of Association are references to “manager”, “vice manager” and “the person in charge of financial matters” in the Company Law. In particular, the meaning of “general manager” and “deputy general managers” is the same as that of “president” and vice-president” referred to in the Hong Kong Listing Rules.</p>

**COMPARISON TABLE OF THE AMENDMENTS
TO THE RULES OF PROCEDURE
FOR THE GENERAL MEETING OF SHAREHOLDERS
OF LUZHENG FUTURES COMPANY LIMITED**

Original Article	Amended Article
<p>Article 5 Shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <p>(1) to decide on the Company's operational guidelines and investment schemes;</p> <p>(2) to elect and replace directors not being staff representatives and to determine matters relating to the directors' remunerations;</p> <p>(3) to elect and replace supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(7) to consider and approve the Company's profit distribution plan and plan for making up losses;</p> <p>(8) to resolve on an increase or a reduction in the Company's registered capital;</p> <p>(9) to resolve on matters such as merger, demerger, dissolution, liquidation or change in the corporate form;</p>	<p>Article 5 Shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:</p> <p>(1) to decide on the Company's operational guidelines and investment schemes;</p> <p>(2) to elect and replace directors not being staff representatives and to determine matters relating to the directors' remunerations;</p> <p>(3) to elect and replace supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations;</p> <p>(4) to consider and approve the reports of the board of directors;</p> <p>(5) to consider and approve the reports of the supervisory committee;</p> <p>(6) to consider and approve the Company's annual financial budgets and final accounts;</p> <p>(7) to consider and approve the Company's profit distribution plan and plan for making up losses;</p> <p>(8) to resolve on an increase or a reduction in the Company's registered capital;</p> <p>(9) to resolve on matters such as merger, demerger, dissolution, liquidation or change in the corporate form;</p>

Original Article	Amended Article
<p>(10) to resolve on the issue of debentures by the Company;</p> <p>(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms;</p> <p>(12) to consider and approve the major purchases or sales of any assets by the Company within a year in excess of 30% of the Company's latest total audited assets;</p> <p>(13) to amend the Articles of Association;</p> <p>(14) to consider proposals put forward by any shareholder representing 3% or more of the Company's shares with voting rights;</p> <p>(15) to consider and approve share incentive scheme;</p> <p>(16) other matters that are to be determined at a shareholders' general meeting as required by the laws, administrative regulations, and the Articles of Association.</p>	<p>(10) to resolve on the issue of debentures by the Company;</p> <p>(11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms;</p> <p>(12) to consider and approve the major purchases or sales of any assets by the Company within a year in excess of 30% of the Company's latest total audited assets;</p> <p>(13) to amend the Articles of Association;</p> <p>(14) to consider proposals put forward by any shareholder representing 3% or more of the Company's shares with voting rights;</p> <p>(15) to consider and approve share incentive scheme;</p> <p><u>(16) to resolve on the acquisition of the Company's shares due to the reasons specified in sub-paragraphs (1) and (2) of paragraph 1 of Article 30 of the Articles of Association;</u></p> <p><u>(17)</u> other matters that are to be resolved at a shareholders' general meeting as required by the laws, administrative regulations, and the Articles of Association.</p>

Original Article	Amended Article
<p>Article 9 A shareholders’ general meeting shall either be an annual general meeting or an extraordinary general meeting. Shareholders’ general meetings shall be convened by the board of directors.</p> <p>Annual general meetings shall be held once every year and within six months from the close of the preceding fiscal year. An extraordinary general meeting is convened at an irregular interval. An extraordinary general meeting shall be convened within two months of the occurrence of any one of the following circumstances:</p> <p>(1) the number of directors is less than the number specified in the Company Law or two thirds of the number required in the Articles of Association;</p> <p>(2) when the losses of the Company not made up for amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder individually or jointly holding 10% or more of the Company’s issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting;</p> <p>(4) when considered necessary by the board of directors;</p> <p>(5) when requested by the supervisory committee;</p> <p>(6) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>Article 9 A shareholders’ general meeting shall either be an annual general meeting or an extraordinary general meeting. Shareholders’ general meetings shall be convened by the board of directors.</p> <p>Annual general meetings shall be held once every year and within six months from the close of the preceding fiscal year. An extraordinary general meeting is convened at an irregular interval. An extraordinary general meeting shall be convened within two months of the occurrence of any one of the following circumstances:</p> <p>(1) the number of directors is less than the number specified in the Company Law or two thirds of the number required in the Articles of Association;</p> <p>(2) when the losses of the Company not made up for amount to one-third of the total amount of its share capital;</p> <p>(3) where any shareholder individually or jointly holding 10% or more of the Company’s issued shares carrying voting rights requests in writing the convening of an extraordinary general meeting;</p> <p>(4) when considered necessary by the board of directors;</p> <p>(5) when requested by the supervisory committee;</p> <p>(6) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p><u>The number of shares held as referred to in the aforesaid sub-paragraph (3) shall be calculated on the date when the shareholder submits a written request.</u></p>

Original Article	Amended Article
<p>Article 25 The notice of a shareholders’ general meeting shall contain:</p> <p>(1) the time, venue and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting;</p> <p>(3) set out the record date for shareholders who are entitled to attend the shareholders’ general meeting;</p> <p>(4) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p> <p>(5) disclose the nature and extent of the material interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer as a shareholder and the way in which such matter would affect other shareholders of the same class;</p>	<p>Article 25 The notice of a shareholders’ general meeting <u>shall be in writing, and</u> shall contain:</p> <p>(1) the time, venue and duration of the meeting;</p> <p>(2) matters and proposals to be considered at the meeting;</p> <p>(3) set out the record date for shareholders who are entitled to attend the shareholders’ general meeting;</p> <p>(4) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to), where a proposal on merger, repurchase of shares, restructuring of share capital or other restructuring is put forward by the Company, the provision of the specific conditions and the contracts (if any) of the transactions contemplated, and the causes and consequences of such proposals shall be properly explained;</p> <p>(5) disclose the nature and extent of the material interest, if any, of any director, supervisor and senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor or senior management officer as a shareholder and the way in which such matter would affect other shareholders of the same class;</p>

Original Article	Amended Article
<p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain an express statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his/her/its behalf and that such proxy need not be a shareholder; and</p> <p>(8) specify the time and place for lodging proxy forms for the purpose of voting at the meeting; and</p> <p>(9) the name and telephone number of the standing contact person for meeting affairs.</p>	<p>(6) set out the full text of any special resolution proposed to be passed at the meeting;</p> <p>(7) contain an express statement that a shareholder entitled to attend and vote has the right to appoint one or more proxies to attend and vote on his/her/its behalf and that such proxy need not be a shareholder; and</p> <p>(8) specify the time and place for lodging proxy forms for the purpose of voting at the meeting; and</p> <p>(9) the name and telephone number of the standing contact person for meeting affairs.</p>
<p>Article 33 Shareholders shall enter the venue before the meeting opens. Participating shareholders shall abide by the requirements of these Rules. The chairman of the meeting may order the following persons to leave the meeting:</p> <p>(1) Those who are ineligible to attend the meeting;</p> <p>(2) Those who disturb the normal order of meeting;</p> <p>(3) Those who are indecently dressed;</p> <p>(4) Those who carry dangerous articles;</p> <p>(5) other circumstances where an exit from the meeting is necessary.</p>	<p>Article 33 Shareholders shall enter the venue before the meeting opens. Participating shareholders shall abide by the requirements of these Rules. The chairman of the meeting may order the following persons to leave the meeting:</p> <p>(1) Those who are ineligible to attend the meeting;</p> <p>(2) Those who disturb the normal order of meeting;</p> <p>(3) Those who are indecently dressed;</p> <p>(4) Those who carry dangerous articles;</p> <p>(5) other circumstances where an exit from the meeting is necessary.</p>

Original Article	Amended Article
<p>Article 37 The proxy form shall be deposited at the domicile of the Company or any other place specified in the notice for convening the meeting not less than twenty-four hours prior to the convening of the meeting or twenty-four hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The power of attorney or other authorization instruments so notarized, together with the proxy form, shall be deposited at the domicile of the Company or such other place as specified in the notice for convening the meeting.</p> <p>Where the appointer is a corporation, its legal representative or other persons authorized by resolution of the board of directors or other decision-making organs may attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>The Company shall be entitled to require the proxy attending the shareholders' general meeting on behalf of a shareholder to present his/her identification document.</p> <p>If a corporate shareholder appoints its representative to attend the meeting, the Company is entitled to require the representative to present his/her identification document or a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other organs of authority of such corporate shareholder or other certified copies permitted by the Company (except for the Recognized Clearing House or its proxies).</p>	<p>Article 37 The proxy form shall be deposited at the domicile of the Company or any other place specified in the notice for convening the meeting not less than twenty-four hours prior to the convening of the meeting or twenty-four hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The power of attorney or other authorization instruments so notarized, together with the proxy form, shall be deposited at the domicile of the Company or such other place as specified in the notice for convening the meeting.</p> <p>Where the appointer is a corporation, its legal representative/<u>executive partner or agent entrusted by the legal representative/executive partner</u> or any person authorized by resolution of the board of directors or other decision-making organs may attend the shareholders' general meeting of the Company as a representative of the appointer.</p> <p>The Company shall be entitled to require the proxy attending the shareholders' general meeting on behalf of a shareholder to present his/her identification document.</p> <p>If a corporate shareholder appoints its representative to attend the meeting, the Company is entitled to require the representative to present his/her identification document or a notarially certified copy of the resolution or power of attorney authorized by the board of directors or other organs of authority of such corporate shareholder or other certified copies permitted by the Company (except for the Recognized Clearing House or its proxies).</p>
<p>Article 42 When a general shareholders' general meeting of the Company is held, all directors, supervisors and the board secretary shall attend the meeting and senior management officers shall attend the meeting as non-voting attendees.</p>	<p>Article 42 When a general shareholders' general meeting of the Company is held, all directors, supervisors and the board secretary shall attend the meeting and senior management officers shall attend the meeting as non-voting attendees. <u>Those who are unable to attend the meeting or attend the meeting as non-voting attendees for any reason shall ask the convener of the meeting for leave.</u></p>

Original Article	Amended Article
<p>Article 43 A shareholders' general meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for a reason, the meeting shall be convened and chaired by the vice chairman of the board of directors. If both the chairman and vice chairman of the board of directors are unable to attend the meeting, the chairman of the board of directors may designate a director of the Company to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present thereat may elect one of them to be the chairman of the meeting. If for any reason shareholders fail to elect a chairman, then the shareholder (including his/her/its proxy) present thereat and holding the largest number of shares carrying voting rights shall chair the meeting.</p> <p>If a shareholders' general meeting is convened by the supervisory committee, the chairman of the supervisory committee shall chair the meeting. If the chairman of the supervisory committee is unable to or will not discharge his/her duties, a supervisor nominated by more than half of the supervisors shall chair the meeting.</p> <p>If a shareholders' general meeting is convened by the shareholders themselves, the convener shall nominate a representative to chair the meeting.</p> <p>At a shareholders' general meeting, if the chairman of the meeting contravenes these rules of procedure, making the meeting impossible to proceed, the shareholders' general meeting may proceed by nominating one person to serve as the chairman of the meeting with consent from more than half of the participating shareholders with voting rights.</p>	<p>Article 43 A shareholders' general meeting shall be convened and chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to attend the meeting for a reason, the meeting shall be convened and chaired by the vice chairman of the board of directors. If both the chairman and vice chairman of the board of directors are unable to attend the meeting, the board of directors may designate a director of the Company to convene and chair the meeting. If no chairman of the meeting has been so designated, shareholders present thereat may elect one of them to be the chairman of the meeting. If for any reason shareholders fail to elect a chairman, then the shareholder (including his/her/its proxy) present thereat and holding the largest number of shares carrying voting rights shall chair the meeting.</p> <p>If a shareholders' general meeting is convened by the supervisory committee, the chairman of the supervisory committee shall chair the meeting. If the chairman of the supervisory committee is unable to or will not discharge his/her duties, a supervisor nominated by more than half of the supervisors shall chair the meeting.</p> <p>If a shareholders' general meeting is convened by the shareholders themselves, the convener shall nominate a representative to chair the meeting.</p> <p>At a shareholders' general meeting, if the chairman of the meeting contravenes these rules of procedure, making the meeting impossible to proceed, the shareholders' general meeting may proceed by nominating one person to serve as the chairman of the meeting with consent from more than half of the participating shareholders with voting rights.</p>
<p>Article 48 Shareholders who wish to speak shall not intervene when reports are being made at the meeting or when other shareholders are speaking.</p> <p>If a shareholder does not comply with the provisions of these rules during his/her speech, the chairman of the meeting may stop the speech immediately.</p>	<p>Article 48 Shareholders who wish to speak shall not intervene when reports are being made at the meeting or when other shareholders are speaking.</p> <p>If a shareholder does not comply with the provisions of these rules during his/her speech, the chairman of the meeting may stop the speech immediately.</p>

Original Article	Amended Article
<p>Article 49 Except for the Company’s trade secrets that cannot be disclosed at a shareholders’ general meeting, the Company’s board of directors and the supervisory committee should be obliged to answer the questions raised by shareholders seriously and responsibly.</p> <p>Article 50 Shareholders may raise questions about the content of the proposal, and directors, supervisors, and senior management officers shall give explanations and clarification to shareholders’ questions at a shareholders’ general meeting.</p> <p>In case of any of the following, directors, supervisors and senior management officers may refuse to answer, and the chairman of the meeting shall explain the reasons to the questioner:</p> <p>(1) inquiries are irrelevant to the subject topic;</p> <p>(2) the matters inquired are under investigation;</p> <p>(3) answering inquiries will significantly damage the common interests of shareholders;</p> <p>(4) involving the Company’s trade secrets;</p> <p>(5) other important reasons.</p>	<p>Article 49 Except for the Company’s trade secrets that cannot be disclosed at a shareholders’ general meeting, the Company’s board of directors and the supervisory committee should be obliged to answer the questions raised by shareholders seriously and responsibly.</p> <p>Article 50 Shareholders may raise questions about the content of the proposal, and directors, supervisors, and senior management officers shall give explanation and clarification to shareholders’ questions at a shareholders’ general meeting.</p> <p>In case of any of the following, directors, supervisors and senior management officers may refuse to answer, and the chairman of the meeting shall explain the reasons to the questioner:</p> <p>(1) inquiries are irrelevant to the subject topic;</p> <p>(2) the matters inquired are under investigation;</p> <p>(3) answering inquiries will significantly damage the common interests of shareholders;</p> <p>(4) involving the Company’s trade secrets;</p> <p>(5) other important reasons.</p>

Original Article	Amended Article
<p>Article 53 The following matters shall be resolved by special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction of the Company's share capital, repurchase of the Company's shares and issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of debentures of the Company;</p> <p>(3) demerger, merger, dissolution, liquidation and change of corporate form of the Company;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) purchases or sales of material assets or guarantees provided by the Company in excess of 30 percent of the latest total audited assets of the Company;</p> <p>(6) share incentive plans;</p> <p>(7) any other matters stipulated by the laws, administrative regulations or the Articles of Association or determined by an ordinary resolution at a shareholders' general meeting as having a material impact on the Company and requiring to be resolved by special resolution.</p>	<p>Article 53 The following matters shall be resolved by special resolution at a shareholders' general meeting:</p> <p>(1) increase or reduction of the Company's share capital, repurchase of the Company's shares and issue of shares of any class, warrants and other similar securities;</p> <p>(2) issue of debentures of the Company;</p> <p>(3) demerger, merger, dissolution, liquidation and change of corporate form of the Company;</p> <p>(4) amendment to the Articles of Association;</p> <p>(5) purchases or sales of material assets or guarantees provided by the Company in excess of 30 percent of the latest total audited assets of the Company;</p> <p>(6) share incentive plans;</p> <p>(7) any other matters stipulated by the laws, administrative regulations or the Articles of Association or determined by an ordinary resolution at a shareholders' general meeting as having a material impact on the Company and requiring to be resolved by special resolution.</p>
<p>Article 55 When a shareholder has connection with the matters to be discussed at a shareholders' general meeting, such shareholder shall abstain from the voting and the number of shares with voting rights held by him/her is not counted towards the total number of shares with voting rights that are present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall fully disclose the voting information of non-connected shareholders in accordance with the requirements of the listing rules of the place where the Company's shares are listed. If a connected shareholder is required to give an explanation at the meeting, the connected shareholder has the responsibility and obligation to attend the meeting and make a truthful explanation.</p> <p>Matters on which connected shareholders abstain from voting shall be announced by the chairman of the meeting at the beginning of the meeting.</p>	<p>Article 554 When a shareholder has connection with the matters to be discussed at a shareholders' general meeting, such shareholder shall abstain from the voting and the number of shares with voting rights held by him/her is not counted towards the total number of shares with voting rights that are present at the shareholders' general meeting. The announcement of the resolutions of the shareholders' general meeting shall fully disclose the voting information of non-connected shareholders in accordance with the requirements of the listing rules of the place where the Company's shares are listed. If a connected shareholder is required to give an explanation at the meeting, the connected shareholder has the responsibility and obligation to attend the meeting and make a truthful explanation.</p> <p>Matters on which connected shareholders abstain from voting shall be announced by the chairman of the meeting at the beginning of the meeting.</p>

Original Article	Amended Article
<p>Article 66 In case of an equality of votes for or against a resolution, whether upon a show of hands or by ballot, the chairman of the meeting shall have a casting vote.</p>	<p>Article 665 In case of an equality of votes for or against a resolution, whether upon a show of hands or by ballot, the chairman of the meeting shall have a casting vote.</p>
<p>Article 69 If he suspects the results of the vote with respect to the resolution submitted for voting, the chairman of the meeting may have the number of votes counted; if the chairman of the meeting does not have the number of votes counted and the shareholders or shareholder proxies object to the results declared by the chairman of the meeting, such shareholders or proxies shall have the right to require an immediate count of the number of votes. If the votes are counted at a shareholders' general meeting, the results of such count shall be recorded in the meeting minutes.</p>	<p>Article 698 If he suspects the results of the vote with respect to the resolution submitted for voting, the chairman of the meeting may have the number of votes counted; if the chairman of the meeting does not have the number of votes counted and the shareholders or shareholder proxies object to the results declared by the chairman of the meeting, such shareholders or proxies shall have the right to require an immediate count of the number of votes s. If the votes are counted at a shareholders' general meeting, the results of such count shall be recorded in the meeting minutes.</p>
<p>Article 73 The secretary to the board of directors shall be responsible for the meeting minutes of a shareholders' general meeting. The meeting minutes shall record the following:</p> <p>(1) the time, venue, agenda of the meeting and the name of the convener;</p> <p>(2) the name of the chairman of the meeting and the directors, superiors, secretary to the board of directors and senior management officers who attend the meeting either as voting-attendees or non-voting attendees;</p> <p>(3) the number of the shareholders and proxies present at the meeting and the total number of the voting shares held and the percentage that such shares represent in the total shares of the Company;</p> <p>(4) the process of consideration, a summary of speech and voting results with respect to each proposal;</p> <p>(5) the inquiries, opinions and suggestions from the shareholders and the corresponding answers and explanations;</p> <p>(6) the names of the vote counter and scrutineer for the vote-taking;</p> <p>(7) other contents that should be recorded in the meeting minutes as required by the Articles of Association.</p>	<p>Article 732 The secretary to the board of directors shall be responsible for the meeting minutes of a shareholders' general meeting. The meeting minutes shall record the following:</p> <p>(1) the time, venue, agenda of the meeting and the name of the convener;</p> <p>(2) the name of the chairman of the meeting and the directors, superiors, secretary to the board of directors and senior management officers who attend the meeting either as voting-attendees or non-voting attendees;</p> <p>(3) the number of the shareholders and proxies present at the meeting and the total number of the voting shares held and the percentage that such shares represent in the total shares of the Company;</p> <p>(4) the process of consideration, a summary of speech and voting results with respect to each proposal;</p> <p>(5) the inquiries, opinions and suggestions from the shareholders and the corresponding answers and explanations;</p> <p>(6) the names of the vote counter and scrutineer for the vote-taking;</p> <p>(7) other contents that should be recorded in the meeting minutes as required by the Articles of Association.</p>

Original Article	Amended Article
Article 74 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, secretary to the board of directors, convener or its representative and the chairman of the meeting present at the meeting shall sign the meeting minutes.	Article 743 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, secretary to the board of directors, convener or its representative and the chairman of the meeting present at the meeting shall sign the meeting minutes.

**COMPARISON TABLE OF THE AMENDMENTS
TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS
OF LUZHENG FUTURES COMPANY LIMITED**

Original Article	Amended Article
<p>Article 3 The Board shall exercise the following functions and powers:</p> <p>(1) to convene the shareholders' general meetings;</p> <p>(2) to implement the resolutions of the shareholders' general meetings;</p> <p>(3) to review and consider the following matters:</p> <p>1. The Company's operational guidelines and investment plans.</p> <p>2. Election or replacement of directors not being staff representatives and to determine matters relating to the directors' remunerations.</p> <p>3. The work reports of the board of directors and the annual reports of the Company.</p> <p>4. The Company's plans for annual financial budgets and final accounts.</p> <p>5. The Company's profit distribution plan and plan for making up losses.</p> <p>6. Initial public offering of shares.</p>	<p>Article 3 The Board shall exercise the following functions and powers:</p> <p>(1) to convene the shareholders' general meetings, <u>and report its work to the shareholders' general meeting;</u></p> <p>(2) to implement the resolutions of the shareholders' general meetings;</p> <p>(3) to review and consider the following matters (<u>subject to resolution at a shareholders' general meeting;</u>):</p> <p>1. The Company's operational guidelines, investment plans <u>and principal business.</u></p> <p>2. Election or replacement of directors not being staff representatives and to determine matters relating to the directors' remunerations.</p> <p>3. <u>The rules of procedure for the board of directors,</u> the work reports of the board of directors and the annual reports of the Company.</p> <p>4. The Company's plans for annual financial budgets and final accounts.</p> <p>5. The Company's profit distribution plan and plan for making up losses.</p> <p>6. Initial public offering of shares.</p>

Original Article	Amended Article
7. Proposals for an increase or a reduction in the Company's registered capital, and the issue of debentures of the Company.	7. Proposals for an increase or a reduction in the Company's registered capital, and the issue of debentures of the Company.
8. The material acquisition and repurchase of the Company's shares or merger, demerger, dissolution, liquidation or change in the corporate form of the Company.	8. <u>The Company's major reform plans, corporate restructuring, listing, mergers and acquisitions and other important reforms</u> , the Company's material acquisition, repurchase of the Company's shares or merger, demerger, dissolution, liquidation or change in the corporate form of the Company.
9. The appointment, dismissal or non-reappointment of the accounting firms.	9. The appointment, dismissal or non-reappointment of the accounting firms.
10. Amendments to the Articles of Association.	9. The appointment, dismissal or non-reappointment of the accounting firms.
11. Proposals put forward by any shareholder representing more than 3% (inclusive) of the Company's shares with voting rights.	10. Amendments to the Articles of Association.
12. Share incentive plans of the Company.	11. Proposals put forward by any shareholder representing more than 3% (inclusive) of the Company's shares with voting rights.
13. To consider the following transactions such as venture capital, acquisition and sale of assets, external investment, pledge of assets, connected transactions, procurement of bulk materials and purchase of services, construction.	12. The Company's equity incentive plan , <u>employee share ownership plan and other long-and-medium-term incentive plan</u> .
	13. To consider the following transactions such as venture capital, acquisition and sale of assets, external investment, pledge of assets, connected transactions, procurement of bulk materials and purchase of services, construction.

Original Article	Amended Article
<p>(1) The major disposal and acquisition of the Company's assets, of which ratios tested under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (hereafter referred to as "Listing Rules") are more than the prescribed 25%.</p> <p>(2) To consider the transactions that satisfy one of the following criteria: venture capital, external investment (including investment in subsidiaries), provision of financial assistance (including entrusted loans, external financial assistance, etc.), renting or leasing assets, entering into management contracts (including entrusting and entrusted operation), donating assets or receiving donated assets, credit and debt restructuring, transfer of research and development projects, signing of license agreements, waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution), and purchase of bulk materials (excluding the purchase of held-for-trading bulk materials), purchase of services (not applicable to those within the budget), construction.</p> <p>① Entering into transactions of which assets tested under the ratios specified in the Listing Rules represent more than 25% of the Company's latest total audited assets;</p>	<p>(1) The major disposal and acquisition of the Company's assets, of which ratios tested under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (hereafter referred to as "Hong Kong Listing Rules") are more than the prescribed 25%.</p> <p>(2) To consider the transactions that satisfy one of the following criteria: venture capital, external investment (including investment in subsidiaries), provision of financial assistance (including entrusted loans, external financial assistance, etc.), <u>external guarantees (including external guarantees provided by subsidiaries)</u>, renting or leasing assets, entering into management contracts (including entrusting and entrusted operation), donating assets or receiving donated assets, credit and debt restructuring, transfer of research and development projects, signing of license agreements, waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution), and purchase of bulk materials (excluding the purchase of held-for-trading bulk materials), purchase of services (not applicable to those within the budget), construction.</p> <p>① Entering into transactions of which assets tested under the ratios specified in the <u>Hong Kong</u> Listing Rules represent more than 25% of the Company's latest total audited assets;</p>

Original Article	Amended Article
<p>② Entering into transactions in which the operating revenue of the subject during the latest fiscal year tested under the ratio specified in the Listing Rules represent more than 25% of the Company's audited operating revenue for the latest fiscal year;</p> <p>③ Entering into transactions in which the net profits of the subject during the latest fiscal year tested under the ratio specified in the Listing Rules represent more than 25% of the Company's audited net profits for the latest fiscal year;</p> <p>④ Entering into transactions in which the transaction amount (including the debt assumed and expenses) tested under the ratio specified in the Listing Rules represent more than 25% of the total market capitalization (calculated based on the average closing price of the shares of the Company in the last five trading days immediately preceding the transaction).</p> <p>(3) The Company's total external financing amount or external borrowing balance for any twelve consecutive months on a consolidation basis equals or exceeds 50% of the Company's latest total audited assets.</p>	<p>② Entering into transactions in which the operating revenue of the subject during the latest fiscal year tested under the ratio specified in the Hong Kong Listing Rules represent more than 25% of the Company's audited operating revenue for the latest fiscal year;</p> <p>③ Entering into transactions in which the net profits of the subject during the latest fiscal year tested under the ratio specified in the Hong Kong Listing Rules represent more than 25% of the Company's audited net profits for the latest fiscal year;</p> <p>④ Entering into transactions in which the transaction amount (including the debt assumed and expenses) tested under the ratio specified in the Hong Kong Listing Rules represent more than 25% of the total market capitalization (calculated based on the average closing price of the shares of the Company in the last five trading days immediately preceding the transaction).</p> <p>(3) The Company's total external financing amount or external borrowing balance for any twelve consecutive months on a consolidation basis equals or exceeds 50% of the Company's latest total audited assets.</p>

Original Article	Amended Article
<p>(4) Connected transactions, of which ratios derived from the total asset test, income test, consideration test and equity test specified in the Listing Rules exceed the caps approved by the board of directors.</p> <p>14. Transactions, of which the total value of the fixed assets disposed of in four consecutive months exceeds 33% of the value of the fixed assets as per the latest balance sheet reviewed by the shareholders' general meeting.</p> <p>15. Matters that shall be resolved by a shareholders' general meeting as required by operation of laws, administrative regulations, regulatory requirements, the listing rules of the stock exchange on which the shares are listed, and the Articles of Association.</p> <p>(4) To consider and decide on the following matters:</p> <p>1. to decide on the Company's business plans and investment plans, specific annual business objectives and financing plans other than the issuance of corporate debentures or other securities, and listings.</p>	<p>(4) Connected transactions, of which ratios derived from the total asset test, income test, consideration test and equity test specified in the Hong Kong Listing Rules exceed the caps approved by the board of directors.</p> <p>14. Transactions, of which the total value of the fixed assets disposed of in four consecutive months exceeds 33% of the value of the fixed assets as per the latest balance sheet reviewed by the shareholders' general meeting.</p> <p><u>15. Internal guarantees provided by a subsidiary, in respect of which all the ratios tested under Hong Kong Listing Rules exceed 25%.</u></p> <p>16. Matters that shall be resolved by a shareholders' general meeting as required by operation of laws, administrative regulations, regulatory requirements, the listing rules of the stock exchange on which the shares are listed, and the Articles of Association.</p> <p>(4) To consider and decide on the following matters:</p> <p>1. to decide on the Company's <u>consider the Company's development strategy, medium-and-long-term development plan; the Company's business layout and planning and structural adjustment plan,</u> business plans and investment plans, specific annual business objectives and financing plans other than the issuance of corporate debentures or other securities, and listings.</p>

Original Article	Amended Article
<p>2. to determine on establishment of the Company's internal management structure and on the establishment or closing of the Company's sub-branches or representative offices.</p> <p>3. to write off a single asset loss of more than RMB500,000.</p> <p>4. to elect a chairman and vice-chairman of the board of directors of the Company.</p> <p>5. to appoint or dismiss the Company's general manager, secretary to the board of directors and chief risk officer.</p> <p>6. to appoint or dismiss senior management officers such as deputy general managers and person in charge of the financial matters of the Company pursuant to the general manager's nominations.</p> <p>7. to formulate the performance appraisal and remuneration system for the Company's senior management officers, as well as the performance appraisal and remuneration statistics.</p> <p>8. to formulate the Company's basic management system.</p> <p>9. to manage the information disclosure of the Company.</p>	<p>2. to determine on establishment of the Company's internal management structure and on the establishment or closing of the Company's sub-branches or representative offices.</p> <p>3. <u>to consider the Company's report on annual asset loss written-off; to consider and decide on</u> a single asset loss written-off exceeding RMB50<u>1000,000 (inclusive)</u>.</p> <p>4. to elect a chairman and vice-chairman of the board of directors of the Company.</p> <p>5. to appoint or dismiss the Company's general manager, secretary to the board of directors and chief risk officer; <u>to appoint or dismiss senior management officers such as deputy general managers and person in charge of the financial matters of the Company pursuant to the general manager's nominations, and determine their remuneration and reward and punishment.</u></p> <p>6. to appoint or dismiss senior management officers such as deputy general managers and person in charge of the financial matters of the Company pursuant to the general manager's nominations.</p> <p>7. to formulate the performance appraisal and remuneration system for the Company's senior management officers, as well as the performance appraisal and remuneration statistics. <u>the tenure system and contractual management system for the Company's management, and the administrative measures for the Company's professional managers.</u></p> <p>8. to formulate the Company's basic management system.</p> <p>9. to manage the information disclosure of the Company.</p>

Original Article	Amended Article
<p>10. to consider and approve the Company's interim reports and ESG reports.</p> <p>11. to determine establishment of special committees under the board of directors and to appoint and dismiss the chairmen of these committees.</p> <p>12. to hear the regular or non-regular work reports from the general manager of the Company or senior management officers appointed by the general manager and to approve the work reports of the general manager.</p> <p>13. to consider and decide on the safe depository system for customer margins to ensure that the depositing of customer margins is in compliance with the requirements for protecting customer assets as well as the safe depositing and monitoring of futures margins.</p> <p>14. to consider and decide on the Company's basic risk control system and basic internal control system.</p>	<p>109. to consider and approve the Company's interim reports and ESG reports, <u>and the Company's annual report prepared in accordance with the requirements of China Securities Regulatory Commission.</u></p> <p>1110. to determine establishment of special committees under the board of directors and to appoint and dismiss the chairmen of these committees.</p> <p>1211. <u>to decide on the rules of procedure for managers;</u> hear the regular or non-regular work reports from the general manager of the Company or senior management officers appointed by the general manager and to approve the work reports of the general manager.</p> <p>1312. to consider and decide on the safe depository system for customer margins to ensure that the depositing of customer margins is in compliance with the requirements for protecting customer assets as well as the safe depositing and monitoring of futures margins.</p> <p>1413. consider and decide <u>on the Company's risk culture construction proposal, review and approve the Company's compliance risk control</u> company risk control basic system <u>and annual compliance risk control work report, consider and approve the Company's risk appetite, risk tolerance, major risk limit</u> and basic internal control system.</p> <p><u>14. to consider the Company's compliance risk management objectives.</u></p>

Original Article	Amended Article
<p>15. to decide on the following transactions such as venture capital, acquisition and disposal of assets, external investment, pledge of assets, connected transactions, procurement of bulk materials and purchase of services, construction.</p> <p>(1) to consider and decide on the Company's major disposal and acquisition of assets, of which ratios derived from testing under the Listing Rules are more than 5% but less than 25%.</p> <p>(2) to consider and decide on the transactions that satisfy one of the following criteria: venture capital, external investment (including investment in subsidiaries), provision of financial assistance (including entrusted loans, external financial assistance, etc.), renting or leasing assets, entering into management contracts (including entrusting and entrusted operation), donating assets or receiving donated assets, credit and debt restructuring, transfer of research and development projects, signing of license agreements, waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution), and procurement of bulk materials (excluding the procurement of held-for-trading bulk materials), purchase of services (not applicable to those within the budget), construction.</p>	<p><u>15. to establish a mechanism for direct communication with the chief risk officer; to evaluate the effectiveness of compliance and risk control management, and urge the resolution of existing problems in compliance and risk control management.</u></p> <p>1516. to decide on the following transactions such as venture capital, acquisition and disposal of assets, external investment, pledge of assets, connected transactions, procurement of bulk materials and purchase of services, construction.</p> <p>(1) to consider and decide on the Company's major disposal and acquisition of assets, of which ratios derived from testing under the <u>Hong Kong</u> Listing Rules are more than 5% but less than 25%.</p> <p>(2) to consider and decide on the transactions that satisfy one of the following criteria: venture capital, external investment (including investment in subsidiaries), provision of financial assistance (including entrusted loans, external financial assistance, etc.), renting or leasing assets, entering into management contracts (including entrusting and entrusted operation), donating assets or receiving donated assets, credit and debt restructuring, transfer of research and development projects, signing of license agreements, waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution), and procurement of bulk materials (excluding the procurement of held-for-trading bulk materials), purchase of services (not applicable to those within the budget), construction.</p>

Original Article	Amended Article
<p>① Entering into transactions in which the total assets tested under the ratios specified in the Listing Rules represent more than 5% but less than 25% of the Company's latest total audited assets;</p> <p>② Entering into transactions in which the operating revenue of the subject during the latest fiscal year tested under the ratios specified in the Listing Rules represent more than 5% but less than 25% of the Company's audited operating revenue during the latest fiscal year;</p> <p>③ Entering into transactions in which the net profits of the subject during the latest fiscal year tested under the ratios specified in the Listing Rules represent more than 5% but less than 25% of the Company's audited net profits for the latest fiscal year;</p> <p>④ Entering into transactions in which the transaction amount (including the debt assumed and expenses) tested under the ratios specified in the Listing Rules represent more than 5% but less than 25% of the Company's total market capitalization (calculated based on the average closing price of the shares in the last five trading days immediately preceding the transaction).</p>	<p>① Entering into transactions of which total assets tested under the ratios specified in the Hong Kong Listing Rules represent more than 5% but less than 25% of the Company's latest total audited assets;</p> <p>② Entering into transactions in which the operating revenue of the subject during the latest fiscal year tested under the ratios specified in the Hong Kong Listing Rules represent more than 5% but less than 25% of the Company's audited operating revenue during the latest fiscal year;</p> <p>③ Entering into transactions in which the net profits of the subject during the latest fiscal year tested under the ratio specified in the Hong Kong Listing Rules represent more than 5% but less than 25 of the Company's audited net profits for the latest fiscal year;</p> <p>④ Entering into transactions in which the transaction amount (including the debt assumed and expenses) tested under the ratio specified in the Hong Kong Listing Rules represent more than 5% but less than 25% of the total market capitalization (calculated based on the average closing price of the shares of the Company in the last five trading days immediately preceding the transaction).</p>

Original Article	Amended Article
<p>(3) to consider and decide on the Company's transactions in which total external financing amount or external borrowing balance for twelve consecutive months on a consolidation basis represent more than 10% but less than 50% of the Company's latest total audited assets.</p> <p>(4) Entering into connected transactions of which all the ratios derived from the total assets test, income test, consideration test, and equity test under the Listing Rules are lower than 5%, or in which the ratios equal or exceed 5% but are lower than 25%, and the total transaction amount is less than HK\$10 million (except for transactions of which all the ratios derived from the total assets test, income test, consideration test, and equity test under the Listing Rules are lower than 0.1%, or in which the ratios are lower than 1%, and the transactions constitute connected transaction only by virtue of the relationship between the connected persons involved with the Company's subsidiary, or the ratios are less than 5% and the total amount is less than HK\$3 million).</p> <p>16. to consider and approve the caps of the Company's own capital investment and asset management business.</p>	<p>(3) to consider and decide on the Company's transactions in which total external financing amount or external borrowing balance for twelve consecutive months on a consolidation basis represent more than 10% but less than 50% of the Company's latest total audited assets.</p> <p>(4) Entering into connected transactions of which all the ratios derived from the total assets test, income test, consideration test, and equity test under the Hong Kong Listing Rules are lower than 5%, or in which the ratios equal or exceed 5% but are lower than 25%, and the total transaction amount is less than HK\$10 million (except for transactions of which all the ratios derived from the total assets test, income test, consideration test, and equity test under the Hong Kong Listing Rules are lower than 0.1%, or in which the ratios are lower than 1%, and the transactions constitute connected transaction only by virtue of the relationship between the connected persons involved with the Company's subsidiary, or the ratios are less than 5% and the total amount is less than HK\$3 million).</p> <p>16. 17. to consider and approve the caps of the Company's own capital investment and asset management business.</p>
<p>17. to consider and approve a transaction in which the aggregate value of the Company's fixed assets disposed of within four consecutive months represent more than 10% but less than 33% of the value of the fixed assets as per the latest balance sheet reviewed at shareholders' general meeting.</p> <p>18. to consider and approve interim and annual reports on net capital and other risk control indicators, and comprehensive risk management reports.</p> <p>19. to consider and approve the setting of company-level risk limits, the formulation of and adjustment to the Company's risk appetite and risk tolerance.</p> <p>20. to consider and approve anti-money laundering internal control system, and to review anti-money laundering work reports.</p>	<p>17. to consider and approve a transaction in which the aggregate value of the Company's fixed assets disposed of within four consecutive months represent more than 10% but less than 33% of the value of the fixed assets as per the latest balance sheet reviewed at shareholders' general meeting.</p> <p>18. to consider and approve interim and annual reports on risk regulatory indicators reports on net capital and other risk control indicators, and comprehensive risk management reports.</p> <p>19. to consider and approve the setting of company-level risk limits, the formulation of and adjustment to the Company's risk appetite and risk tolerance. the strategic planning for the Company's cultural construction, promoting and guiding the Company's cultural construction work.</p> <p>20. to consider and approve anti-money laundering internal control system, and to review anti-money laundering work reports.</p>

Original Article	Amended Article
<p>21. to consider and approve donations in an aggregate amount of more than RMB3 million and no more than RMB20 million in a fiscal year.</p> <p>22. other matters to be resolved by the board of directors as required by laws, regulations, regulatory rules and listing rules of the stock exchange on which the Company's shares are listed and the Articles of Association and authorized by shareholders' general meetings.</p>	<p><u>21. to consider the Company's goal on IT management; to consider its IT strategy; to consider its plans for IT manpower and capital security; network security plans; to consider the overall effectiveness and efficiency of its annual IT management work.</u></p> <p><u>22. to consider and approve the external guarantees which are not subject to the approval of the shareholders' general meeting (including subsidiaries' external guarantees).</u></p> <p><u>23. to consider and approve the internal guarantees provided by a subsidiary in respect of which the ratios specified under Hong Kong Listing Rules are lower than 25%; to consider and approve the annual cap of internal guarantees provided by a subsidiary.</u></p> <p>21. to consider and approve donations in an aggregate amount of more than RMB3 million and no more than RMB20 million in a fiscal year.</p> <p>2224. Other matters to be resolved by the board of directors as required by laws, regulations, regulatory rules and listing rules of the stock exchange on which the Company's shares are listed and the Articles of Association and authorized by shareholders' general meetings.</p> <p><u>Except for the matters specified in vii, viii, x of sub-paragraph (3) which shall be passed by two-thirds or more of the directors, the Board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The board of directors shall perform its duties in accordance with PRC laws, administrative regulations, the Articles of Association and resolutions of shareholders.</u></p>

Original Article	Amended Article
<p>Additions</p>	<p><u>Article 7</u> Prior to sending the notice of regular meeting of board of directors, the Board’s office shall form the initial proposal and then submit it to the chairman of the board of directors for finalization.</p> <p><u>The chairman of the board of directors, if necessary, shall consult the general manager and other senior management officers for advice before finalizing the proposal.</u></p>
<p>Article 8 An extraordinary board meeting can be convened when it is proposed by shareholders representing one-tenth or more of the voting rights, or by one-third or more of the directors, or by the supervisory committee, or by one-half or more independent non-executive directors, or by the chairman of the board of directors, or by the general manager.</p>	<p>Article 8 An extraordinary board meeting can be convened when it is proposed by shareholders representing one-tenth or more of the voting rights, or by one-third or more of the directors, or by the supervisory committee, or by one-half or more independent non-executive directors, or by the chairman of the board of directors, or by the general manager.</p> <p>Article 9 In any of the following circumstances, the board of directors shall convene an extraordinary meeting within 10 days after receiving the request:</p> <ul style="list-style-type: none"> (1) when proposed by the shareholders representing one tenth or more of voting rights; (2) when proposed by one third or more of the directors; (3) when proposed by the supervisory committee; (4) when proposed by one half or more of the independent non-executive directors; (5) when deemed necessary by the chairman of the board of directors; (6) when proposed by the general manager; (7) when requested by regulatory departments for securities and futures; (8) other circumstances stipulated in the Articles of Association.

Original Article	Amended Article
<p>Article 10 Where an extraordinary meeting is proposed as Article 8 stipulates, a written proposal signed by the proposer shall be presented to the chairman of the board of directors by the proposer directly or through the Board’s office. The written proposal shall contain the following items:</p> <p>(1) name(s) of the proposer(s);</p> <p>(2) reason(s) for the proposal or objective reason(s) on which the proposal is based;</p> <p>(3) clear and specific proposal and the underlying certifications;</p> <p>(4) time, venue and convening method of the proposed meeting;</p> <p>(5) contact information of the proposer(s) and the date of the proposal, etc.</p>	<p>Article 11 Where an extraordinary meeting is proposed as Article 8⁸⁹ stipulates, a written proposal signed by the proposer shall be presented to the chairman of the board of directors by the proposer directly or through the Board’s office. The written proposal shall contain the following items:</p> <p>(1) name(s) of the proposer(s);</p> <p>(2) reason(s) for the proposal or objective reason(s) on which the proposal is based;</p> <p>(3) clear and specific proposal and the underlying certifications;</p> <p>(4) time, venue and convening method of the proposed meeting;</p> <p>(5) contact information of the proposer(s) and the date of the proposal, etc.</p>
	<p><u>The contents of the proposal shall be matters within the functions and powers of the board of directors as stipulated by the Articles of Association.</u></p> <p><u>Upon receiving the above written proposal and relevant materials, the Board’s office shall present them to the chairman of the board of directors on the same day. If the chairman of the board of directors is of the view that the proposal is not clear or specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation to the proposal.</u></p> <p><u>The chairman of the board of directors shall convene and preside over a meeting of board of directors within ten days after receiving the proposal or the request of the securities and futures regulatory authorities.</u></p>

Original Article	Amended Article
<p>Article 11 A notice for the meeting shall include the following:</p> <p>(1) the date and venue of the meeting and the means by which the meeting will be held;</p> <p>(2) the duration of the meeting;</p> <p>(3) the subject matter and agenda;</p> <p>(4) the date on which such notice is dispatched;</p> <p>(5) the name and contact means of the contact person of the meeting</p>	<p>Article 112 A notice for the meeting shall include the following:</p> <p>(1) the date and venue of the meeting and the means by which the meeting will be held;</p> <p>(2) the duration of the meeting;</p> <p>(3) the subject matter and, agenda <u>and related information</u>;</p> <p><u>(4) requirement that directors shall attend the meeting in person or appoint other directors to attend the meeting on his/her behalf</u>;</p> <p>(4) the date on which such notice is dispatched;</p> <p>(5) the name and contact means of the contact person of the meeting;</p> <p><u>(7) the convener and the chairman of the meeting.</u></p> <p><u>Where an extraordinary board meeting needs to be convened for any unusual reason or in emergency, the notice of the meeting may be sent by telephone or other verbal means at any time, but the convener shall make explanations at the meeting. The notice for a board meeting sent by verbal means or telephone shall at least contain the information required in sub-paragraph (1) above.</u></p>
<p>Article 12 After the notice for an extraordinary board meeting is sent, if it is necessary to change the time and venue of the meeting, or to add, change or cancel the proposal(s) of the meeting, prior approval from all the directors shall be obtained.</p> <p>Board meetings may be held by way of non-physical means (such as video, telephone and facsimile), with the convener’s permission and as long as directors can fully express their opinions. So long as all Directors participating in the meeting can clearly hear and communicate with each other during the meeting, all such directors shall be deemed to be present in person at the meeting.</p>	<p>Article 123 After the notice for an extraordinary board meeting is sent, if it is necessary to change the time and venue of the meeting, or to add, change or cancel the proposal(s) of the meeting, prior approval from all the directors shall be obtained.</p> <p>Board meetings may be held by way of non-physical means (such as video, telephone and facsimile), with the convener’s permission and as long as directors can fully express their opinions. <u>may be held by way of telephone conference or similar communication equipment</u> so long as all directors participating in the meeting can clearly hear and communicate with each other during the meeting, all such directors shall be deemed to be present in person at the meeting.</p>

Original Article	Amended Article
<p>Article 13 The board of directors shall provide the directors with sufficient information, including the background information relating to the topics to be discussed at the meeting and the information and data which can enable the directors to understand the Company’s business development, and shall endeavor to serve the relevant documents and materials of the meeting to all directors as concurrently as the notice of the meeting. They shall be served to all directors before the meeting should they cannot be served at the same time as the notice of the meeting. The directors shall carefully read the relevant documents received from the board of directors and get ready to comment thereon.</p>	<p>Article 134 The board of directors shall provide the directors with sufficient information, including the background information relating to the topics to be discussed at the meeting and the information and data which can enable the directors to understand the Company’s business development, and shall endeavor to serve the relevant documents and materials of the meeting to all directors as concurrently as the notice of the meeting. They shall be served to all directors before the meeting should they cannot be served at the same time as the notice of the meeting. The directors shall carefully read the relevant documents received from the board of directors and get ready to comment thereon. <u>When two or more independent non-executive directors believe that the information is insufficient or the argumentation is not clear, they may jointly propose in writing to the board of directors to postpone the meeting of board of directors or postpone the deliberation of the matter, and such proposal shall be adopted by the board of directors.</u></p>
<p>Article 14 The board meetings shall be attended by the director in person. If a Director is unable to attend, he/she shall review meeting materials in advance to form clear opinions and appoint another Director in writing to attend the board meeting on behalf of him/her. The power of attorney shall contain the name of the attorney, scope of authorization, things to be done as an agent, the instructions about how to vote on the proposals and validity period, and shall be signed or sealed by the appointer.</p> <p>The Director attending the meeting on behalf of another director shall exercise the voting right within the scope of authorization. If a director does not appoint a representative to attend the meeting, he/she shall be deemed to have waived the voting rights at the meeting.</p>	<p>Article 145 The board meetings shall be attended by the director in person. If a director is unable to attend, he/she shall review meeting materials in advance to form clear opinions and appoint another director in writing to attend the board meeting on behalf of him/her. <u>The appointer shall independently bear the legal responsibility.</u> The power of attorney shall contain the name of the attorney, scope of authorization, things to be done as an agent, the instructions about how to vote on the proposals and validity period, and shall be signed or sealed by the appointer. <u>The directors shall not fully authorize other directors to attend the meeting without specifying their personal opinions and voting intentions on the proposal, while the relevant directors shall not accept full authorization or unclearly defined authorization.</u></p> <p><u>One director shall not accept the authorizations from more than two directors or authorize a director who has been authorized by two other directors to attend the meeting.</u></p> <p>The director attending the meeting on behalf of another director shall exercise the voting right within the scope of authorization. If a director does not appoint a representative to attend the meeting, he/she shall be deemed to have waived the voting rights at the meeting, <u>but he/she shall not be released from his/her responsibilities for matters resolved by the board of directors .</u></p>

Original Article	Amended Article
<p>If a director fails to attend any two (2) consecutive meetings of the board of directors in person or by appointing other Directors to attend such meetings on his/her behalf, such Director shall be deemed incapable of performing his/her duties, and the board of directors shall make recommendation to a general meeting for replacement.</p>	<p>If a director fails to attend any two (2) consecutive meetings of the board of directors in person or by appointing other Directors to attend such meetings on his/her behalf, such director shall be deemed incapable of performing his/her duties, and the board of directors shall make recommendation to a general meeting for replacement.</p>
<p>When the connected transactions are being reviewed at the meeting, the unconnected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the unconnected directors, either.</p>	<p>When the connected transactions are being reviewed at the meeting, the unconnected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the unconnected directors, either.</p>
<p>Article 17 The main purposes of supervisors to attend the meetings are to supervise the board of directors and ensure it makes resolutions in accordance with the Articles of Association and legal procedures, to hear instead of participating in the proceedings of the meeting of board of directors. Supervisors who disagree on the resolutions of the board of directors may send their written opinions to the board of directors through the supervisory committee upon conclusion of the meeting.</p>	<p>Article 17 The main purposes of supervisors to attend the meetings are to supervise the board of directors and ensure it makes resolutions in accordance with the Articles of Association and legal procedures, to hear instead of participating in the proceedings of the meeting of board of directors. Supervisors who disagree on the resolutions of the board of directors may send their written opinions to the board of directors through the supervisory committee upon conclusion of the meeting. <u>Absence of a supervisor from a board meeting shall not affect the holding of the board meeting.</u></p>

Original Article	Amended Article
<p>Article 22 After the chairman of the meeting announces the opening of the meeting, the secretary of the board of directors shall inform the board of directors of who are attending the meeting.</p> <p>Except for the board of directors to consider a connected transaction as provided in the Article 24 of these rules of procedure, a board meeting shall be held only when more than half of the directors are present. Except for those transactions that need to be approved by more than two thirds of all members of the board of directors as provided in the laws and regulations, Hong Kong Listing Rules and the Articles of Association, other resolutions made at a board meeting shall be adopted by more than half of all directors.</p> <p>Each director shall have one vote in respect of any resolutions to be adopted at a board meeting.</p> <p>When there is a tie of votes, the Chairman of the board of directors shall have the right to cast one more vote.</p> <p>A director shall give one of the following opinions on the proposals submitted for voting: for, against or abstention.</p>	<p>Article 223 After the chairman of the meeting announces the opening of the meeting, the board of directors shall be informed of who are attending the meeting.</p> <p>Except for the board of directors to consider a connected transaction as provided in the Article 246 of these rules of procedure, a board meeting shall be held only when more than half of the directors are present. Except for those transactions that need to be approved by more than two thirds of all members of the board of directors as provided in the laws and regulations, the Hong Kong-Listing Rules and the Articles of Association, other resolutions made at a board meeting shall be adopted by more than half of all directors.</p> <p>Each director shall have one vote in respect of any resolution to be adopted at a board meeting.</p> <p>When there is a tie of votes, the Chairman of the board of directors shall have the right to cast one more vote.</p> <p>A director shall give one of the following opinions on the proposals submitted for voting: for, against or abstention. <u>Where any director does not make any choice or makes two or more choices, the chairman of the meeting shall require the said director to make a choice again, otherwise the said director shall be deemed as having abstained from voting; any director who has left the meeting in session without returning and has not made any choice shall be deemed as having abstained from voting.</u></p>

Original Article	Amended Article
Additions	<p data-bbox="810 304 1388 442"><u>Article 25 During a board meeting, the chairman of the meeting shall first announce the issues of the meeting, and then preside over the meeting in accordance with the meeting agenda.</u></p> <p data-bbox="810 491 1388 591"><u>The chairman of the meeting shall ask the directors present at the board meeting to make a specific statement on various issues.</u></p> <p data-bbox="810 640 1388 740"><u>The chairman of the meeting is entitled to determine the proceeding time of each of the issues, whether to stop the discussion, whether to jump to the next issue, etc.</u></p> <p data-bbox="810 789 1388 970"><u>The chairman of the meeting shall earnestly preside over the meeting, adequately listen to the opinions of attending directors, control the progress of meeting, save time, and enhance the efficiency of proceedings and rationality of decision-making.</u></p> <p data-bbox="810 1019 1388 1334"><u>Any issue not stated in the notice of the meeting shall not be discussed at the board meeting. Under special circumstances, any new issue required to be added at the meeting for consideration and approval shall be agreed by two thirds or more of the directors attending the meeting for consideration and approval. A director who is appointed by any other director to attend the board meeting on his/her behalf, shall not vote on the proposal not included in the notice of the meeting on behalf of any other directors.</u></p>

Original Article	Amended Article
	<p><u>A director attending the meeting shall discuss with participating directors only, and shall not discuss with other non-voting attendees, unless the chairman of the meeting decides to listen to the opinions and recommendations of those people attending the meeting in accordance with the opinions of directors.</u></p> <p><u>Non-voting attendees shall not intervene with the proceedings of the board of directors, nor shall they interfere with the discussion, voting and resolution of the meeting.</u></p> <p><u>The chairman of the meeting shall control the progress of the meeting in accordance with the proceedings of the attending directors, but shall not change the meeting progress or the topics of the meeting due to other people present at the meeting.</u></p> <p><u>Should there be confrontation of opinions leading to failure of voting, the chairman of the meeting shall not forcefully announce the resolution, but shall instead continue the proceedings or adjourn the meeting temporarily depending on the conditions of the meeting.</u></p>
<p>Article 25 The board of directors may vote on the proposals one by one, or consider and vote at once after all proposals are read.</p>	<p>Article 257 The board of directors may vote on the proposals one by one, or consider and vote at once after all proposals are read.</p> <p><u>The directors shall independently and prudently express their opinions upon carefully reading the relevant meeting materials and fully understanding the circumstances.</u></p> <p><u>The directors are allowed to get the information necessary for the decision-making from the Board's office, the convener of the meeting, the general manager and other senior management officers, various special committees, accounting firms and law firms and other relevant personnel and organizations before the meeting, or to suggest the chairman of the meeting to invite the above-mentioned persons and the representatives of the above-mentioned organizations to attend the meeting to explain the relevant circumstances when a board meeting is in session.</u></p>

Original Article	Amended Article
<p>Article 27 When an on-site meeting is held, at least two staff members shall count the voting results of each proposal, and the counting person shall announce the voting results on the spot; voting by video, telephone conference and facsimile and other off-site methods shall be counted by the secretary of the board of directors and the voting results shall be notified to all directors.</p> <p>In respect of any matter which needs to be passed at an extraordinary board meeting, if the board of directors has already sent out the proposals to be resolved at such meeting in writing (including through facsimile and email) to all directors and ensured each of the directors can fully express his/her opinions, voting and resolutions may be held in the form of correspondence without having to convene a board meeting. Effective resolutions shall be formed only when the number of directors who sign and approve such resolutions satisfies the quorum as required to make such resolutions.</p>	<p>Article 27 When an on-site meeting is held, at least two staff members shall count the voting results of each proposal, and the counting person shall announce the voting results on the spot; voting by video, telephone conference and facsimile and other off-site methods shall be counted by the secretary of the board of directors and the voting results shall be notified to all directors.</p> <p>In respect of any matter which needs to be passed at an extraordinary board meeting, if the board of directors has already sent out the proposals to be resolved at such meeting in writing (including through facsimile and email) to all directors and ensured each of the directors can fully express his/her opinions, voting and resolutions may be held in the form of correspondence without having to convene a board meeting. Effective resolutions shall be formed only when the number of directors who sign and approve such resolutions satisfies the quorum as required to make such resolutions.</p> <p><u>The votes cast by directors after the chairman has announced the voting result or after the prescribed voting deadline shall not be counted and such directors shall be deemed as absent from the meeting.</u></p>
<p>Additions</p>	<p><u>Article 40 If necessary, the whole process of the board meetings convened physically or through video, telephone or any other means may be audio-recorded.</u></p>
<p>Article 38 Minutes shall be taken for decisions made on matters discussed at the meeting and directors attending the meeting, secretary of the board of directors and the person taking the minutes shall sign on the minutes. Directors attending the meeting shall have the right to request to record in the minutes details of the statements made by them at the meeting.</p>	<p><u>Article 3841</u> Minutes shall be taken for decisions made on matters discussed at the meeting; <u>Complete and authentic minutes shall be taken for the board meeting. Secretary of the board of directors shall carefully organize and record the matters discussed.</u> Directors attending the meeting <u>or participating in proceedings (by facsimile)</u>, secretary of the board of directors and the minutes keeper shall sign their names on the minutes. Directors attending the meeting <u>or participating in proceedings (by facsimile)</u> shall have the right to request to record in the minutes details of the statements made by them at the meeting.</p>

Original Article	Amended Article
<p>Article 39 The minutes of the board meeting shall contain the following information:</p> <p>(1) the date, venue, of the meeting and the name of the convener;</p> <p>(2) the names of the directors attending the meeting in person and the names of the directors appointed (proxies) to attend the meeting;</p> <p>(3) agenda of the meeting;</p> <p>(4) summary of directors’ speech;</p> <p>(5) the voting method and result of each proposed resolution (the result of the voting shall set out the respective number of the votes of assenting, dissenting or abstention);</p>	<p>Article 3942 The minutes of the board meeting shall contain the following information:</p> <p>(1) <u>session of</u> the meeting, and convening date, venue <u>and convening method, the convener and chairman</u> and name of the convener;</p> <p>(2) the delivery of meeting notice;</p> <p>(23) the names of the directors attending the meeting in person and the names of the directors appointed (proxies) to attend the meeting;</p> <p>(34) Agenda of the meeting <u>the proposed resolutions of the meeting for consideration, each director’s summary of speech and main opinions on each matter, as well as his/her vote intention on each proposed resolution;</u></p> <p>(4) Summary of directors’ speech;</p> <p>(5) the voting method and result of each proposed resolution (the result of the voting shall set out the respective number of the votes of assenting, dissenting or abstention)-;</p> <p><u>(6) other matters that the directors in attendance think should be included in the meeting minutes.</u></p>

Original Article	Amended Article
Additions	<p><u>Article 43 In addition to the meeting minutes, the secretary of the board of directors may also arrange the staff in the Board's office to prepare a clear and concise meeting summary if necessary as well as to make a separate resolution record based on the voting results of the adopted resolutions.</u></p>
Additions	<p><u>Article 44 The directors in attendance shall sign their names on the meeting minutes and resolution record for confirmation on behalf of themselves and the directors who authorize them to attend.</u></p> <p><u>Where the directors disagree over the meeting minutes or resolution record, they may attach written remarks when signing the same. Where necessary, they shall responsively report it to the regulatory authorities or make public statements.</u></p> <p><u>Where any director neither signs as per the preceding paragraph nor provides his/her different opinions in writing, or reports to the regulatory authorities or makes public statement, the said director shall be deemed as agreeing entirely with the contents of the meeting minutes and the resolution record.</u></p>