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## IMPORTANT

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Shanghai Jiaoda Withub Information Industrial Company Limited (the “Company”), you should at once hand this circular, the enclosed proxy form and reply slip to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

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SHANGHAI JIAODA WITHUB  
INFORMATION INDUSTRIAL COMPANY LIMITED\*  
上海交大慧谷信息產業股份有限公司

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

**(Stock Code: 8205)**

**RE-ELECTION OF DIRECTORS,  
RE-ELECTION OF SUPERVISOR,  
GENERAL MANDATE TO ISSUE SHARES,  
PROPOSED CHANGE OF SCOPE OF BUSINESS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
NOTICE OF ANNUAL GENERAL MEETING,  
NOTICE OF DOMESTIC SHARE CLASS MEETING  
AND  
NOTICE OF H SHAREHOLDERS CLASS MEETING**

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A notice convening the AGM, the Domestic Share class meeting and the H Shareholders class meeting of the Company to be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 1:30 p.m. is set out on pages 61 to 68 of this circular. The form of proxy and reply slip are also enclosed. Whether or not you are able to attend and vote at the AGM, the Domestic Share class meeting and the H Shareholders class meeting, you are requested to complete the enclosed proxy form and reply slip and return them to the head office of the Company at Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC (for holders of Domestic shares), or the office of the H share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H shares), as soon as possible and in any event, for the reply slip, on or before 3 June 2022, and for the proxy form, no later than 24 hours before the time appointed for holding the AGM, the Domestic Share class meeting and the H Shareholders class meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM, the Domestic Share class meeting and the H Shareholders class meeting or any adjourned meetings should you so wish.

*This circular will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for at least 7 days from the date of publication.*

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 1:30 p.m.;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of directors of the Company;
“Company”	上海交大慧谷信息產業股份有限公司 (Shanghai Jiaoda Withub Information Industrial Company Limited*), a joint stock company incorporated in the PRC on 4 May 1998 with limited liability, the H Shares of which are listed on GEM;
“Company Law”	the Company Law of the PRC;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	domestic share(s) of RMB0.10 each in the share capital of the Company;
“Domestic Share class meeting”	the domestic share class meeting of the Company to be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 1:45 p.m.
“Domestic Shareholders”	registered holders of Domestic Shares;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“H Share(s)”	overseas listed foreign share(s) of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for in HK dollars;
“H Shareholders”	registered holders of H Shares;
“H Shareholders class meeting”	the H Shareholders class meeting of the Company to be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 2:00 p.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to allot, issue or otherwise deal with Domestic Shares and/or H Shares up to a maximum of 20% of the total number of Domestic Shares and/or H Shares in issue of the Company as at the date of passing of the said resolution;
“Latest Practicable Date”	28 April 2022, being the latest practicable date of ascertaining certain information contained in this circular prior to its printing;
“PRC”	the People’s Republic of China;
“SFO”	Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong);
“Share(s)”	Domestic Share(s) and H Share(s);
“Shareholder(s)”	registered Domestic Shareholder(s) and H Shareholder(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company;
“RMB”	Renminbi, the lawful currency of the PRC; and
“%”	percent.

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## LETTER FROM THE BOARD

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SHANGHAI JIAODA WITHUB  
INFORMATION INDUSTRIAL COMPANY LIMITED\*

上海交大慧谷信息產業股份有限公司

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

**(Stock Code: 8205)**

*Executive Directors:*

Mr. Chang Jiang (*Chairman*)  
Mr. Shuai Ge (*Vice Chairman*)  
Mr. Shang Ling (*Chief Executive*)  
Mr. Hu Lunjie  
Ms. Gu Xiaomin  
Mr. Chen Guoliang

*Independent non-executive Directors:*

Mr. Yuan Shumin  
Mr. Liu Feng  
Mr. Zhou Guolai

*Legal address:*

2nd Floor, Block 7  
471 Gui Ping Road  
Shanghai  
PRC

*Principal place of business in Hong Kong:*

Suite 2703, 27/F.  
Shui On Centre  
Nos. 6-8 Harbour Road  
Wanchai, Hong Kong

*Principal place of business and  
principal office in the PRC:*

Building A  
Shanghai Jiaoda Withub Information Park  
No. 951 Panyu Road  
Shanghai, PRC

29 April 2022

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,  
RE-ELECTION OF SUPERVISOR,  
GENERAL MANDATE TO ISSUE SHARES,  
PROPOSED CHANGE OF SCOPE OF BUSINESS,  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
NOTICE OF ANNUAL GENERAL MEETING  
NOTICE OF DOMESTIC SHARE CLASS MEETING  
AND  
NOTICE OF H SHAREHOLDERS CLASS MEETING**

\* For identification purpose only

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# LETTER FROM THE BOARD

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## 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approvals of (i) the proposed re-election of the Directors, (ii) the proposed re-election of the supervisor, (iii) the Issue Mandate, (iv) the proposed change of scope of Business, and (v) proposed amendments to the Articles of Association.

## 2. RE-ELECTION OF DIRECTORS

According to article 103 of the Articles of Association, the terms of the Directors shall be three years and the Directors shall be elected at the Shareholders' general meeting. Upon the expiry of the term, each of the Directors shall be eligible for re-election.

Mr. Hu Lunjie was appointed on 7 July 2020 as an executive Director for a term of three years and is eligible for re-election.

Mr. Yuan Shumin was appointed on 22 June 2007 as an independent non-executive Director for a term of three years and is eligible for re-election.

Mr. Zhou Guolai was appointed on 7 July 2019 as an independent non-executive Director for a term of three years and is eligible for re-election.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of board diversity, as set out under the board diversity policy of the Company, the nomination committee of the Company (the "Nomination Committee") has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Yuan Shumin, Mr. Liu Feng and Mr. Zhou Guolai, and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and they contributed effectively to the operation of the Board; and
- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Yuan Shumin, Mr. Liu Feng and Mr. Zhou Guolai:
  - i. fulfill the requirements on independent non-executive directors under Rule 5.09 of the GEM Listing Rules; and
  - ii. are the persons of integrity and have independent personality and judgement.

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## LETTER FROM THE BOARD

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Accordingly, the Nomination Committee recommended to the Board, and the Board has considered, the re-election of Mr. Hu Lunjie as the executive Director and Mr. Yuan Shumin and Mr. Zhou Guolai as the independent non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Hu Lunjie as an executive Director; (b) re-elect Mr. Yuan Shumin as an independent non-executive Director and; (c) re-elect Mr. Zhou Guolai as an independent non-executive Director at the forthcoming AGM.

Brief biographical details of the Directors proposed for re-election and appointment are set out in Appendix I to this circular.

### **3. RE-ELECTION OF SUPERVISOR**

The board of Supervisor shall consist of five Supervisors of which the number of staff representative supervisors, whom shall be appointed at the Worker's Committee of the Company, shall comprise not less than one-third of the total number of Supervisors. The remaining Supervisors are external Supervisors (i.e. shareholder representative supervisors and independent supervisors) and shall be appointed at the Shareholders' general meeting. Each of the Supervisors shall be appointed for a term of three years. Upon the expiry of the term, each of the Supervisors shall be eligible for re-election.

The term of office of Mr. Rong Yinsheng as an external Supervisor shall expire on 7 July 2022. Mr. Rong Yinsheng has offered himself for re-election at the AGM.

In this respect, a separate ordinary resolution will be proposed to re-elect Mr. Rong Yinsheng as a Supervisor at the forthcoming AGM.

Brief biographical details of the Supervisors proposed for re-election are set out in Appendix I to this circular.

### **4. ISSUE MANDATE**

In order to ensure flexibility and discretion to the Directors if it becomes desirable to issue any additional Domestic Shares and/or H Shares, approval is being sought from the Shareholders for the Issue Mandate, i.e. a conditional general mandate to allot, issue and deal with additional Domestic Shares and/or H Shares. A special resolution will be proposed at the AGM. The Domestic Shares and/or H Shares which may be allotted, issued or otherwise dealt with pursuant to the Issue Mandate shall not exceed 20% of the total number of Domestic Shares and H Shares in issue of the Company as at the date of passing of the said resolution.

As at the Latest Practicable Date, there were a total of 348,000,000 Domestic Shares and 132,000,000 H Shares in issue. Assuming no additional H Shares and/or Domestic Shares will be allotted or issued and no existing H Shares and/or Domestic Shares are repurchased by the Company after the Latest Practicable Date but prior to the date of the AGM, if the Issue Mandate is fully exercised, the Company will be authorized to issue additional 69,600,000 Domestic Shares and 26,400,000 H Shares.



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## LETTER FROM THE BOARD

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### 5. PROPOSED CHANGE OF SCOPE OF BUSINESS

The Board proposed to change the principal scope of business of the Company into:

Licensed projects: intelligent architectural construction; and engineering construction activities (excluding the engineering construction activities of nuclear power stations)

General projects: area of computer information technology, area of computer software, and technology development, technology consulting, technology services, technology transfer, technology promotion and technology exchange in the area of multimedia technologies; information system integration services; and enterprise image planning.

The above updates will become effective from 7 July 2022.

### 6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As it was not passed at the class shareholders' meeting at the end of 2021, the Articles of Association published on the Stock Exchange in July 2021 has become invalid. The Board proposed certain amendments to the Articles of Association. The specific amendments are as follows:

Articles Before Amendments	Articles After Amendments
<p>Article 1 The company (or the “Company”) is a joint stock limited company established in the People’s Republic of China (“PRC”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies (hereinafter referred to as the Special Regulations) and other State laws and statutory regulations.</p> <p>Subject to the approval by document 滬府體改審(1998)040號文(Hu Fu Ti Gai Shen no.1998040*) issued by the People’s Government of Shanghai, the company was established by way of promotion on 4 May, 1998. The Company was registered with Commerce and Administration Bureau in Shanghai and obtained the business license on 3 December, 1998. The number of the company’s business license is <b>3100001005292</b>.</p>	<p>Article 1 The company (or the “Company”) is a joint stock limited company established in the People’s Republic of China (“PRC”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies (hereinafter referred to as the Special Regulations) and other State laws and statutory regulations.</p> <p>Subject to the approval by document 滬府體改審(1998)040號文(Hu Fu Ti Gai Shen no.1998040*) issued by the People’s Government of Shanghai, the company was established by way of promotion on 4 May, 1998. The Company was registered with Commerce and Administration Bureau in Shanghai and obtained the business license on 3 December, 1998. <b>The unified social credit code of the Company’s business license is 91310000631898726W.</b></p>

## LETTER FROM THE BOARD

<p>The promoters of the company are:</p> <p>Promoter one: Shanghai Jiaotong University (上海交通大學)</p> <p>Promoter two: Shanghai Technology Venture Capital Company Limited (上海科技創業投資有限公司)</p> <p>Promoter three: Shanghai Xin Xuhui (Group) Co., Ltd (上海新徐匯(集團)有限公司)</p> <p>Promoter four: Shanghai Huixin Investment Co., Ltd (上海匯鑫投資經營有限公司)</p> <p>Promoter five: Shanghai Jiaoda Angli Co., Ltd. (上海交大昂立股份有限公司)</p> <p>(Article 1 of Mandatory Provisions)</p>	<p>The promoters of the company are:</p> <p>Promoter one: Shanghai Jiaotong University (上海交通大學)</p> <p>Promoter two: Shanghai Technology Venture Capital Company Limited (上海科技創業投資有限公司)</p> <p>Promoter three: Shanghai Xin Xuhui (Group) Co., Ltd (上海新徐匯(集團)有限公司)</p> <p>Promoter four: Shanghai Huixin Investment Co., Ltd (上海匯鑫投資經營有限公司)</p> <p>Promoter five: Shanghai Jiaoda Angli Co., Ltd. (上海交大昂立股份有限公司)</p> <p>(Article 1 of Mandatory Provisions)</p>
<p>Article 8 The company may invest in other limited liability companies or joint stock limited company and shall assume an amount of liability toward the invested company equal to the amount of the investment, however the company is not permitted to become any other economic organization's unlimited liability shareholder.</p> <p><del>Unless stipulated by the law, the Company shall not be the investor who will be severally liable for the debts of the companies which are invested by the Company. Subject to approval by the company examination and approval department authorised by the State Council, the company may, in accordance with operation and management requirements, operate as a holding company as stated in paragraph 2 of Article 12 of the《Company Law》.</del></p> <p>(Article 8 of Mandatory Provisions)</p>	<p>Article 8 The company may invest in other limited liability companies or joint stock limited company and shall assume an amount of liability toward the invested company equal to the amount of the investment, however the company is not permitted to become any other economic organization's unlimited liability shareholder.</p> <p><u>Unless stipulated by the law, the Company shall not be the investor who will be severally liable for the debts of the companies which are invested by the Company.</u></p> <p>(Article 8 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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Article 9 The company shall be an independent corporate, all actions of the company shall abide by the laws and regulations of the place where the domestic shares and ~~foreign shares~~ listed overseas are listed and shall protect the shareholders' legal rights. All company's capital shall be divided into equal shares, shareholders are liable thereto the extent of their capital contribution, and the company is liable for its debts to the extent of all of its assets.

The company has financing rights and loan rights in accordance with the laws and statutory regulations. The financing rights of the company includes but not limited to issuance of corporate bonds, mortgage or pledge of part or all of the company's assets, which the company has ownership or has the right to use, and other rights permitted by the laws and statutory regulations. However the company shall not impair or abolish rights of any shareholders of different classes while exercise the aforesaid rights.

Article 9 The company shall be an independent corporate, all actions of the company shall abide by the laws and regulations of the place where the domestic shares and ~~shares~~ listed overseas are listed and shall protect the shareholders' legal rights. All the company's capital shall be divided into equal shares, shareholders are liable thereto the extent of their capital contribution, and the company is liable for its debts to the extent of all of its assets.

The company has financing rights and loan rights in accordance with the laws and statutory regulations. The financing rights of the company includes but not limited to issuance of corporate bonds, mortgage or pledge of part or all of the company's assets, which the company has ownership or has the right to use, and other rights permitted by the laws and statutory regulations. However the company shall not impair or abolish rights of any shareholders of different classes while exercise the aforesaid rights.

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## LETTER FROM THE BOARD

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Article 11 The scope of business of the company shall be based on the projects examined and approved by the company registration authority.

~~The principle business of the company include: information security, research of information management technique and the design, production and construction of products with related technique in the electronic information industry, software development and production (except audio and video products, electronic publications), integration of computer network, design and production of computer network products, design of software, technical services, sale of distributed products, construction of mechanical and electrical installation and construction projects, design and construction integration of architectural decoration and construction projects and web design.~~

~~The scope of business which are currently engaged in by the company include: maintenance of computers and network products, integration of intelligent buildings, intelligent system for residential district, transfer of technological achievements, professional construction of environmental protection construction projects, etc.~~

(Article 10 of Mandatory Provisions)

Article 11 The scope of business of the company shall be based on the projects examined and approved by the company registration authority.

**Licensed projects: intelligent architectural construction; engineering construction activities (excluding the engineering construction activities of nuclear power stations); and Type 2 value-added telecommunications businesses. (For projects that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities and the specific business projects shall be subject to approval documents or permits from the relevant authorities)**

**General projects: area of computer information technology, area of computer software, and technology development, technology consulting, technology services, technology transfer, technology promotion and technology exchange in the area of multimedia technologies; information system integration services; and enterprise image planning. (Except for special projects subject to approval according to laws, with business license to carry out business activities independently according to laws)**

(Article 10 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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Article 16 Shares issued by the company in Renminbi to domestic investors shall be called Domestic shares. Shares issued by the company to overseas investors and subscribed in foreign currency shall be called foreign invested shares. Foreign invested shares which are listed overseas shall be called foreign invested shares listed overseas. Foreign currency in this Articles of Association refers to other counties' and regions' legal currencies approved by the State Administration of Foreign Exchange and payable to the company's shares other than Renminbi.

(Article 14 of Mandatory Provisions)

Article 16 Shares issued by the company in Renminbi to domestic investors shall be called Domestic shares. Shares issued by the Company to overseas investors and subscribed in foreign currency shall be called foreign invested shares. **Foreign invested shares which are listed overseas shall be called foreign invested shares listed overseas Shares listed and traded on overseas stock exchange with approvals of issuance from the regulatory authorities authorized by the State Council and overseas securities regulatory authorities are referred to as overseas-listed shares. Subject to the approval of the competent securities authorities of the State Council, all or part of the domestic shares are convertible into overseas-listed shares, and the resulting overseas-listed shares may be listed and traded on overseas stock exchange(s). Listing of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedure, regulations and requirements of the overseas securities market. The conversion of domestic shares into foreign shares for listing and trading on foreign stock exchange(s), is not subject to the holding of a shareholders' general meeting or a class meeting for voting. The overseas-listed shares converted from domestic shares shall be of the same class with the existing overseas-listed foreign shares.** Foreign currency in this Articles of Association refers to other counties' and regions' legal currencies approved by the State Administration of Foreign Exchange and payable to the Company's shares other than Renminbi.

(Article 14 of Mandatory Provisions)

## LETTER FROM THE BOARD

<p>Article 19 Where the company has a scheme as approved by the competent securities department of the State Council to issue <b>Foreign invested shares</b> listed overseas and Domestic shares, the board of directors of the company may implement arrangements to make separate issue.</p> <p>A scheme for the separate issue of <b>Foreign invested shares</b> listed overseas and Domestic shares prepared by the company in accordance with the preceding paragraph may be implemented separately within fifteen (15) months from the date on which the issue scheme is approved by the China Securities Regulatory Commission.</p> <p>(Article 17 of Mandatory Provisions)</p>	<p>Article 19 Where the company has a scheme as approved by the competent securities department of the State Council to issue overseas-listed <b>shares</b> and Domestic shares, the board of directors of the company may implement arrangements to make separate issue.</p> <p>A scheme for the separate issue of overseas-listed <b>shares</b> and Domestic shares prepared by the company in accordance with the preceding paragraph may be implemented separately within fifteen (15) months from the date on which the issue scheme is approved by the China Securities Regulatory Commission.</p> <p>(Article 17 of Mandatory Provisions)</p>
<p>Article 20 If a company separately issues Foreign invested shares listed overseas and Domestic shares with the total number of shares fixed in the company's issue scheme, <b>Foreign invested shares</b> listed overseas and Domestic shares shall separately be subscribed in full at one time. Under special circumstances, where the total number of shares in each issue cannot be entirely subscribed in full at the one time, such shares may, subject to approval by the Securities Committee of the State Council, be issued in installments.</p> <p>(Article 18 of Mandatory Provisions)</p>	<p>Article 20 If a company separately issues overseas-listed <b>shares</b> and Domestic shares with the total number of shares fixed in the company's issue scheme, they shall separately be subscribed in full at one time. Under special circumstances, where the total number of shares in each issue cannot be entirely subscribed in full at the one time, such shares may, subject to approval by the Securities Committee of the State Council, be issued in installments.</p> <p>(Article 18 of Mandatory Provisions)</p>
<p>Article 21 After the completion of issuing <b>Foreign invested shares</b> listed overseas aforesaid in Article 18, the company's registered capital shall be no less than RMB48,000,000.</p> <p>(Article 19 of Mandatory Provisions)</p>	<p>Article 21 After the completion of issuing overseas-listed <b>shares</b> aforesaid in Article 18, the company's registered capital shall be no less than RMB48,000,000.</p> <p>(Article 19 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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<p>Article 25 The issuance or transfer of all the <del>Foreign invested shares</del> listed overseas shall be registered in the shareholder of Foreign invested shares listed overseas' register kept at the location of the overseas stock exchange where the Foreign invested shares listed overseas is listing, in accordance with Article 43(2).</p>	<p>Article 25 The issuance or transfer of all the overseas-listed <b>shares</b> shall be registered in the shareholder of shares listed overseas' register kept at the location of the overseas stock exchange where the shares listed overseas is listing, in accordance with Article 43(2).</p>
<p>Article 26 Any shareholder of the Foreign <del>invested shares</del> listed overseas shall use the standard transfer form designated by stock exchange where the company's stock is listing, or other written form of transfer instrument accepted by the board of directors or commonly used in the place where the company is listing to transfer part of or all of his shares. The transfer instrument shall be signed in written or in print by the transferer and transferee.</p> <p>If the shareholder is a recognised clearing house or its proxy, defined by Securities and Futures (Clearing House) Ordinance (Chapter 420 of Law of Hong Kong), the transfer instrument shall be signed in written by a person or in print by a machine.</p> <p>All transfer instruments shall be maintained in the company's legal address or any address as instructed by the board of directors from time to time.</p>	<p>Article 26 Any shareholder of the overseas-listed <b>shares</b> shall use the standard transfer form designated by stock exchange where the company's stock is listing, or other written form of transfer instrument accepted by the board of directors or commonly used in the place where the company is listing to transfer part of or all of his shares. The transfer instrument shall be signed in written or in print by the transferer and transferee.</p> <p>If the shareholder is a recognised clearing house or its proxy, defined by Securities and Futures (Clearing House) Ordinance (Chapter 420 of Law of Hong Kong), the transfer instrument shall be signed in written by a person or in print by a machine.</p> <p>All transfer instruments shall be maintained in the company's legal address or any address as instructed by the board of directors from time to time.</p>

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## LETTER FROM THE BOARD

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<p>Article 27 Anytime when the company's <del>foreign invested shares</del> listed overseas listing in the Stock Exchange of Hong Kong Limited ("Stock Exchange of Hong Kong"), the company must ensure that the following statement are in all the document of title (including <del>Foreign invested shares</del> listed overseas) of Securities listing on Stock Exchange of Hong Kong:</p> <p>(1) stock purchasers with the company and every shareholder, and the company with every shareholder shall comply with the Company Law, Mandatory Provisions and other laws and statutory regulations and stipulations of the Articles of Association.</p> <p>(2) stock purchasers with the company and every shareholder of the company, director, supervisor, general manager, deputy general manager and other senior management all reached the consent that, on behalf of the company itself and every director, supervisor, general manager, deputy general manager and other senior management to agree that, in respect of disputes or claim of rights caused by the rights and obligations stipulated in this Articles of Association or the related Chinese laws and statutory regulations, shall be taken to arbitration in accordance with the Articles of Association, and any issue taken to arbitration shall be deemed as being authorised to the arbitration court for open hearing and adjudication announce. Such adjudication of the arbitration is final.</p>	<p>Article 27 Anytime when the company's <del>shares</del> listed overseas listing in The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the company must ensure that the following statement are in all the document of title (including <del>shares</del> listed overseas) of Securities listing on the Hong Kong Stock Exchange:</p> <p>(1) stock purchasers with the company and every shareholder, and the company with every shareholder shall comply with the Company Law, Mandatory Provisions and other laws and statutory regulations and stipulations of the Articles of Association.</p> <p>(2) stock purchasers with the company and every shareholder of the company, director, supervisor, general manager, deputy general manager and other senior management all reached the consent that, on behalf of the company itself and every director, supervisor, general manager, deputy general manager and other senior management to agree that, in respect of disputes or claim of rights caused by the rights and obligations stipulated in this Articles of Association or the related Chinese laws and statutory regulations, shall be taken to arbitration in accordance with the Articles of Association, and any issue taken to arbitration shall be deemed as being authorised to the arbitration court for open hearing and adjudication announce. Such adjudication of the arbitration is final.</p>
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## LETTER FROM THE BOARD

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<p>(3) stock purchasers with the company and every shareholder agree that the company's shares are transferrable freely by its owners.</p> <p>(4) the stock purchaser shall authorise the company to sign contracts with every director and senior management on his behalf, and such director and senior management shall promise to be responsible for shareholders as is stipulated in the Articles of Association.</p>	<p>(3) stock purchasers with the company and every shareholder agree that the company's shares are transferrable freely by its owners.</p> <p>(4) stock purchasers shall authorise the company to sign contracts with every director and senior management on their behalf, and such director and senior management shall promise to be responsible for shareholders as is stipulated in the Articles of Association.</p>
<p>The company shall instruct and induce its stocks to transfer to the registry office: unless until the individual shareholder hand in signed forms that includes the aforesaid statement related to such shares, the company shall refuse any subscription, acquisition or transfer using individual shareholder's name.</p>	<p>The company shall instruct and induce its stocks to transfer to the registry office: unless until the individual shareholder hand in signed forms that includes the aforesaid statement related to such shares, the company shall refuse any subscription, acquisition or transfer using individual shareholder's name.</p>
<p>Article 28 Transaction of the <b>Foreign invested shares</b> listed overseas in Stock Exchange of Hong Kong is permitted.</p>	<p>Article 28 Transaction of the <b>shares</b> listed overseas in the Hong Kong Stock Exchange is permitted.</p>

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## LETTER FROM THE BOARD

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**Article 41** A shareholder register shall be established by the company to record the following items:

- (1) the name (or title), address (or residence) and occupation or nature of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the amount paid for or amount payable for shares held by each shareholder;
- (4) the serial numbers of shares held by each shareholder;
- (5) the date on which the party registered as a shareholder; and
- (6) the date on which the party ceased to be a shareholder. The shareholder register shall be sufficient evidence to verify that a shareholder holds company shares, except where evidence to the contrary exists.

(Article 34 of Mandatory Provisions)

**Article 41** A shareholder register shall be established by the company to record the following items:

- (1) the name (or title), address (or residence) and occupation or nature of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the amount paid for or amount payable for shares held by each shareholder;
- (4) the serial numbers of shares held by each shareholder;
- (5) the date on which the party registered as a shareholder; and
- (6) the date on which the party ceased to be a shareholder. The shareholder register shall be sufficient evidence to verify that a shareholder holds company shares, except where evidence to the contrary exists.

**The branch register of shareholders of the Company in the place where it is listed must be made available for inspection by its shareholders and the Company shall allow the closure of its shareholder register in accordance with the terms similar to local company ordinance.**

(Article 34 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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Article 42 In accordance with the mutual understanding and agreement reached between the Securities Committee of the State Council and the overseas securities supervision authority, the original copy of a company's shareholders register of Foreign invested shares listed overseas shall be maintained overseas and managed by overseas agent entrusted by the company. A duplicate copy of the company's shareholders register of **Foreign invested shares** listed overseas shall be kept at the business premises of the company as backup. The entrusted overseas agent shall ensure the consistency of the original and duplicate copies of the shareholders register of the **Foreign invested shares** listed overseas at all times.

In the event of a duplicate copy not being consistent with the original of a shareholders register of **Foreign invested shares** listed overseas, the original copy shall prevail.

(Article 35 of Mandatory Provisions)

Article 42 In accordance with the mutual understanding and agreement reached between the Securities Committee of the State Council and the overseas securities supervision authority, the original copy of a company's shareholders' register of **shares** listed overseas shall be maintained overseas and managed by overseas agent entrusted by the company. A duplicate copy of the company's shareholders' register of **shares** listed overseas shall be kept at the business premises of the company as backup. The entrusted overseas agent shall ensure the consistency of the original and duplicate copies of the shareholders' register of **shares** listed overseas at all times.

In the event of a duplicate copy not being consistent with the original of a shareholders' register of **shares** listed overseas, the original copy shall prevail.

(Article 35 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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<p>Article 43 The company shall maintain a complete shareholders register.</p> <p>A shareholders register shall consist of the following:</p> <ol style="list-style-type: none"><li>(1) the same register other than those stipulated in items (2) and (3) of this paragraph to be kept at the business premises of the company;</li><li>(2) a company's shareholders register of Foreign invested shares listed overseas to be kept at the location of the overseas stock exchange where the <b>Foreign invested shares</b> listed overseas is listing (The original copy of a company's shareholders register of <b>Foreign invested shares</b> listed overseas listing in Hong Kong shall be maintained in Hong Kong);</li><li>(3) a shareholders register to be kept in another place designated by the board of directors so as to meet the requirements for listing of the company's shares.</li></ol> <p>(Article 36 of Mandatory Provisions)</p>	<p>Article 43 The company shall maintain a complete shareholders register.</p> <p>A shareholders register shall consist of the following:</p> <ol style="list-style-type: none"><li>(1) the same register other than those stipulated in items (2) and (3) of this paragraph to be kept at the business premises of the company;</li><li>(2) a company's shareholders register of shares listed overseas to be kept at the location of the overseas stock exchange where the <b>shares</b> listed overseas is listing (The original copy of a company's shareholders register of <b>shares</b> listed overseas listing in Hong Kong shall be maintained in Hong Kong);</li><li>(3) a shareholders' register to be kept in another place designated by the board of directors so as to meet the requirements for listing of the company's shares.</li></ol> <p>(Article 36 of Mandatory Provisions)</p>
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## LETTER FROM THE BOARD

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<p>Article 44 There shall be no overlap between the various parts of the shareholders register. In the event of assignment of shares registered in a certain part of the shareholders register, those shares shall not be permitted to be registered in another part of the shareholders register during the period of time in which their registration is maintained in the other part of the ledger.</p> <p>Alteration or correction of any part of a shareholders register shall be carried out in accordance with the law prevailing in the places at which those parts of the shareholders register are kept.</p> <p>(Article 37 of Mandatory Provisions)</p> <p>If the company refuses the registration of share transfer, it should give the transferor and transferee a written notice for such refusal within 2 months from the date on which the transfer application was formally made.</p>	<p>Article 44 There shall be no overlap between the various parts of the shareholders register. In the event of assignment of shares registered in a certain part of the shareholders register, those shares shall not be permitted to be registered in another part of the shareholders register during the period of time in which their registration is maintained in the other part of the ledger.</p> <p>Alteration or correction of any part of a shareholders register shall be carried out in accordance with the law prevailing in the places at which those parts of the shareholders register are kept.</p> <p>(Article 37 of Mandatory Provisions)</p> <p>If the company refuses the registration of share transfer, it should give the transferor and transferee a written notice for such refusal within 2 months from the date on which the transfer application was formally made.</p>
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## LETTER FROM THE BOARD

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<p>That the overseas <del>Foreign Invested Shares</del> listed in Hong Kong with all the capital being fully paid shall freely be assigned in accordance with the Articles of Association. However, unless the following conditions are satisfied, the board of directors may refuse the admission of any transfer document without giving any reasons:</p> <ol style="list-style-type: none"><li>(1) pay HK\$2.5 (per transfer instrument) to the company, or pay higher fee the board of directors now and then demands but no higher than that the Stock Exchange of Hong Kong now and then permits, for the registration of transfer instrument of shares and other instruments concerning shareholding rights;</li><li>(2) the transfer instrument shall only be associated with the <del>Foreign invested shares</del> listed overseas which are listed in Hong Kong;</li><li>(3) the payable stamp duty has been paid for any transfer instrument;</li><li>(4) shall provide the related share certificate and the evidence substantiating the transferor's right to transfer the shares as reasonably required by the board of directors;</li><li>(5) where the shares are intended to transfer to joint holders, then the number of joint holders shall be limited to four;</li><li>(6) no lien of any company shall be attached to such shares;</li></ol>	<p>That the overseas <b>shares</b> listed in Hong Kong with all the capital being fully paid shall freely be assigned in accordance with the Articles of Association. However, unless the following conditions are satisfied, the board of directors may refuse the admission of any transfer document without giving any reasons:</p> <ol style="list-style-type: none"><li>(1) pay HK\$2.5 (per transfer instrument) to the company, or pay higher fee the board of directors now and then demands but no higher than that the Hong Kong Stock Exchange now and then permits, for the registration of transfer instrument of shares and other instruments concerning shareholding rights;</li><li>(2) the transfer instrument shall only be associated with the <b>shares</b> listed overseas which are listed in Hong Kong;</li><li>(3) the payable stamp duty has been paid for any transfer instrument;</li><li>(4) shall provide the related share certificate and the evidence substantiating the transferor's right to transfer the shares as reasonably required by the board of directors;</li><li>(5) where the shares are intended to transfer to joint holders, then the number of joint holders shall be limited to four;</li><li>(6) no lien of any company shall be attached to such shares;</li></ol>
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## LETTER FROM THE BOARD

<p>(7) the transfer instrument shall be the standard transfer form required by the Stock Exchange of Hong Kong.</p> <p>No share is permitted to be transferred to the underage, mentally incompetent and other legally incapacitated person.</p>	<p>(7) the transfer instrument shall be the standard transfer form required by the Hong Kong Stock Exchange.</p> <p>No share is permitted to be transferred to the underage, mentally incompetent and other legally incapacitated person.</p>
<p>Article 45 <del>The procedures to register amendments to a shareholders register resulting from an assignment of shares shall not be carried out within thirty (30) days of the commencement of a general meeting of shareholders or within five (5) days of the date on which dividends are to be distributed as decided by the company.</del></p> <p><del>(Article 38 of Mandatory Provisions)</del></p>	<p>Article 45 <b>Where laws and regulations and stock exchanges and security regulatory authorities in the place where the company’s shares stipulate on the period of closure of the register of shareholders prior to a shareholders’ general meeting or the record date set by the company for the purpose of distribution of dividends, such provision shall prevail.</b></p>
<p>Article 48 Any shareholders registered in the shareholders register or any party who requests that its name (or title) be registered in the shareholders register may apply to the company for supplementary issue of replacement certificates (ie “corresponding certificates”) if its share certificates (ie “original share certificates”) have been lost.</p> <p>In the case of a domestic shareholder losing its share certificate and applying for supplementary issue of a replacement certificate, this shall be handled in accordance with the provisions of <b>Article 144</b> of the Company Law.</p> <p>In the case of a holder of <b>Foreign invested shares</b> listed overseas losing its share certificate and applying for supplementary issue of a replacement certificate, this shall be handled in accordance with the law of the place where the original register of <b>foreign invested</b> shareholders is kept with the rules of the stock exchange or other relevant regulations.</p>	<p>Article 48 Any shareholders registered in the shareholders register or any party who requests that its name (or title) be registered in the shareholders register may apply to the company for supplementary issue of replacement certificates (i.e. “corresponding certificates”) if its share certificates (i.e. “original share certificates”) have been lost.</p> <p>In the case of a domestic shareholder losing its share certificate and applying for supplementary issue of a replacement certificate, this shall be handled in accordance with <b>the relevant</b> provisions of the Company Law.</p> <p>In the case of a holder of <b>shares</b> listed overseas losing its share certificate and applying for supplementary issue of a replacement certificate, this shall be handled in accordance with the law of the place where the original register of holders of overseas-listed <b>shares</b> is kept with the rules of the stock exchange or other relevant regulations.</p>

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## LETTER FROM THE BOARD

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<p>If a holder of <del>Foreign Invested Shares</del> listed in Hong Kong has lost its share certificate and applies for supplementary issue of a replacement certificate, the supplementary issue of a replacement certificate shall be in compliance with the following requirements:</p> <p>(1) The applicant shall lodge an application according to the standard format designated by the company and shall attach a notarial certificate or document of legal declaration. The contents of the notarial certificate or legal declaration shall include reasons for the application, details and evidence of the loss of the share certificate and a declaration that no other party can request the registration of such shares as a shareholder.</p> <p>(2) No declaration has been made by any party other than the applicant requesting the registration of those shares as a shareholder before the company makes a decision on supplementary issue of a replacement certificate.</p> <p>(3) Where the company decides to make supplementary issue of a replacement certificate, a public announcement of the intended supplementary issue of the replacement certificate shall be published in newspaper(s) designated by the board of directors; the period for a public announcement shall be ninety (90) days and the public announcement shall be published at least once every thirty (30) days.</p>	<p>If a holder of oversea <b>shares</b> listed in Hong Kong has lost its share certificate and applies for supplementary issue of a replacement certificate, the supplementary issue of a replacement certificate shall be in compliance with the following requirements:</p> <p>(1) The applicant shall lodge an application according to the standard format designated by the company and shall attach a notarial certificate or document of legal declaration. The contents of the notarial certificate or legal declaration shall include reasons for the application, details and evidence of the loss of the share certificate and a declaration that no other party can request the registration of such shares as a shareholder.</p> <p>(2) No declaration has been made by any party other than the applicant requesting the registration of those shares as a shareholder before the company makes a decision on supplementary issue of a replacement certificate.</p> <p>(3) Where the company decides to make supplementary issue of a replacement certificate, a public announcement of the intended supplementary issue of the replacement certificate shall be published in newspaper(s) designated by the board of directors; the period for a public announcement shall be ninety (90) days and the public announcement shall be published at least once every thirty (30) days.</p>
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## LETTER FROM THE BOARD

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<p>(4) Before publication of a public announcement of the intended supplementary issue of a replacement share certificate, a duplicate copy of the public announcement to be published shall be submitted to the stock exchange where the company's shares are listing. The public announcement may then be published after receipt of a reply from the stock exchange confirming the display of the public announcement in the stock exchange has occurred. The period for display of a public announcement in the stock exchange shall be ninety (90) days.</p> <p>If an application for the supplementary issue of a replacement share certificate is made without the consent of a shareholder registered in the shareholders register who holds the relevant shares, the company shall send the shareholder a copy of the public announcement intending to be posted sixty (60) days commencing from the formal date of application for making supplementary issue of a replacement share certificate by way of post.</p>	<p>(4) Before publication of a public announcement of the intended supplementary issue of a replacement share certificate, a duplicate copy of the public announcement to be published shall be submitted to the stock exchange where the company's shares are listing. The public announcement may then be published after receipt of a reply from the stock exchange confirming the display of the public announcement in the stock exchange has occurred. The period for display of a public announcement in the stock exchange shall be ninety (90) days.</p> <p>If an application for the supplementary issue of a replacement share certificate is made without the consent of a shareholder registered in the shareholders register who holds the relevant shares, the company shall send the shareholder a copy of the public announcement intending to be posted sixty (60) days commencing from the formal date of application for making supplementary issue of a replacement share certificate by way of post.</p>
<p>(5) Upon the expiration of the ninety (90) days period for a public announcement or display as stipulated in items (3) and (4) of this Article and where no objection against supplementary issue of a replacement share certificate has been raised by any party, the replacement share certificate may be issued pursuant to the application.</p>	<p>(5) Upon the expiration of the ninety (90) days period for a public announcement or display as stipulated in items (3) and (4) of this Article and where no objection against supplementary issue of a replacement share certificate has been raised by any party, the replacement share certificate may be issued pursuant to the application.</p>

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## LETTER FROM THE BOARD

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<p>(6) When making supplementary issue of a replacement share certificate pursuant to the provisions of this Article, the company shall promptly cancel the original share certificate and shall record such cancellation and supplementary issue of the replacement share certificate on the shareholders register.</p> <p>(7) All expenses incurred by the company in the cancellation of the original share certificate and the supplementary issue of the replacement share certificate shall be borne by the applicant. The company shall have the right to refuse to undertake the action before an applicant provides a reasonable guarantee.</p> <p>(Article 41 of Mandatory Provisions)</p>	<p>(6) When making supplementary issue of a replacement share certificate pursuant to the provisions of this Article, the company shall promptly cancel the original share certificate and shall record such cancellation and supplementary issue of the replacement share certificate on the shareholders register.</p> <p>(7) All expenses incurred by the company in the cancellation of the original share certificate and the supplementary issue of the replacement share certificate shall be borne by the applicant. The company shall have the right to refuse to undertake the action before an applicant provides a reasonable guarantee.</p> <p>(Article 41 of Mandatory Provisions)</p>
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## LETTER FROM THE BOARD

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Article 60 Except for the notice of exempt in written of all shareholders' consent, when convening a general meeting of shareholders, written notification shall be made to the shareholders registered in the shareholders register ~~forty-five (45)~~ days (including the date of meeting but excluding the date of notice issuance) before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. ~~Shareholders intending to attend the general meeting shall send their written reply to the company twenty (20) days before the convening of the meeting.~~

(Article 53 of Mandatory Provisions)

The date of holding the meeting and the date of sending the notices shall not be counted in as the time of sending out notices.

The notices sent in respect of this Article, of which the sending date shall be the day when the company or share registrar as authorised by the company sending the notice to the post office for posting, instead of five (5) days after being posted shall be deemed as received in accordance with ~~Article 190~~ of this Articles of Association.

Article 60 Except for the notice of exempt in written of all shareholders' consent, when convening an annual general meeting of shareholders, written notification shall be made to the shareholders registered in the shareholders register **twenty (20)** days (including the date of meeting but excluding the date of notice issuance) before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. **When the company convenes an extraordinary general meeting, a written notice to notify all registered shareholders must be given no later than 15 days before the meeting date. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting.**

(Article 53 of Mandatory Provisions)

The date of holding the meeting and the date of sending the notices shall not be counted in as the time of sending out notices.

The notices sent in respect of this Article, of which the sending date shall be the day when the company or share registrar as authorised by the company sending the notice to the post office for posting, instead of five (5) days after being posted shall be deemed as received in accordance with Article **192** of this Articles of Association.

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## LETTER FROM THE BOARD

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Article 61 The board of directors, the supervisory committee and the shareholder(s) individually or aggregately holding more than 3% of the shares of the company may put forward written additional proposals to the shareholders' general meeting. The contents of such additional proposals shall fall within the scope of the shareholder's general meeting and such proposals shall have clear and specific topics for discussion and comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.

~~The proposals shall be served to the company within thirty (30) days from the issuance of the notice convening the meeting. The person convening such meeting shall give an additional notice in relation to the addition proposals within two (2) days upon receipt of the same.~~

Save for in the circumstances mentioned in the preceding paragraphs, no amendment to the proposals or additional proposals shall not be made after the notice convening a general meeting is delivered.

No proposal which has not been set out in the notice of the general meeting or is not in compliance with the requirement under this Article shall be considered and decided at the general meeting.

Article 61 The board of directors, the supervisory committee and the shareholder(s) individually or aggregately holding more than 3% of the shares of the company may put forward written additional proposals to the shareholders' general meeting. **The shareholders that severally or jointly hold more than 3% of the company's shares may raise interim proposals and notify them in writing to the convener ten days prior to the general meeting. The convener shall issue a supplemental notice of the general meeting within two days after receipt of such proposal.** The contents of such additional proposals shall fall within the scope of the shareholder's general meeting and such proposals shall have clear and specific topics for discussion and comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.

Save for in the circumstances mentioned in the preceding paragraphs, no amendment to the proposals or additional proposals shall be made after the notice convening a general meeting is delivered.

No proposal which has not been set out in the notice of the general meeting or is not in compliance with the requirement under this Article shall be considered and decided at the general meeting.

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## LETTER FROM THE BOARD

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<p>Article 62 <del>The company shall, based on the written replies received twenty (20) days (not include the day of meeting to be held) before the commencement of the general meeting, calculate the shares with voting rights held by those shareholders intending to attend the meeting. A general meeting may be convened if those shareholders intending to attend have title to more than half of the company's shares with voting rights; if not, the company shall, within five (5) days, notify the shareholders once again through public announcement of those matters to be discussed at the meeting, and the date and location of the meeting. The company may convene the general meeting only after such public announcement has been made.</del></p> <p>An extraordinary general meeting shall not be permitted to propose resolutions on matters which were not included in the notice.</p> <p>(Article 55 of Mandatory Provisions)</p>	<p>Article 62</p> <p>An extraordinary general meeting shall not be permitted to propose resolutions on matters which were not included in the notice.</p> <p>(Article 55 of Mandatory Provisions)</p>
<p>Article 64 The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by postage-prepared mail, the recipient's address shall be the address as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The aforesaid public announcement shall, <del>within forty-five (45) to fifty (50) days</del> before the commencement of the meeting, be published in one or several newspapers designated by the Securities Committee of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all domestic shareholders.</p> <p>(Article 57 of Mandatory Provisions)</p>	<p>Article 64 <b>Unless otherwise provided in these Articles of Association,</b> the notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by postage-prepared mail, the recipient's address shall be the address as shown in the register of shareholders of the company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.</p> <p>The aforesaid public announcement shall, <b>before twenty (20) days before the commencement of the annual general meeting or fifteen (15) days before</b> the commencement of the <b>extraordinary general</b> meeting, be published in one or several newspapers designated by the Securities Committee of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all domestic shareholders.</p> <p>(Article 57 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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Article 74 The shareholders' meeting shall vote by show of hands unless the listing rules of the stock exchanges on which the shares of the company are listed require otherwise or the following persons requested for 20 voting by poll before or after the voting by show of hands:

- (1) the chairman of the meeting;
- (2) at least two shareholders with voting rights or their proxies; or
- (3) one or several shareholders (including proxies) holding totally or separately 10% or more of the shares carrying the right to vote at the meeting.

Unless somebody proposes voting by ballot, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by raising hand, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.

The demand for a vote by ballot may be withdrawn by the person who made it.

(Article 66 of Mandatory Provisions)

Article 74 The shareholders' meeting shall vote by show of hands unless the listing rules of the stock exchanges on which the shares of the company are listed require otherwise or the following persons requested for 20 voting by poll before or after the voting by show of hands:

- (1) the chairman of the meeting;
- (2) at least two shareholders with voting rights or their proxies; or
- (3) one or several shareholders (including proxies) holding totally or separately 10% or more of the shares carrying the right to vote at the meeting.

Unless somebody proposes voting by ballot, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by raising hand, and shall record the same in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.

The demand for a vote by ballot may be withdrawn by the person who made it.

**Shareholders shall have the rights to speak and vote at the shareholders' meeting, except that an individual shareholder shall abstain from voting on the individual matters in accordance with these Articles of Association or the rules of a stock exchange governing the listing of shares of the Company.**

(Article 66 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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Article 92 When convening a class meeting, the company shall issue a written notice ~~forty-five (45)~~ days (including the date of the meeting) in advance of the **meeting** to notify that class of registered shareholders of those matters to be discussed at the meeting and of the date and location of the meeting. ~~A shareholder who intends to attend the meeting shall send a written reply to the company twenty (20) days before the commencement of the meeting.~~

The date of holding the meeting and the date of sending out the notices shall not be counted in the time of having sent the notices.

~~If the number of shares with voting rights represented by shareholders intending to attend the meeting is more than half of the total number of the said class of shares with voting rights, the company may convene the class meeting. If not, the company shall, within five (5) days, make further notice on those matters to be discussed at the meeting and the date and location of the meeting, to shareholders through a public announcement. After this public announcement is made, the company may convene a class meeting.~~

(Article 83 of Mandatory Provisions)

Article 92 When convening a class meeting, the company shall issue a written notice to notify that class of registered shareholders of those matters to be discussed at the meeting and of the date and location of the meeting **before twenty (20) days before the commencement of the annual general meeting or fifteen (15) days before the commencement of the extraordinary general meeting.**

The date of holding the meeting and the date of sending out the notices shall not be counted in the time of having sent the notices.

(Article 83 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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<p>Article 94 Apart from shareholders with other classes of shares, holders of domestic shares and holders of <del>foreign invested shares</del> listed overseas shall be recognised as different classes of shareholder.</p> <p>The special procedures for voting by a class of shareholders shall not be applied in the following circumstances:</p> <p>(1) Subject to approval by a special resolution of general meeting of shareholders, the company issues Domestic shares and/or <del>Foreign invested shares</del> listed overseas independently or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued shall not exceed 20% of the shares of this class already issued;</p> <p>(2) The scheme for the issue of Domestic shares and/ or <del>Foreign invested shares</del> listed overseas when establishing the company has been fulfilled within fifteen (15) months from the date of approval from the China Securities Regulatory Commission.</p> <p>(Article 85 of Mandatory Provisions)</p>	<p>Article 94 Apart from shareholders with other classes of shares, holders of domestic shares and holders of <b>shares</b> listed overseas shall be recognised as different classes of shareholder.</p> <p>The special procedures for voting by a class of shareholders shall not be applied in the following circumstances:</p> <p>(1) Subject to approval by a special resolution of general meeting of shareholders, the Company issues Domestic shares and/or <b>shares</b> listed overseas independently or simultaneously once every twelve (12) months, and each of the number of domestic shares and shares listed overseas to be issued shall not exceed 20% of the shares of this class already issued;</p> <p>(2) The scheme for the issue of Domestic shares and/ or <b>shares</b> listed overseas when establishing the Company has been fulfilled within fifteen (15) months from the date of approval from the Securities Commission of the State Council;</p> <p>(3) Subject to the approval of the Securities Commission of the State Council, the shareholders who hold the domestic shares of the Company transfer the shares held by them to foreign investors or convert domestic shares into shares listed overseas, and cause these shares to be listed and traded on an overseas stock exchange.</p> <p>(Article 85 of Mandatory Provisions)</p>
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## LETTER FROM THE BOARD

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<p>(New)</p>	<p style="text-align: center;"><b>Chapter 10 The Party Organization</b></p> <p><b>Article 95 The Organization and Structure of the Party</b></p> <p><b>In accordance with the Party Constitution, the Company has set up the organization of the Communist Party of China.</b></p> <p><b>The Company must ensure that Party building and reform and development of the enterprise are planned in parallel, that the Party organization and the working bodies are set up in parallel, that the party leaders and the party affairs personnel are assigned in parallel, and that the Party work is carried out in parallel, so as to achieve synergy between systems, mechanisms, institutions, and work. The party organization develops the work around the enterprise, and plays the role of battle fortress. The party organization is an organic part of the corporate governance structure.</b></p> <p><b>(1) The party organization is an organic part of the corporate governance structure;</b></p> <p><b>(2) The Company establishes a party branch committee (the “Party branches”) comprised of the secretary and several members. The number of posts shall be approved by the party organization at higher level and elected or appointed in accordance with the Party Constitution and other relevant provisions. The party organization is an organic part of the corporate governance structure;</b></p>
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## LETTER FROM THE BOARD

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	<p>(3) Qualified members of the leading group of party branches may join the board of directors or the management through legal procedures. Qualified party members who are members of the board of directors or the operating groups may join party branches in accordance with relevant regulations and procedures;</p> <p>(4) The party branch of the Company shall fulfill the main responsibility of the party conduct and clean government construction responsibility system;</p> <p>(5) In accordance with the Company Law, the Law of the People's Republic of China on Trade Unions and the Articles of Association of the Communist Youth League of China, mass organizations such as trade unions and the Communist Youth League have been established, and various funds have been allocated in full and in time in accordance with the law;</p> <p>(6) The Company shall set up a work structure for the party organization and be staffed by the personnel responsible for party affairs. The Company shall provide funds for the party organization work, which shall be included in the Company budget and paid out of the Company's management fees;</p> <p>(7) The Company shall establish a two-way exchange mechanism for the staff responsible for party affairs and management personnel for operations, and implement the policy of the same rank and equal treatment for the staff responsible for party affairs and the management personnel for operations</p>
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## LETTER FROM THE BOARD

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**Article 96 Duties and Responsibilities of the Party Branch of the Company**

- (1) To study, publicize and implement the party's theories, lines, principles and policies, publicize and implement the resolutions of the CPC Central Committee, higher party organizations and the organization, unite and lead the staff to complete various tasks of the Company.**
- (2) To participate in the decision-making of major issues of the Company according to the regulations, and support the Company's principal in carrying out the work.**
- (3) To educate, manage, supervise, serve and recruit Party members, as well as to exercise strict discipline in the party organization, organize party members to excel in their work, and give full play to their pioneering and exemplary role.**
- (4) To maintain close ties with workers, help them address their legitimate demands, and well prepare for the ideological and political work. The Company shall lead the trade union, the Communist Youth League and other group organizations of the Company and support them to carry out their work independently and responsibly with their respective articles of association.**
- (5) To supervise party members, cadres and other staff of the Company to strictly abide by the laws and regulations of the state and the financial and personnel system of the enterprise and safeguard the interests of the state, the collective and the people.**

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**LETTER FROM THE BOARD**

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	<p><b>(6) To put forward opinions and suggestions on party building and party work in a practical and realistic manner, promptly report important developments to the Party organization at the next higher level, and inform party members and the masses of the party’s work in accordance with regulations.</b></p>
	<p><b>Explanation: add the above “Chapter 10 The Party Organization”, including new articles 95 and 96;</b></p> <p><b>Article 95 to the Articles of Association before amendments is to be renumbered as Article 97 with the part after that to be renumbered accordingly.</b></p> <p><b>For the numbers of chapters, sections, clauses, and sub-clauses before amendments, no separate enumeration will be given here.</b></p>

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## LETTER FROM THE BOARD

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Article 96 Directors shall be elected by a general meeting. The term of appointment of a director shall be three (3) years. If the term of appointment of a director expires and he/she is re-elected, that director may be reappointed for consecutive terms. The candidates of the first board of directors shall be nominated by the promoter and shall be elected in the meeting regarding the incorporation of the Company. A director's term of office shall start on the date of being elected. If, upon the expiry of a director's term of office, a new director cannot be elected on a timely basis, or the resignation of any director during term of office causes the number of directors to fall below the minimum statutory quorum of directors, such director shall continue to perform his/her office in accordance with the law, regulations and the Article of Association. At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every director (including those appointed for a specific term or holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. The retiring directors shall be eligible for re-election. The retiring directors may fill in the casual vacancy in the general meetings of the Company.

Any director appointed either to fill in a casual vacancy or as an additional director to the Board shall hold office until the next following general meeting of the company, and shall then be eligible for re-election.

Article 98 Directors shall be elected by a general meeting. The term of appointment of a director shall be three (3) years. If the term of appointment of a director expires and he/she is re-elected, that director may be reappointed for consecutive terms. The candidates of the first board of directors shall be nominated by the promoter and shall be elected in the meeting regarding the incorporation of the Company. A director's term of office shall start on the date of being elected. If, upon the expiry of a director's term of office, a new director cannot be elected on a timely basis, or the resignation of any director during term of office causes the number of directors to fall below the minimum statutory quorum of directors, such director shall continue to perform his/her office in accordance with the law, regulations and the Article of Association. At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every director (including those appointed for a specific term or holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. The retiring directors shall be eligible for re-election. The retiring directors may fill in the casual vacancy in the **annual general meetings** of the Company.

Any director appointed either to fill in a casual vacancy or as an additional director to the Board shall hold office until the next following general meeting of the company, and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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A notice of intention to propose a person to be elected as a director and a notice in writing by that person of his willingness to be elected shall be given to the company for at least seven (7) days commencing no earlier than the day immediately after the dispatch of the notice of the general meeting and ending no later than seven (7) days before the date of the general meeting.

A chairman and vice-chairman shall be elected or recalled by the board of directors which represents more than half of board of directors. The term of appointment of a chairman, vice-chairman and directors shall be three (3) years and they may be reappointed for consecutive terms if re-elected.

Subject to the provisions of the relevant laws and administrative regulations, the general meeting shall have the power by ordinary resolution to remove any director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).

The chairman and executive director may assume the office of general manager, deputy manager or any other senior management staff of the Company (except the office of supervisor). A director shall not be required to hold the Company's shares.

(Article 87 of Mandatory Provisions)

Independent directors shall have sufficient time and the necessary knowledge and skills in order to be capable of performing their duties. In performing his duties by an independent director, the Company shall provide all the necessary information.

A notice of intention to propose a person to be elected as a director and a notice in writing by that person of his willingness to be elected shall be given to the company for at least seven (7) days commencing no earlier than the day immediately after the dispatch of the notice of the general meeting and ending no later than seven (7) days before the date of the general meeting.

A chairman and vice-chairman shall be elected or recalled by the board of directors which represents more than half of board of directors. The term of appointment of a chairman, vice-chairman and directors shall be three (3) years and they may be reappointed for consecutive terms if re-elected.

Subject to the provisions of the relevant laws and administrative regulations, the general meeting shall have the power by ordinary resolution to remove any director before the expiration of his term of office (but without prejudice to any claim for damages under any contract).

The chairman and executive director may assume the office of general manager, deputy manager or any other senior management staff of the Company (except the office of supervisor). A director shall not be required to hold the Company's shares.

(Article 87 of Mandatory Provisions)

Independent directors shall have sufficient time and the necessary knowledge and skills in order to be capable of performing their duties. In performing his duties by an independent director, the Company shall provide all the necessary information.

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## LETTER FROM THE BOARD

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Article 100 Meetings of the board of directors shall be held at least four times per annum, to be convened by the chairman of the board of directors who shall notify all the directors ten (10) to fourteen (14) days before the date of such meetings. Shareholders holding more than one-tenth of the shares carrying voting rights, or more than one-third of the Board of Directors or the Supervisory Committee may propose to convene an extraordinary board meeting (see article 102 for further requirement on notice of meeting). Chairman shall convene and preside over the extraordinary board meeting within ten (10) days upon receipt of the request.

Expenses involved by the directors in relation to his attendance at the meeting of the board of directors shall be borne by the company. Such expenses include travelling expenses from the place of the directors to the place holding the meeting, and accommodation during the period of the meeting. Rental expense of the venue of the meeting and reimbursement such as local travelling expense shall also be borne by the company.

(Article 91 of Mandatory Provisions)

“Meetings of the board of directors” refers to meetings that directors attend in person (including the aforesaid method of Article 102(6)), instead of the aforesaid method of Article 102(7).

Article **103** Meetings of the board of directors shall be held at least four times per annum, to be convened by the chairman of the board of directors who shall notify all the directors ten (10) to fourteen (14) days before the date of such meetings. Shareholders holding more than one-tenth of the shares carrying voting rights, or more than one-third of the Board of Directors or the Supervisory Committee may propose to convene an extraordinary board meeting (see article **104** for further requirement on notice of meeting). Chairman shall convene and preside over the extraordinary board meeting within ten (10) days upon receipt of the request.

Expenses involved by the directors in relation to his attendance at the meeting of the board of directors shall be borne by the company. Such expenses include travelling expenses from the place of the directors to the place holding the meeting, and accommodation during the period of the meeting. Rental expense of the venue of the meeting and reimbursement such as local travelling expense shall also be borne by the company.

(Article 91 of Mandatory Provisions)

“Meetings of the board of directors” refers to meetings that directors attend in person (including the aforesaid method of Article 104(6)), instead of the aforesaid method of Article 104(7).

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## LETTER FROM THE BOARD

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**Article 103** A meeting of the board of directors shall require more than half of the board of directors to be present in order to be convened.

Each director shall have one voting right. Under the condition that Article 97 is abided by, resolutions proposed by the board of directors shall be passed by more than half of the board of directors in order to be valid.

Each director shall have one vote in voting on resolutions of the board meeting.

When more than a quarter of directors or more than two independent directors are in view of that information concerning the resolution is insufficient or proof is unclear, the board shall accept the proposal in joint name of postponement of the meeting or postponement of some of the matters to be discussed at the meeting.

(Article 93 of Mandatory Provisions)

In the event that matters to be resolved at the board meeting are concerned with interests of a director, such director shall shun the matters, and shall not exercise his/her voting rights, and he shall not be counted in the director's quorum attending the meeting.

In the event that a director is connected to companies associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she votes on behalf of other directors. The board meeting may be convened with a majority of independent directors at the board meeting. When there is less than three independent directors present at the board meeting, such matters shall be submitted to the general meeting for consideration.

**Article 105** A meeting of the board of directors shall require more than half of the board of directors to be present in order to be convened.

Each director shall have one voting right. Under the condition that Article 99 is abided by, resolutions proposed by the board of directors shall be passed by more than half of the board of directors in order to be valid.

Each director shall have one vote in voting on resolutions of the board meeting.

When more than a quarter of directors or more than two independent directors are in view of that information concerning the resolution is insufficient or proof is unclear, the board shall accept the proposal in joint name of postponement of the meeting or postponement of some of the matters to be discussed at the meeting.

(Article 93 of Mandatory Provisions)

In the event that matters to be resolved at the board meeting are concerned with interests of a director, such director shall shun the matters, and shall not exercise his/her voting rights, and he shall not be counted in the director's quorum attending the meeting.

In the event that a director is connected to companies associated with matters to be resolved at the board meeting, such director shall not exercise his/her voting rights on such resolution, nor shall he/she votes on behalf of other directors. The board meeting may be convened with a majority of independent directors at the board meeting. When there is less than three independent directors present at the board meeting, such matters shall be submitted to the general meeting for consideration.



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## LETTER FROM THE BOARD

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**Article 13+** When a company director, supervisor, general manager, deputy general manager or other senior management personnel has significant direct or indirect interests in a contract, deal or arrangement concluded by or intended to be conducted by the company (apart from engagement contracts concluded between the company and director, supervisor, general manager, deputy general manager or other senior management), regardless of whether the matter is required to be approved by the board of directors under normal circumstances, the nature and degree of interest shall be promptly disclosed to the board of directors.

A director shall not vote nor be counted in the quorum on any resolution of the directors in respect of any contract or arrangement or proposal in which he and his associate(s) is materially interested.

**Article 133** When a company director, supervisor, general manager, deputy general manager or other senior management personnel has significant direct or indirect interests in a contract, deal or arrangement concluded by or intended to be conducted by the company (apart from engagement contracts concluded between the company and director, supervisor, general manager, deputy general manager or other senior management), regardless of whether the matter is required to be approved by the board of directors under normal circumstances, the nature and degree of interest shall be promptly disclosed to the board of directors.

A director shall not vote nor be counted in the quorum on any resolution of the directors in respect of any contract or arrangement or proposal in which he and his associate(s) is materially interested.

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## LETTER FROM THE BOARD

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<p>Unless the interested director, supervisor, general manager, deputy general manager or other senior management has disclosed his/her interest to the board of directors according to provisions of the preceding paragraph of this Article, and the board of directors has approved the matter in a vote in which that director, supervisor, general manager, deputy general manager and other senior management has not been included, the company shall have the right to cancel that contract, deal or arrangement. However, exception shall be made if the other party is a bona fide party which did not know that the actions of the director, supervisor, general manager, deputy general manager and other senior management were in violation of his/her obligations.</p> <p>If a party related to a company director, supervisor, general manager, deputy general manager and other senior management has an interest in a contract, deal or arrangement, that director, supervisor, general manager, deputy general manager and other senior management shall also be regarded as an interested party.</p> <p>The scope of “associate(s)” referred to in this article and article 128 above shall include the meaning of “associate(s)” defined in the Rules Governing the Listing of Securities on the HKSE. An interested director may not be counted into the quorum nor vote at a meeting of the Board at which the relevant motions and proposals are put forward for consideration and approval. (Article 120 of Mandatory Provisions)</p>	<p>Unless the interested director, supervisor, general manager, deputy general manager or other senior management has disclosed his/her interest to the board of directors according to provisions of the preceding paragraph of this Article, and the board of directors has approved the matter in a vote in which that director, supervisor, general manager, deputy general manager and other senior management has not been included, the company shall have the right to cancel that contract, deal or arrangement. However, exception shall be made if the other party is a bona fide party which did not know that the actions of the director, supervisor, general manager, deputy general manager and other senior management were in violation of his/her obligations.</p> <p>If a party related to a company director, supervisor, general manager, deputy general manager and other senior management has an interest in a contract, deal or arrangement, that director, supervisor, general manager, deputy general manager and other senior management shall also be regarded as an interested party.</p> <p>The scope of “associate(s)” referred to in this Article and Article <b>130</b> above shall include the meaning of “associate(s)” defined in the Rules Governing the Listing of Securities on the HKSE. An interested director may not be counted into the quorum or vote at a meeting of the Board at which the relevant motions and proposals are put forward for consideration and approval. (Article 120 of Mandatory Provisions)</p>
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## LETTER FROM THE BOARD

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**Article 136** In the event of the company having provided a loan guarantee in violation of the provisions of paragraph 1 of Article ~~134~~, the company shall not be forced to implement that guarantee except in the following circumstances:

- (1) when providing a loan to a related party of a director, supervisor, general manager, deputy general manager and other senior management of the company or its parent company, the loan provider was unaware of the facts;
- (2) the collateral security provided by the company has been legally sold to a bona fide purchaser.

(Article 125 of Mandatory Provisions)

**Article 148** In the event of the company having provided a loan guarantee in violation of the provisions of paragraph 1 of Article ~~136~~, the company shall not be forced to implement that guarantee except in the following circumstances:

- (1) when providing a loan to a related party of a director, supervisor, general manager, deputy general manager and other senior management of the company or its parent company, the loan provider was unaware of the facts;
- (2) the collateral security provided by the company has been legally sold to a bona fide purchaser.

(Article 125 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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**Article 144** The company shall make its financial report available for inspection by the shareholders of the company twenty (20) days before the convening of its annual general meeting. Every shareholder of the company shall have the right to obtain the financial reports as mentioned in this Chapter.

The Company shall send the said reports or summary financial reports to each holder of overseas-listed foreign shares by postage-prepaid mail at least 21 days prior to the convening of the annual shareholders' general meeting, and the recipient's address shall be the address as shown in the register of shareholders of the Company.

While distributing summary financial report to the shareholders of ~~foreign invested shares~~ listed overseas, the company shall abide by Company Law and listing rules, and gain all the consents admitted by law (if needed). Where sending every shareholder of ~~foreign invested shares~~ listed overseas summary financial report and board of directors' report of the company's annual financial report, whose form and content conform to the law, by means that the <<company law>> does not forbid, in respect of shareholder of ~~foreign invested shares~~ listed overseas, such act shall be deemed as conform to the aforesaid stipulations. If any shareholders of ~~foreign invested shares~~ listed overseas requires, besides demanding by written for sending summary financial report, he shall also demand for a complete copy of company's annual financial report and board of directors' report in it.

(Article 133 of Mandatory Provisions)

**Article 146** The company shall make its financial report available for inspection by the shareholders of the company twenty (20) days before the convening of its annual general meeting. Every shareholder of the company shall have the right to obtain the financial reports as mentioned in this Chapter.

The company shall send the said reports or summary financial reports to each holder of overseas-listed shares by postage-prepaid mail at least 21 days prior to the convening of the annual shareholders' general meeting, and the recipient's address shall be the address as shown in the register of shareholders of the company.

While distributing summary financial report to the shareholders of **shares** listed overseas, the company shall abide by the Company Law and listing rules, and gain all the consents admitted by law (if needed). Where sending every shareholder of **shares** listed overseas summary financial report and board of directors' report of the company's annual financial report, whose form and content conform to the law, by means that the Company Law does not forbid, in respect of shareholder of **shares** listed overseas, such act shall be deemed as conform to the aforesaid stipulations. If any shareholders of **shares** listed overseas requires, besides demanding by written for sending summary financial report, he shall also demand for a complete copy of the company's annual financial report and board of directors' report in it.

(Article 133 of Mandatory Provisions)

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## LETTER FROM THE BOARD

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**Article 158** The dividends and other payments paid by the company to its domestic shareholders shall be valued and declared in Renminbi, and paid in Renminbi within three months after the date of the declaration of dividends. The dividends and other payments paid by the company to its overseas listed **foreign invested** shareholders shall be valued and declared in Renminbi, and paid in Renminbi within three months after the date of the declaration of dividends. Unless otherwise stipulated by related laws or statutory regulations, the exchange rate shall be the average closing rate posted by Bank of China five days before the date of distribution of dividend or cash.

The transaction of foreign currency the company needs to pay its overseas listed **foreign invested** shareholders is subject to the regulations of the State Administration of Foreign Exchange.

Authorised by the general meeting, the board of directors shall decide the distribution of interim dividend or bonus.

**Article 150** The dividends and other payments paid by the company to its domestic shareholders shall be valued and declared in Renminbi, and paid in Renminbi within three months after the date of the declaration of dividends. The dividends and other payments paid by the company to its shareholders of **shares** listed overseas shall be valued and declared in Renminbi, and paid in Renminbi within three months after the date of the declaration of dividends. Unless otherwise stipulated by related laws or statutory regulations, the exchange rate shall be the average closing rate posted by Bank of China five days before the date of distribution of dividend or cash.

The transaction of foreign currency the company needs to pay its shareholders of **shares** listed overseas is subject to the regulations of the State Administration of Foreign Exchange.

Authorised by the general meeting, the board of directors shall decide the distribution of interim dividend or bonus.

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## LETTER FROM THE BOARD

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**Article 159** The company shall commission a collecting agent for holders of foreign invested shares listed overseas. A collecting agent shall collect dividends on Foreign Invested Shares and other payable items from the company on behalf of relevant shareholders.

A collecting agent commissioned by the company shall meet the requirements of the law in the place where the company is listed or relevant regulations of the stock exchange.

A provision to the effect that for its shareholders of overseas listed **foreign invested shares** listing in Hong Kong, the issuer shall appoint as a collecting agent which is registered as a trust company under the Trustee Ordinance of Hong Kong.

(Article 140 of Mandatory Provisions)

Subject to the laws and statutory regulations, the company has the right to confiscate the unclaimed dividend; however such power shall not be used before the expiration of limitation.

The company has the right to end sending dividend coupons to overseas listed **foreign invested** shareholders by way of post; however this right shall be practised only when the dividend coupons were not used to get cash for twice continuously. However, the company shall have the right if the dividend coupon is sent back because it fails to reach the receiver upon its first post.

**Article 161** The Company shall commission a collecting agent for holders of shares listed overseas. A collecting agent shall collect dividends on shares listed overseas and other payable items from the company on behalf of relevant shareholders.

A collecting agent commissioned by the Company shall meet the requirements of the law in the place where the Company is listed or relevant regulations of the stock exchange.

A provision to the effect that for its shareholders of overseas listed **shares** listing in Hong Kong, the issuer shall appoint as a collecting agent which is registered as a trust company under the Trustee Ordinance of Hong Kong.

(Article 140 of Mandatory Provisions)

Subject to the laws and statutory regulations, the company has the right to confiscate the unclaimed dividend; however such power shall not be used before the expiration of limitation.

The company has the right to end sending dividend coupons to shareholders of **shares** listed overseas by way of post; however this right shall be practised only when the dividend coupons were not used to get cash for twice continuously. However, the company shall have the right if the dividend coupon is sent back because it fails to reach the receiver upon its first post.

## LETTER FROM THE BOARD

<p>The company has the right to sell the overseas listed <b>foreign invested</b> shareholders' stocks when it fails to reach them in a way it deems appropriate, in accordance with the following conditions:</p> <p>(1) the related shares' dividend has been distributed for at least three times in 12 years, during which nobody claimed the dividend; and</p> <p>(2) after the expiration of these 12 years, an announcement published in one or more papers of the place where the company lists is made to state the company's intention to sell the shares, and to inform the Stock Exchange in which the company is listed.</p>	<p>The company has the right to sell the stocks of shareholders of <b>shares</b> listed overseas when it fails to reach them in a way it deems appropriate, in accordance with the following conditions:</p> <p>(1) the related shares' dividend has been distributed for at least three times in 12 years, during which nobody claimed the dividend; and</p> <p>(2) after the expiration of these 12 years, an announcement published in one or more papers of the place where the company lists is made to state the company's intention to sell the shares, and to inform the Stock Exchange in which the company is listed.</p>
<p>Article 163 If the position of the accounting firm falls vacant, the <del>board of directors</del> may, before convening a general meeting, appoint an accounting firm to fill the vacancy. However, if, during the period of the vacancy, the company has other appointed accounting firms, those firms may continue to handle matters.</p> <p>(Article 144 of Mandatory Provisions)</p>	<p>Article 165 If the position of the accounting firm falls vacant, the <b>board of supervisors</b> may, before convening a general meeting, appoint an accounting firm to fill the vacancy. However, if, during the period of the vacancy, the company has other appointed accounting firms, those firms may continue to handle matters.</p> <p>(Article 144 of Mandatory Provisions)</p>
<p>Article 165 The remuneration of an accounting firm or methods for determining remuneration shall be decided at a general meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p> <p>(Article 146 of Mandatory Provisions)</p>	<p>Article 167 The remuneration of an accounting firm or methods for determining remuneration shall be decided at a general meeting. The remuneration of an accounting firm appointed by the <b>board of supervisors</b> shall be determined by the <b>board of supervisors</b>.</p> <p>(Article 146 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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<p>Article 166 Decisions on matter relating to the appointment, removal, or non-reappointment of an accounting firm shall be taken at general meeting and such decisions shall be reported to the Securities Committee of the State Council for the record.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent one so as to fill a casual vacancy in the office of accounting firm, to reappoint a retiring accounting firm who is appointed by the <del>board of directors</del> to fill a casual vacancy, or to remove an accounting firm before the expiration of his term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the accounting firm proposing to leave his post or the accounting firm who has left his post (leaving includes leaving by removal, resignation and retirement).</p> <p>(2) If the accounting firm leaving his post makes representations in writing and requests their notification to the 43 shareholders, the company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"><li>1. in any notice of the resolution given to shareholders, state the fact of the representations having been made;</li><li>2. send a copy of the representations as attachment to the notice to the shareholders according to the delivery methods required in the Articles of Association.</li></ol>	<p>Article 168 Decisions on matter relating to the appointment, removal, or non-reappointment of an accounting firm shall be taken at general meeting and such decisions shall be reported to the Securities Committee of the State Council for the record.</p> <p>Where a resolution at a general meeting of shareholders is passed to appoint an accounting firm other than an incumbent one so as to fill a casual vacancy in the office of accounting firm, to reappoint a retiring accounting firm who is appointed by the <b>board of supervisors</b> to fill a casual vacancy, or to remove an accounting firm before the expiration of his term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the accounting firm proposing to leave his post or the accounting firm who has left his post (leaving includes leaving by removal, resignation and retirement).</p> <p>(2) If the accounting firm leaving his post makes representations in writing and requests their notification to the 43 shareholders, the company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"><li>1. in any notice of the resolution given to shareholders, state the fact of the representations having been made;</li><li>2. send a copy of the representations as attachment to the notice to the shareholders according to the delivery methods required in the Articles of Association.</li></ol>
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## LETTER FROM THE BOARD

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<p>(3) If the accounting firm’s representations do not send under to the requirement mentioned in (2) above the accounting firm may request the representations be read out at the meeting and appeal on it.</p> <p>(4) An accounting firm who is leaving his post shall be entitled to attend the following meeting:</p> <ol style="list-style-type: none"><li>1. the general meeting of shareholders at which his term of office would otherwise have expired;</li><li>2. any general meeting of shareholders at which it is proposed to fill the vacancy caused by his removal; and</li><li>3. any general meeting of shareholders convened on his resignation.</li></ol> <p>An accounting firm who is leaving his post shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former accounting firm of the company.</p> <p>(Article 147 of Mandatory Provisions)</p>	<p>(3) If the accounting firm’s representations do not send under to the requirement mentioned in (2) above the accounting firm may request the representations be read out at the meeting and appeal on it.</p> <p>(4) An accounting firm who is leaving his post shall be entitled to attend the following meeting:</p> <ol style="list-style-type: none"><li>1. the general meeting of shareholders at which his term of office would otherwise have expired;</li><li>2. any general meeting of shareholders at which it is proposed to fill the vacancy caused by his removal; and</li><li>3. any general meeting of shareholders convened on his resignation.</li></ol> <p>An accounting firm who is leaving his post shall be entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former accounting firm of the company.</p> <p>(Article 147 of Mandatory Provisions)</p>
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## LETTER FROM THE BOARD

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**Article 167** The company shall advise the accounting firm in advance if it is to be dismissed or not to be reappointed. The accounting firm shall have the right to make a statement in respect of its dismissal or non-reappointment at the general meeting. If an accounting firm resigns, it shall explain to the general meeting whether or not the company has been involved in any improper dealings.

Where an accounting firm resigns from its office, it may deposit a notice of resignation to the company's residence. The notice shall become effective on the date of such deposit or on such later date as may be stipulated in the notice. The notice shall include the following:

1. a statement to the effect that there are no circumstances connected with its notice of resignation which it considers should be brought to the notice of the shareholders or creditors of the company;  
or
2. a statement of any such circumstances.

**Article 169** The company shall advise the accounting firm in advance if it is to be dismissed or not to be reappointed. The accounting firm shall have the right to make a statement in respect of its dismissal or non-reappointment at the general meeting. If an accounting firm resigns, it shall explain to the general meeting whether or not the company has been involved in any improper dealings.

Where an accounting firm resigns from its office, it may deposit a notice of resignation to the company's residence. The notice shall become effective on the date of such deposit or on such later date as may be stipulated in the notice. The notice shall include the following:

1. a statement to the effect that there are no circumstances connected with its notice of resignation which it considers should be brought to the notice of the shareholders or creditors of the company;  
or
2. a statement of any such circumstances.

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## LETTER FROM THE BOARD

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<p>Where a notice is deposited under the preceding article, the company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the 2 of the preceding article, a copy of such statement shall be placed at the company for shareholders' inspection. The company shall also send a copy of such statement by prepaid mail to every holder of overseas listed <del>Foreign Invested Shares</del> at the address recorded in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to notice, the accounting firm may require the board to convene an extraordinary general meeting of shareholders for the purpose of giving an explanation of the circumstances in relation to its resignation.</p> <p>(Article 148 of Mandatory Provisions)</p>	<p>Where a notice is deposited under the preceding article, the company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the 2 of the preceding article, a copy of such statement shall be placed at the company for shareholders' inspection. The company shall also send a copy of such statement by prepaid mail to every holder of overseas-listed <b>shares</b> at the address recorded in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstances which should be brought to notice, the accounting firm may require the board to convene an extraordinary general meeting of shareholders for the purpose of giving an explanation of the circumstances in relation to its resignation.</p> <p>(Article 148 of Mandatory Provisions)</p>
<p><b>Article 172</b> In the case of company merger or demerger, a merger or demerger plan shall be drafted by the board of directors and after the plan is adopted according to the procedures stipulated in the Articles of Association, the relevant procedures for examination and approval shall then be carried out in accordance with the law. If a shareholder objects to a merger or demerger plan, that shareholder shall have the right to request the company or those shareholders who approve the merger or demerger plan to purchase his/her shares at a fair price. The content of a resolution on company merger or demerger shall be made into a special document to be available for inspection by shareholders. For holders of <del>Foreign Invested Shares</del> of the company, the aforesaid document shall be delivered by post.</p> <p>(Article 149 of Mandatory Provisions)</p>	<p><b>Article 174</b> In the case of company merger or demerger, a merger or demerger plan shall be drafted by the board of directors and after the plan is adopted according to the procedures stipulated in the Articles of Association, the relevant procedures for examination and approval shall then be carried out in accordance with the law. If a shareholder objects to a merger or demerger plan, that shareholder shall have the right to request the company or those shareholders who approve the merger or demerger plan to purchase his/her shares at a fair price. The content of a resolution on company merger or demerger shall be made into a special document to be available for inspection by shareholders. For holders of the overseas-listed <b>shares</b> of the company, the aforesaid document shall be delivered by post.</p> <p>(Article 149 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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<p>Article 176 The company shall terminate its operations and enter into liquidation in accordance with the law in any of the following circumstances:</p> <ol style="list-style-type: none"><li>(1) a general meeting of shareholders resolves that there shall be a dissolution;</li><li>(2) dissolution becomes necessary because of company merger or demerger;</li><li>(3) the company is declared bankrupt in accordance with the law due to inability to discharge its debts;</li><li>(4) the company has been ordered to close down in accordance with the law as a result of violations of the law and statutory regulations.</li></ol> <p>(Article 153 of Mandatory Provisions)</p>	<p>Article 178 The company shall terminate its operations and enter into liquidation in accordance with the law in any of the following circumstances:</p> <ol style="list-style-type: none"><li>(1) a general meeting of shareholders <b>resolves by a special resolution</b> that there shall be a dissolution;</li><li>(2) dissolution becomes necessary because of company merger or demerger;</li><li>(3) the company is declared bankrupt in accordance with the law due to inability to discharge its debts;</li><li>(4) the company has been ordered to close down in accordance with the law as a result of violations of the law and statutory regulations.</li></ol> <p>(Article 153 of Mandatory Provisions)</p>
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## LETTER FROM THE BOARD

<p><b>Article 184</b> The Articles of Association are formulated mainly based on the Company Law, Mandatory Provisions for Articles of Association of Companies Listing Overseas” (the “Mandatory Provisions”) (Zheng Wei Fa [1994] No.21) jointly issued by The Securities Commission of the State Council and The State Committee for Economic System Reform on 27 August 1994 and “Letter of Opinion About Supplementary Amendments to the Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No. 1) issued by The overseas listing of China Securities Regulatory Commission and State Commission for Restructuring Production System Division (中國證監會海外上市和國家體改委生產體制司) on 3 April 1995. Amendments to the Mandatory Provisions herein shall be made subject to the provisions under the requirement 4 of Article 186 and Article 187. The Company may amend the Articles of Association pursuant to the provisions of the law, the administrative regulations and the Articles of Association.</p> <p>(Article 161 of Mandatory Provisions)</p>	<p><b>Article 186</b> The Articles of Association are formulated mainly based on the Company Law, the Mandatory Provisions for Articles of Association of Companies Listing Overseas” (the “Mandatory Provisions”) (Zheng Wei Fa [1994] No.21), the “Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies” (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) jointly issued by the former Securities Commission of the State Council and the State Committee for Economic System Reform on 27 August 1994 and the “Letter of Opinion About Supplementary Amendments to the Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No. 1) issued by The overseas listing of China Securities Regulatory Commission and State Commission for Restructuring Production System Division (中國證監會海外上市和國家體改委生產體制司) on 3 April 1995. Amendments to the Mandatory Provisions herein shall be made subject to the provisions under paragraph 4 of Article 188 and Article 187. The company may amend the Articles of Association pursuant to the provisions of the law, the administrative regulations and the Articles of Association.</p> <p>(Article 161 of Mandatory Provisions)</p>
<p><b>Article 186</b> Any amendment to the Articles of Association concerning the content of the Mandatory Provisions that took effective upon the approval by the competent corporate authority approved by the State Council and The Securities Commission of the State Council, or regarding relevant matters, such as the change of a company’s name, domicile, legal representatives, registered capital, type of corporate, business scope, term of operation, the sponsor’s name or title, shall be applied with the company registration authority for amendment of registration.</p> <p>(Article 162 of Mandatory Provisions)</p>	<p><b>Article 188</b> Any amendment to the Articles of Association concerning the content of the Mandatory Provisions that took effective upon the approval by the competent corporate authority approved by the State Council and the competent authority of the State Council, or regarding relevant matters, such as the change of a company’s name, domicile, legal representatives, registered capital, type of corporate, business scope, term of operation, the sponsor’s name or title, shall be applied with the company registration authority for amendment of registration.</p> <p>(Article 162 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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**Article 187** The company and its shareholders, directors, supervisors, general manager(s) and deputy general manager(s) are in compliance with the following rules of resolution of disputes:

- (1) In relation to disputes and claims relating to the company's affairs between the holders of ~~Foreign invested shares~~ listed overseas and the company, between the holders of ~~Foreign invested shares~~ listed overseas and the company's directors, supervisors, managers or other senior management, or between the holders of ~~Foreign invested shares~~ listed overseas and the holders of Domestic shares arising out of rights and obligations provided for in the Articles of Association, the Company Law or other laws and statutory regulations, the parties concerned shall refer the dispute to arbitration for settlement.

When referring the aforesaid dispute or claim to arbitration, it shall be the whole dispute or entire claim which is so referred; where those persons who have a cause of action arising out of the same facts or those persons required to participate in the resolution of a dispute or claim are the company's shareholders, directors, supervisors, manager or other senior management or such person is the company itself, such person shall be subject to arbitration.

Regarding the dispute on definition of shareholders or shareholders register, it can be resolved other than by arbitration.

**Article 189** The company and its shareholders, directors, supervisors, general manager(s) and deputy general manager(s) are in compliance with the following rules of resolution of disputes:

- (1) In relation to disputes and claims relating to the company's affairs between the holders of **shares** listed overseas and the company, between the holders of **shares** listed overseas and the company's directors, supervisors, managers or other senior management, or between the holders of **shares** listed overseas and the holders of Domestic shares arising out of rights and obligations provided for in the Articles of Association, the company Law or other laws and statutory regulations, the parties concerned shall refer the dispute to arbitration for settlement.

When referring the aforesaid dispute or claim to arbitration, it shall be the whole dispute or entire claim which is so referred; where those persons who have a cause of action arising out of the same facts or those persons required to participate in the resolution of a dispute or claim are the company's shareholders, directors, supervisors, manager or other senior management or such person is the company itself, such person shall be subject to arbitration.

Regarding the dispute on definition of shareholders or shareholders register, it can be resolved other than by arbitration.

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## LETTER FROM THE BOARD

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<p>(2) An applicant for arbitration may select the China International Economic and Foreign Trade Arbitration Commission to undertake arbitration according to its rules or, alternatively, may choose the Hong Kong International Arbitration Centre to undertake arbitration according to its rules on securities arbitration. After the applicant for arbitration refers the dispute or claim for arbitration, the opposing party shall participate in the arbitration at the arbitral body chosen by the applicant.</p> <p>If an applicant chooses the Hong Kong International Arbitration Centre, any party concerned may, in accordance with the rules of the Hong Kong International Arbitration Centre on securities arbitration, request the arbitration to be undertaken in Shenzhen.</p>	<p>(2) An applicant for arbitration may select the China International Economic and Foreign Trade Arbitration Commission to undertake arbitration according to its rules or, alternatively, may choose the Hong Kong International Arbitration Centre to undertake arbitration according to its rules on securities arbitration. After the applicant for arbitration refers the dispute or claim for arbitration, the opposing party shall participate in the arbitration at the arbitral body chosen by the applicant.</p> <p>If an applicant chooses the Hong Kong International Arbitration Centre, any party concerned may, in accordance with the rules of the Hong Kong International Arbitration Centre on securities arbitration, request the arbitration to be undertaken in Shenzhen.</p>
<p>(3) In resolving disputes or claims as mentioned in item (1) of this Article through arbitration, the law of the People's Republic of China shall apply except if laws and statutory regulations stipulate otherwise.</p>	<p>(3) In resolving disputes or claims as mentioned in item (1) of this Article through arbitration, the law of the People's Republic of China shall apply except if laws and statutory regulations stipulate otherwise.</p>
<p>(4) An award made by the arbitral body shall be final and have binding effect on the parties concerned.</p>	<p>(4) An award made by the arbitral body shall be final and have binding effect on the parties concerned.</p>
<p>(Article 163 of Mandatory Provisions)</p>	<p>(Article 163 of Mandatory Provisions)</p>

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## LETTER FROM THE BOARD

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**Article 188** Unless otherwise required by the Articles of Association, any notice, information, or statement in written served by the Company on the holders of ~~foreign capital stocks~~ listed in the Stock Exchange of Hong Kong Limited shall be served personally on all the holders of ~~foreign capital stock~~ either at the registered address provided by every foreign capital stockholder, or by way of post, while notice to be served on every holder of foreign capital stocks listed in the Stock Exchange of Hong Kong Limited should be posted as in Hong Kong as possible.

Notice delivered to the domestic shareholders shall be published in one or more newspapers designated by the State's Securities Regulatory Authority, upon which the same to all domestic shareholders shall be deemed as received.

Unless otherwise stated, the "announcement" referred to in these Articles of Association of the Company shall mean, as to the announcements published to the holder of domestic shares of the Company or the announcements required to be published in the PRC according to the relevant requirements and these Articles of Association of the Company, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; or as to the announcements published to the holders of ~~foreign shares~~ or the announcements required to be published in Hong Kong according to the relevant rules and these Articles of Association of the Company, an announcement published on any newspaper in the place of stock exchange of the overseas-listing designated or recommended by the local laws and regulations or designated by the relevant securities regulatory bodies.

**Article 190** Unless otherwise required by the Articles of Association, any notice, information, or statement in written served by the Company on the holders of oversea-listed **shares** listed on The Stock Exchange of Hong Kong Limited shall be served personally on all the holders of oversea-listed **shares** either at the registered address provided by every shareholder of oversea-listed shares, or by way of post, while notice to be served on every holder of foreign capital stocks listed in The Stock Exchange of Hong Kong Limited should be posted as in Hong Kong as possible.

Notice delivered to the domestic shareholders shall be published in one or more newspapers designated by the State's Securities Regulatory Authority, upon which the same to all domestic shareholders shall be deemed as received. '

Unless otherwise stated, the "announcement" referred to in these Articles of Association of the company shall mean, as to the announcements published to the holder of domestic shares of the company or the announcements required to be published in the PRC according to the relevant requirements and these Articles of Association of the company, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations or designated by the securities authority of the State Council; or as to the announcements published to the holders of **shares** listed overseas or the announcements required to be published in Hong Kong according to the relevant rules and these Articles of Association of the company, an announcement published on any newspaper in the place of stock exchange of the overseas listing designated or recommended by the local laws and regulations or designated by the relevant securities regulatory bodies.



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## LETTER FROM THE BOARD

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<b>Article 189</b>	<b>Article 191</b>
<p>(1) Under the condition that relevant rules in the place the exchange of <b>foreign capital stocks</b> occurs are satisfied and all required consents that are well obtained have a lasting effectiveness, any notice and document (including the documents that are served on any of its shareholders of the Company, for the purpose of providing information and/or requiring them to take action) may be delivered to the shareholders of the Company either:</p> <p>(I) by email send to the email address or website in the register of members as provided by relevant shareholders; or</p> <p>(II) by email send to the email address or website as provided by the relevant shareholders to receive relevant information; or</p> <p>(III) by publishing the relevant notices and/or documents to be delivered to the website of the Company: provided that relevant documents are the Company's report of the Directors, financial report and, if applicable, the report of financial summary and the Company adopts the way of posting such documents on the Company's website, the Company should inform such shareholder of a written notice through the notifying method as provided in Article 189, so as to make such shareholder know that such documents have already been published on the Company's website.</p>	<p>(1) Under the condition that relevant rules in the place the exchange of oversea-listed <b>shares</b> occurs are satisfied and all required consents that are well obtained have a lasting effectiveness, any notice and document (including the documents that are served on any of its shareholders of the Company, for the purpose of providing information and/or requiring them to take action) may be delivered to the shareholders of the Company either:</p> <p>(I) by email send to the email address or website in the register of members as provided by relevant shareholders; or</p> <p>(II) by email send to the email address or website as provided by the relevant shareholders to receive relevant information; or</p> <p>(III) by publishing the relevant notices and/or documents to be delivered to the website of the Company: provided that relevant documents are the Company's report of the Directors, financial report and, if applicable, the report of financial summary and the Company adopts the way of posting such documents on the Company's website, the Company should inform such shareholder of a written notice through the notifying method as provided in Article 191, so as to make such shareholder know that such documents have already been published on the Company's website.</p>

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## LETTER FROM THE BOARD

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<p>(2) If the registered person is a joint shareholder, any consent that requires to be received from the shareholders in respect of clause 1 of Article <del>190</del> shall be deemed as that made by all joint holders of relevant shares upon the grant by the joint shareholder whose name stands first in the Register.</p> <p>(3) Notwithstanding an electronic ways as specified in clause 1 of Article <del>190</del> was employed by a shareholder to receive notice or document, other than the e-mail that such shareholder may require from the Company from time to time, all shareholders may receive the printed versions of any notice and document in his name of shareholder.</p>	<p>(2) If the registered person is a joint shareholder, any consent that requires to be received from the shareholders in respect of clause 1 of Article <del>190</del> shall be deemed as that made by all joint holders of relevant shares upon the grant by the joint shareholder whose name stands first in the Register.</p> <p>(3) Notwithstanding an electronic ways as specified in clause 1 of Article <del>190</del> was employed by a shareholder to receive notice or document, other than the e-mail that such shareholder may require from the Company from time to time, all shareholders may receive the printed versions of any notice and document in his name of shareholder.</p>
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The Hong Kong and PRC legal advisors of the Company have confirmed that the Amendments to the Articles of Association comply with the provisions of the GEM Listing Rules and are not inconsistent with the laws of the PRC respectively. The Directors also confirmed that there is nothing unusual about the Amendments to the Articles of Association for a company listed in Hong Kong.

### **7. ANNUAL GENERAL MEETING AND CLASS MEETINGS**

The notice convening the AGM, Domestic Share class meeting and H Shareholders class meeting is set out on Pages 61 to 68 of this circular. Ordinary resolutions will be proposed at the AGM to approve, inter alia, the re-election of Directors, re-election of Supervisor and the change of scope of business, and special resolution to approve the Issue Mandate. Special resolution will also be proposed at the AGM, Domestic Share class meeting and H Shareholders class meeting to approve the amendments to the Articles of Association.

### **8. VOTING BY WAY OF POLL**

According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM, the Domestic Share class meeting and the H Shareholders class meeting will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules after the AGM, the Domestic Share class meeting and the H Shareholders class meeting.

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## LETTER FROM THE BOARD

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### 9. RESPONSIBILITY STATEMENT

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

### 10. ACTION TO BE TAKEN

The reply slip and form of proxy for use at the AGM, the Domestic Share class meeting and the H Shareholders class meeting is enclosed. Whether or not you are able to attend the AGM, the Domestic Share class meeting and the H Shareholders class meeting, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the head office of the Company at Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC (for holders of Domestic Shares), or the Company's H share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (for holders of H Shares), as soon as possible and in any event, for the reply slip, on or before 3 June 2022, and for the form of proxy, no later than 24 hours before the time appointed for holding the AGM, the Domestic Share class meeting and the H Shareholders class meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, the Domestic Share class meeting and the H Shareholders class meeting or any adjourned meeting (as the case may be) should you so wish.

### 11. RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions referred to this circular are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that Shareholders should vote in favour of all the resolutions set out in the notice of AGM, the Domestic Share class meeting and the H Shareholders class meeting.

By Order of the Board  
**Shanghai Jiaoda Withub Information Industrial Company Limited\***  
**Chang Jiang**  
*Chairman*

\* For identification purpose only

**LIST OF CANDIDATES**

*The candidates for Directors and Supervisor recommended by the Board for re-election at the AGM are set out below:*

**DIRECTORS****Mr. Hu Lunjie**

Mr. Hu Lunjie (“Mr. Hu”), aged 40, graduated from the University of Hanover in Germany with a bachelor’s degree in economics in 2010. Mr. Hu was graduated from the University of Magdeburg in Germany with a master’s degree in enterprise management in 2011. Mr. Hu has served in air transport export department of DHL Global Forwarding in Germany since March 2012 to February 2013. From August 2014 to June 2018, Mr. Hu has served as the assistant manager of asset management department in Shanghai Venture Capital Limited. Mr. Hu has served as the project manager for general business department in Shanghai Technology Venture Capital (Group) Co., Ltd. since August 2014 to June 2018. Since July 2018, Mr. Hu has served as the senior investment manager of project direct investment department in Shanghai Technology Venture Capital (Group) Co., Ltd. He was appointed as an executive Director by the Company on 7 July 2020.

Save as disclosed above, Mr. Hu did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Hu does not have any relationship with any other Directors, supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Hu as an executive Director for a term of three years effective from 7 July 2022. Mr. Hu will not enter into any service contract with the Company and he is and will not be entitled to receive any salary or other remuneration and/or benefits as a Director. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Hu.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Hu.

**Mr. Yuan Shumin**

Mr. Yuan Shumin (“Mr. Yuan”), aged 71, was graduated from School of Accounting of Shanghai University of Finance and Economics in January 1983 with a bachelor degree in Economics, and taught there after graduation. In January 1985, Mr. Yuan attended the part-time Postgraduate program in School of Accounting of Shanghai University of Finance and Economics, and graduated in June 1988 with a master degree in Economics. Mr. Yuan became an associate professor in 1992, and promoted as professor in 1997. Since 1993, Mr. Yuan has been the supervisor of teaching department, an assistant supervisor and assistant dean of School of Accounting, standing assistant dean and dean of School of Adult Education (成 教 學 院) of Shanghai University of Finance and Economics. Mr. Yuan studied in a part-time doctorate program of Management at School of Management of Fudan University from January 1995, and graduated from Fudan University in January 1998 with a doctorate degree in scientific management. In July 2001, Mr. Yuan was appointed as tutor of accounting doctorate program in Shanghai University of Finance and Economics. Mr. Yuan has served in School of Accounting in Shanghai Finance University since September 2005, and is currently serving as the president of School of Accounting. Mr. Yuan has written various thesis, studies, teaching material, and served as Chairman of Computerized Accountancy Association for Youth (中 青 年 會 計 電 算 化 分 會) of PRC Accounting Association (中 國 會 計 學 會). He was appointed as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee by the Company on 22 June 2007.

Pursuant to Code Provision A.4.3 of Appendix 14 of the Listing Rule, if an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by shareholders. Mr. Yuan has served on the Board for more than 9 years. As an independent non-executive director with extensive experience and knowledge in corporate operating management and in-depth understanding of the Company’s operations and business, Mr. Yuan has expressed objective views and given independent guidance to the Company over the years, and he continued demonstrating a firm commitment to his role as an independent non-executive director. Mr. Yuan has also made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

The Nomination Committee considers that the long service of Mr. Yuan would not affect his exercise of independent judgement and is satisfied that Mr. Yuan has the required character, independence and experience to continue fulfilling the role of an independent non-executive director. The Board is of the view that Mr. Yuan meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of guidelines. The Board considers the re-election of Mr. Yuan as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

Save as disclosed above, Mr. Yuan did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Yuan does not have any relationship with any other Directors, supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Yuan as an independent non-executive Director for a term of three years effective from 7 July 2022. Mr. Yuan will not enter into any service contract with the Company and he is entitled to a annually salary of HKD100,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits), which was determined upon negotiation between Mr. Yuan and the Company at arm's length on the basis of his previous experience and professional qualifications as well as the prevailing market condition. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Yuan.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Yuan.

**Mr. Zhou Guolai**

Mr. Zhou Guolai (“Mr. Zhou”), aged 53, MA, graduated from Beijing University of Aeronautics and Astronautics in 1991, with a bachelor of engineering degree majoring in structural intensity of air vehicle. Mr. Zhou graduated from Antai College of Economics and Management at Shanghai Jiao Tong University in 2002, with a master's degree in economics and management. Mr. Zhou worked in Shanghai Aviation Industrial (Group) Co., Ltd. (上海航空工業集團), where he held a position of management, from 1991 to 2002; in Asia Business Consulting Co., Limited (亞商企業諮詢股份有限公司), where he was responsible for the management and consulting work of large enterprise groups, from 2002 to 2005; in Alliance PKU Management Consultants Ltd. (北大縱橫管理諮詢集團), where he acted as the senior vice-president, senior partner, the general manager of the Eighth Business Division, the founding dean of the Group Development Studies Institute, and the founder of the shanghai operation center of the company, from 2006 to present. He was appointed as an independent non-executive Director, the member of each of the Audit Committee and the Remuneration Committee by the Company on 7 July 2019.

Mr. Zhou is currently the vice president of the Shanghai Jiaotong University MBA Alumni Association, the chairman of the Energy Branch of the Shanghai Jiaotong University Alumni Association (上海交大校友會能源分會), the career mentor and interviewer of Antai College of Economics and Management at Shanghai Jiao Tong University, an independent director of CUTI of Shanghai Jiao Tong University, the chairman of the MBA Entrepreneurship Foundation of Shanghai Jiao Tong University (上海交大MBA創業基金會理事會), and the chairman of Shanghai Alumni Association of Beijing University of Aeronautics and Astronautics. Mr. Zhou was once the member of the 9th China Young Entrepreneurs Association, the member of MBA Committee and the Member of Shanghai IT Talents Association (上海市IT青年人才協會).

Save as disclose above, Mr. Zhou did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Zhou does not have any relationship with any other Directors, Supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to propose the appointment of Mr. Zhou as an independent non-executive Director for a term of three years effective from 7 July 2022. Mr. Zhou will not enter into any service contract with the Company and he is entitled to a annually salary of HKD100,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits), which was determined upon negotiation between Mr. Zhou and the Company at arm's length on the basis of his previous experience and professional qualifications as well as the prevailing market condition. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Zhou.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Zhou.

## **SUPERVISOR**

### **Mr. Rong Yinsheng**

Mr. Rong Yinsheng ("Mr. Rong"), aged 36, is a Supervisor of the Company, member of Chinese Communist Party, an audit executive with a bachelor degree in management and a Certified Internal Auditor. He graduated from SHU-UTS SILC Business School. He had worked in auditing field at Ou Ke Meng CPA Ltd. (歐科盟會計師事務所) and Grant Thornton, Shanghai Branch (致同會計師事務所上海分所). He served as Audit executive of Shanghai Xinxuhui (Group) Co. Ltd from December 2013. He was appointed as a Supervisor by the Company on 7 July 2016.

Save as disclosed above, Mr. Rong did not hold any directorship in other listed companies in Hong Kong or overseas for last three years and he does not hold any other position in the Group. Mr. Rong does not have any relationship with any other Directors, Supervisors, chief executives, senior management, substantial shareholders, controlling shareholders or management shareholders of the Company or any of its subsidiaries or a close associate of any of them. As at the Latest Practicable Date, he does not have interest in Shares within the meaning of Part XV of the SFO.

An ordinary resolution will be proposed at the AGM to re-elect Mr. Rong as a Supervisor for a period of three years effective from 7 July 2022. The Company will not enter into any service contract with Mr. Rong and he will not receive any salary, other remuneration and/or benefits as a Supervisor. The Board is not aware that there are any other matters that need to be brought to the attention of Shareholders in respect of Mr. Rong.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules concerning Mr. Rong.



SHANGHAI JIAODA WITHUB  
INFORMATION INDUSTRIAL COMPANY LIMITED\*

上海交大慧谷信息產業股份有限公司

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

**(Stock Code: 8205)**

**NOTICE IS HEREBY GIVEN THAT** the 2021 annual general meeting (“AGM”) of Shanghai Jiaoda Withub Information Industrial Company Limited\* (the “Company”) will be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 1:30 p.m. for the following purpose:

To consider and, if thought fit, pass the following matters as ordinary and special resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the Directors for the year 2021;
2. To consider and approve the report of the Supervisory Committee for the year 2021;
3. To consider and approve the audited consolidated financial statements and auditor’s report for the year ended 31 December 2021;
4. To consider and approve the dividend distribution proposal for 2021;
5. To consider and approve the appropriation to statutory surplus reserve and statutory public welfare fund for 2021;
6. To consider and approve the reappointment of ShineWing Certified Public Accountants (Special General Partnership) as the Company’s auditor for 2022 and to authorise the Directors of the Company to fix their remuneration;
7. To consider and approve the remuneration proposals for Directors and Supervisors of the Company for 2022 and to authorise the Directors of the Company to fix their remuneration;
8. To consider and approve (a) the re-election of Mr. Hu Lunjie as an executive Director, for a term of three years effective from 7 July 2022; (b) the re-election of Mr. Yuan Shumin as an independent non-executive Director, for a term of three years effective from 7 July 2022; and (c) the re-election of Mr. Zhou Guolai as an independent non-executive Director, for a term of three years effective from 7 July 2022;
9. To consider and approve re-election of Mr. Rong Yinsheng as a Supervisor, for a term of three years effective from 7 July 2022;

\* For identification purpose only



10. To consider and approve the change of scope of business;

**SPECIAL RESOLUTIONS**

11. To consider and approve the following resolution as a special resolution:

- “(a) **THAT** subject to the limitation imposed by paragraphs (c) and (d) below and in compliance with the requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Company Law of the People’s Republic of China (“PRC”), as well as other applicable laws and regulations, in each case as amended from time to time, to consider and approve the grant of general mandate by the board of directors of the Company (“Board”) to exercise, once or more than once, all the powers of the Company to allot, issue and deal with additional domestic shares (“Domestic Shares”) and/or overseas listed foreign shares (“H Shares”) of the Company during the Relevant Period (as defined below) and in accordance with the terms and conditions determined by the Board. In exercising the power to allot, issue and deal with additional Domestic Shares and/or H Shares, the authority of the Board shall include (but not limited to) the following:
- (i) to determine the number of Domestic Shares and/or H Shares to be allotted;
  - (ii) to determine the issue price of the new Domestic Shares and/or H Shares;
  - (iii) to determine the date(s) on which the issue of new Domestic Shares and/or H Shares is/are to be commenced and closed;
  - (iv) to determine the number of new Domestic Shares and/or H Shares, if applicable, to be issued to the existing holders of Domestic Shares and/or H Shares;
  - (v) to make or grant an offer, agreement and option necessary for the exercise of such powers; and
  - (vi) where prohibited and required by foreign laws or regulations, or by other reasons which in the opinion of the Board are appropriate, the offer of subscription for and issue of shares to holders of H Shares shall exclude shareholders residing in the PRC or the Special Administration Region of Hong Kong of the PRC (“Hong Kong”) or the offer of subscription for and issue of shares to holders of Domestic Shares shall exclude shareholders residing outside the PRC or Hong Kong;
- (b) Upon the exercise of the powers granted to the Board in paragraph (a) the Board may during the Relevant Period (as defined below) make and grant offers, agreements or options which might require the Domestic Shares and/or H Shares in relation to the exercise of such powers may have to be allotted and issued after expiration of the Relevant Period (as defined below);

- (c) the total number of Domestic Shares and H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or other arrangement) by the Board pursuant to the authority given under paragraph (a) above, excluding any shares allotted pursuant to the Company Law of the PRC and the articles of association of the Company, shall not exceed (i) 20 percent of the number of the Domestic Shares in issue; and (ii) 20 percent of the number of the H Shares in issue, in each case as at the date of passing this resolution;
  - (d) upon exercising the powers mentioned in paragraph (a) above, the Board shall (i) comply with the Company Law of the PRC, other applicable laws and regulations and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (in each case as amended from time to time); and (ii) be approved by the China Securities Regulatory Commission and the relevant authorities of the PRC;
  - (e) for the purpose of this resolution, “Relevant Period” means the period from the date upon which this resolution is passed until whichever is the earlier of:
    - (i) the conclusion of the Company’s next annual general meeting; or
    - (ii) the date on which the authority given under this resolution is revoked or varied by a special resolution of the Company in general meeting;
  - (f) with approval from the relevant authorities and pursuant to the exercise of the powers in paragraph (a) above in accordance with the Company Law of the PRC and other laws and regulations, the Board be authorised to increase the registered number of shares of the Company, the increased number of which shall be equal to the number of the relevant Domestic Shares and/or H Shares allotted pursuant to the exercise of such powers as mentioned in paragraph (a) above, but the registered number of shares of the Company shall not exceed 120 percent of the registered number of shares as at the date of passing of this resolution;
  - (g) the Board be authorised to make any necessary amendments as it considers appropriate in the articles of association of the Company, so as to reflect changes in the structure of shares of the Company pursuant to the exercise of such powers in paragraph (a) above and in case of issue of new H Shares, subject to the granting by the Listing Committee of the Stock Exchange for listing of and permission to deal in the H Shares in the shares of the Company proposed to be issued by the Company and the approval by the China Securities Regulatory Commission for the issue of such shares.”; and
12. To consider and approve the amendments to the Articles of Association.

By Order of the Board  
**Shanghai Jiaoda Withub Information Industrial Company Limited\***  
**Chang Jiang**  
*Chairman*

Shanghai, the PRC, 29 April 2022

*Notes:*

1. The register of members of the Company will be closed from 25 May 2022 to 24 June 2022 (both days inclusive), during which period no transfer of shares will be effected. The holders of shares whose names appear on the register of members of the Company on 24 June 2022 will be entitled to attend and vote at the AGM. In order to qualify for attendance and voting at the above meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on 24 May 2022.
2. Any holder of H shares and domestic shares entitled to attend and vote at the AGM convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his behalf. A proxy needs not be a holder of H shares and domestic shares of the Company.
3. In order to be valid, the proxy form for the AGM shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the form shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. If the form is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the form is signed shall be notarised. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney must be delivered, for holders of H shares, to the Company's H shares registrar, Union Registrars Limited, and for holders of domestic shares, to the Company's head office, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
4. Holders of H shares and domestic shares who intend to attend the AGM should complete and return the enclosed reply slip, for holders of H shares, to the Company's H share registrar, Union Registrars Limited, and for holders of domestic shares, to the Company's head office, for attendance by hand, post or fax on or before 3 June 2022. A failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend such meeting does not reach more than half of the total number of shares of the Company carrying the right to vote.
5. The AGM is expected to take not more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
6. The address of the Company's head office and the contact details are as follows:

Building A, Shanghai Jiada Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC

The address of the Company's H shares registrar and the contact details are as follows:

Union Registrars Limited  
Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong  
Fax No.: (852) 2849-3319



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

**(Stock Code: 8205)**

**NOTICE OF DOMESTIC SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN AND REVISED THAT** the domestic share class meeting (“Domestic Share Class Meeting”) of the Company will be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 1:45 p.m. for the following purpose:

To consider and, if thought fit, pass the following matters as special resolution:

**SPECIAL RESOLUTION**

1. To consider and approve the amendments to the articles of association.

By Order of the Board

**Shanghai Jiaoda Withub Information Industrial Company Limited\***

**Chang Jiang**

*Chairman*

Shanghai, the PRC, 29 April 2022

*Notes:*

1. The register of members of the Company will be closed from 25 May 2022 to 24 June 2022 (both days inclusive), during which period no transfer of shares will be effected. The holders of shares whose names appear on the register of members of the Company on 24 June 2022 will be entitled to attend and vote at the Domestic Share Class Meeting. In order to qualify for attendance and voting at the above meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's head office at Building A, Shanghai Jiaoda Withub Information Park, No.951 Panyu Road, Shanghai, the PRC, not later than 4:00 p.m. on 24 May 2022.
2. Any holder of domestic shares entitled to attend and vote at the Domestic Share Class Meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the Domestic Share Class Meeting on his behalf. A proxy needs not be a shareholder of the Company.
3. In order to be valid, the proxy form for the Domestic Share Class Meeting shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the form shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. If the form is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the form is signed shall be notarised. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney must be delivered to the Company's head office, not less than 24 hours before the time appointed for holding the Domestic Share Class Meeting or any adjournment thereof.
4. Holders of domestic shares who intend to attend the Domestic Share Class Meeting should complete and return the enclosed reply slip to the Company's head office, for attendance by hand, post or fax on or before 3 June 2022. A failure to return the notice of attendance may result in an adjournment of the Domestic Share Class Meeting, if the number of shares carrying the right to vote represented by the shareholders proposing to attend such meeting does not reach more than half of the total number of shares of the Company carrying the right to vote.
5. The Domestic Share Class Meeting is expected to take not more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
6. The address of the Company's head office and the contact details are as follows:  
  
Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Shanghai, the PRC

\* *For identification purpose only*



SHANGHAI JIAODA WITHUB  
INFORMATION INDUSTRIAL COMPANY LIMITED\*

上海交大慧谷信息產業股份有限公司

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

**(Stock Code: 8205)**

**NOTICE OF H SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN AND REVISED THAT** the H shareholders class meeting (“H Shareholders Class Meeting”) of the Company will be held at Conference Room, 2nd Floor, Building A, Shanghai Jiaoda Withub Information Park, No. 951 Panyu Road, Xuhui District, Shanghai, the PRC on 24 June 2022 at 2:00 p.m. for the following purpose:

To consider and, if thought fit, pass the following matters as special resolution:

**SPECIAL RESOLUTION**

1. To consider and approve the amendments to the articles of association.

By Order of the Board

**Shanghai Jiaoda Withub Information Industrial Company Limited\***

**Chang Jiang**

*Chairman*

Shanghai, the PRC, 29 April 2022

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## APPENDIX IV NOTICE OF H SHAREHOLDERS CLASS MEETING

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*Notes:*

1. The register of members of the Company will be closed from 25 May 2022 to 24 June 2022 (both days inclusive), during which period no transfer of shares will be effected. The holders of shares whose names appear on the register of members of the Company on 24 June 2022 will be entitled to attend and vote at the H Shareholders Class Meeting. In order to qualify for attendance and voting at the above meeting, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on 24 May 2022.
2. Any holder of H shares entitled to attend and vote at the H Shareholders Class Meeting convened by the above notice is entitled to appoint in written form one or more proxies to attend and vote at the H Shareholders Class Meeting on his behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form for the H Shareholders Class Meeting shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the form shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. If the form is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the form is signed shall be notarised. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power of attorney must be delivered, to the Company's H shares registrar, Union Registrars Limited, not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof.
4. Holders of H shares who intend to attend the H Shareholders Class Meeting should complete and return the enclosed reply slip to the Company's H share registrar, Union Registrars Limited for attendance by hand, post or fax on or before 3 June 2022. A failure to return the notice of attendance may result in an adjournment of the H Shareholders Class Meeting, if the number of shares carrying the right to vote represented by the shareholders proposing to attend such meeting does not reach more than half of the total number of shares of the Company carrying the right to vote.
5. The H Shareholders Class Meeting is expected to take not more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
6. The address of the Company's H shares registrar and the contact details are as follows:

Union Registrars Limited  
Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong  
Fax No.: (852) 2849-3319

\* *For identification purpose only*