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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Huitongda Network Co., Ltd., you should at once hand this circular, together with the enclosed forms of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Huitongda Network Co., Ltd.**  
**匯通達網絡股份有限公司**

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

**(Stock Code: 9878)**

**(1) PROPOSED CHANGE OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

**(2) PROPOSED CHANGE OF VALUE-ADDED  
TELECOMMUNICATIONS BUSINESS OPERATING LICENSE**

**(3) PROPOSED CHANGE IN THE USE OF PROCEEDS  
FROM THE INITIAL PUBLIC OFFERING OF H SHARES**

**(4) PROPOSED ADJUSTMENT TO THE  
2023 DEVELOPMENT AND INVESTMENT PLAN**

**(5) PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

**(6) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE GENERAL MEETING**

**(7) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF DIRECTORS**

**(8) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF SUPERVISORS**

**AND**

**NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING  
AND NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING**

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The EGM, the Domestic Share Class Meeting and the H Share Class Meeting will be held by the Company at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC, at 2:00 p.m. on Tuesday, November 14, 2023. The notice of the EGM and the notice of the H Share Class Meeting are set out on pages 133 to 135 and pages 136 to 137 of this circular, respectively.

Forms of proxy for the EGM and the H Share Class Meeting are enclosed herewith, respectively. If you wish to appoint a proxy to attend the EGM and/or the H Share Class Meeting, you must complete the enclosed form(s) of proxy in accordance with the instructions printed thereon and return it (them) to us not less than 24 hours before the time appointed for holding the EGM and/or the H Share Class Meeting or any adjournment thereof (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjournment thereof should you so wish at that time.

October 24, 2023

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region
“Company”	Huitongda Network Co., Ltd., a joint stock company established under the laws of the PRC with limited liability on December 6, 2010, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 9878)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/(are) subscribed for or credited as fully paid in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Domestic Share Class Meeting”	the 2023 third Domestic Share class meeting of the Company to be held immediately after the conclusion of the EGM at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC, on Tuesday, November 14, 2023
“EGM”	the 2023 second extraordinary general meeting or any adjournment thereof (as the case may be) of the Company to be held at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC, at 2:00 p.m. on Tuesday, November 14, 2023
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	overseas listed foreign Share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/(are) subscribed for and traded in HK dollars and is/(are) listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“H Share Class Meeting”	the 2023 third H Share class meeting of the Company to be held immediately after the conclusion of the Domestic Share Class Meeting at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC, on Tuesday, November 14, 2023
“HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	October 18, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Prospectus”	the prospectus of the Company dated January 31, 2022
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for the Board of Directors ”	the rules of procedures for the Board of Directors of the Company, as amended, supplemented or otherwise modified from time to time
“Rules of Procedures for the Board of Supervisors ”	the rules of procedures for the Board of Supervisors of the Company, as amended, supplemented or otherwise modified from time to time
“Rules of Procedures for the General Meeting ”	the rules of procedures for the general meeting of the Company, as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company, comprising Domestic Shareholder(s) and H Shareholder(s)
“State Council”	the State Council of the People’s Republic of China
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent

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## LETTER FROM THE BOARD

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### Huitongda Network Co., Ltd. 匯通達網絡股份有限公司

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

(Stock Code: 9878)

*Chairman and non-executive Director:*  
WANG Jianguo

*Executive Directors:*  
XU Xiuxian (*Chief Executive Officer*)  
ZHAO Liangsheng  
SUN Chao

*Non-executive Directors:*  
CAI Zhongqiu  
WANG Ran

*Independent non-executive Directors:*  
YU Lixin  
LIU Xiangdong  
CHENG Zichuan

*Registered Office and Headquarters:*  
Huitongda Building  
50 Zhongling Street, Xuanwu District  
Nanjing  
Jiangsu Province  
PRC

*Principal Place of Business  
in Hong Kong:*  
40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

October 24, 2023

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR
- (2) PROPOSED CHANGE OF VALUE-ADDED  
TELECOMMUNICATIONS BUSINESS OPERATING LICENSE
- (3) PROPOSED CHANGE IN THE USE OF PROCEEDS  
FROM THE INITIAL PUBLIC OFFERING OF H SHARES
- (4) PROPOSED ADJUSTMENT TO THE  
2023 DEVELOPMENT AND INVESTMENT PLAN
- (5) PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION
- (6) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE GENERAL MEETING
- (7) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF DIRECTORS
- (8) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF SUPERVISORS

#### 1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the notice of the H Share Class Meeting, and information on certain resolutions to be considered at the EGM and/or the H Share Class Meeting so that you can make informed decisions on whether to vote for or against such resolutions at the EGM and/or the H Share Class Meeting.

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## LETTER FROM THE BOARD

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The ordinary resolutions to be proposed at the EGM to approve are: (i) proposed removal of independent non-executive Director; (ii) proposed election of independent non-executive Director; (iii) proposed change of value-added telecommunications business operating license; (iv) proposed change in the use of proceeds from the initial public offering of H Shares; and (v) proposed adjustment to the 2023 development and investment plan.

The special resolutions to be proposed at the EGM to approve are: (vi) proposed amendments to the Articles of Association; (vii) proposed amendments to the Rules of Procedures for the General Meeting; (viii) proposed amendments to the Rules of Procedures for the Board of Directors; and (ix) proposed amendments to the Rules of Procedures for the Board of Supervisors.

Among them, the proposed amendments to the Articles of Association, proposed amendments to the Rules of Procedures for the General Meeting, proposed amendments to the Rules of Procedures for the Board of Directors and proposed amendments to the Rules of Procedures for the Board of Supervisors shall also be proposed at the Domestic Share Class Meeting and the H Share Class Meeting for approval by way of special resolutions.

### **2. PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated September 20, 2023 in relation to, among other things, the proposed removal of independent non-executive Director and proposed election of independent non-executive Director.

#### **(1) Proposed removal of independent non-executive Director**

The Board considered and approved, among other things, the resolution in relation to the proposed removal of Mr. Cheng Zichuan (“**Mr. Cheng**”) as an independent non-executive Director at the Board meeting held on September 20, 2023. The Board proposes the removal of all positions held by Mr. Cheng in the Company, including the positions of independent non-executive Director and the chairman of the nomination committee of the Board (the “**Proposed Removal**”). The Proposed Removal is subject to the approval at the EGM.

Mr. Cheng has failed to attend two consecutive meetings of the Board either personally or by appointing other Directors to attend on his behalf. As of the Latest Practicable Date, despite the Board’s efforts, it has still been unable to contact Mr. Cheng.

Pursuant to Article 130 of the Articles of Association, a Director shall be deemed incapable of carrying out his/her duties if he/she fails to attend two consecutive meetings of the Board either personally or by appointing other Directors to attend on his/her behalf. The Board shall make a proposal to the general meeting to remove such a Director. Pursuant to Article 127 of the Articles of Association, under the prerequisite of abiding by relevant laws and administrative regulations, the general meeting may remove any Director before the expiration of his/her term of office by way of an ordinary resolution.

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## LETTER FROM THE BOARD

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Having considered the above, in order to ensure the normal operation efficiency of the Board, the Board agrees to submit the resolution in relation to the Proposed Removal to the EGM for consideration and approval.

The Board is of the view that the Proposed Removal is in the interests of the Company and the Shareholders as a whole, and if the Proposed Removal takes effect, it will not have any material adverse effect on the operations of the Group.

Save as disclosed in this circular, to the best of the Directors' knowledge, information and belief, the Board is not aware of any disagreement between Mr. Cheng and the Board, and there are no other matters relating to the Proposed Removal that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

The above resolution was considered and approved by the Board on September 20, 2023 and is being proposed as an ordinary resolution for consideration and approval at the EGM.

### **(2) Proposed election of independent non-executive Director**

The Board considered and approved, among other things, the resolution in relation to the proposed election of Mr. Diao Yang (“**Mr. Diao**”) as a candidate for independent non-executive Director of the third session of the Board at the Board meeting held on September 20, 2023. The term of office of Mr. Diao shall be effective from the date of approval at the EGM until the expiry of the term of the third session of the Board. He is eligible for re-election after the expiry of his term of office.

The biographical details of Mr. Diao and other information relating to his appointment required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

**Mr. Diao Yang (刁揚)**, aged 50. Mr. Diao has over 17 years of experience in corporate finance and has deep insights and opinions of China's technology, media and communications and consumer goods industries. Mr. Diao founded Paradigm Advisors Holdings (Hong Kong) Limited (騰達資本顧問有限公司) in November 2016 and has been serving as its director since then. He has been the co-founder of Parantoux Capital Limited (藍藤資本有限公司) since March 2016. From October 2014 to April 2016, he worked as a managing director of the investment banking department of China Renaissance Securities (Hong Kong) Limited. He worked at J.P. Morgan Securities (Asia Pacific) Limited from May 2006 to October 2014, where his last position was a managing director at the global investment banking department. He worked as an associate at Morgan Stanley Asia Limited from July 2005 to April 2006.

Mr. Diao obtained his bachelor of arts degree in economics from Connecticut College in the United States in May 1997, and obtained his master of business administration degree from Columbia Business School in the United States in May 2001.

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## LETTER FROM THE BOARD

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In accordance with the provisions of the Articles of Association, the above nomination of the independent non-executive Director was reviewed by the nomination committee under the Board preliminarily and considered and approved by the Board after taking into account the biographical details, background of skills, knowledge, experience, independence of the candidate and the specific needs of the Company, and therefore it is submitted to the EGM for approval. Mr. Diao has confirmed his independence to the Company in accordance with Rule 3.13 of the Listing Rules. The nomination committee under the Board has assessed and reviewed Mr. Diao's independence and is of the view that he has satisfied the requirement of independence.

The nomination committee under the Board considered that Mr. Diao possesses basic knowledge of the operation of listed companies, is familiar with relevant laws, administrative regulations, rules and other normative documents, has working experience in economy, management and other areas that is necessary for performing the duties of an independent non-executive Director, and will properly perform his duties and responsibilities as an independent non-executive Director and make positive contributions to the development of the Company. Mr. Diao will also promote the diversity of the Board in various aspects, including cultural and educational background, professional experience, skills and knowledge.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Diao has confirmed that: (i) he has not held any other directorships in any listed companies, in Hong Kong or overseas, in the last three years, nor any other positions within the Group; (ii) he does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) he does not have nor is deemed to have any interests or short positions in the Shares, underlying shares or bonds of the Company or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) he has not been penalized by the CSRC and other relevant authorities nor been disciplined by any stock exchanges; and (v) there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

Subject to the approval of Mr. Diao's appointment at the EGM, the Company will enter into a Director's service contract with him. As an independent non-executive Director, Mr. Diao will receive a Director's allowance of RMB120,000 (tax inclusive) per annum from the Company during his term of office.

The above resolution was considered and approved by the Board on September 20, 2023 and is being proposed as an ordinary resolution for consideration and approval at the EGM.

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## LETTER FROM THE BOARD

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### 3. PROPOSED CHANGE OF VALUE-ADDED TELECOMMUNICATIONS BUSINESS OPERATING LICENSE

As stated in the Prospectus, the Company obtained the Value-added Telecommunications Business Operating License of the People's Republic of China (Business Operating License No.: He Zi B2-20210051) (《中華人民共和國增值電信業務經營許可證》(經營許可證編號:合字B2-20210051號)) (the “**Company’s VAT License**”) on February 18, 2021, which allows the Company to conduct relevant information service business (only for internet information services) and online data processing and transaction processing business.

Subject to the current regulation in respect to the Company’s VAT License stipulating that the foreign shareholding ratio shall not exceed 50% and considering the actual business situation of the Company, the Company proposes to terminate the license for information service business (only for internet information services) under the Company’s VAT License, and change to a value-added telecommunications business operating licence for online data processing and transaction processing business only, which is without foreign shareholding ratio requirement (the “**Change of VAT License**”). Huitong Datatech Smart Technology Co., Ltd. (匯通數科智能科技有限公司) (“**Huitong Datatech**”), a subsidiary of the Company, applied for and currently holds a value-added telecommunications business operating licence to conduct relevant information service business (only for internet information services) and online data processing and transaction processing business. As such, the Change of VAT Licence has basically no impact on the overall business of the Group.

Huitong Datatech is a holding subsidiary of the Company (77.71% owned by the Company) and is deeply engaged in industrial digitalization and digital marketing. The principal businesses of Huitong Datatech are information technology services, Internet of Things technology services, digital content production services, professional design services, etc.

The Change of VAT License will facilitate the integration of the Group’s internal resources, maximize the role of special qualifications, and at the same time expand the space for Company’s capital operation in the future, and it is in line with the operation needs of the Group and conducive to promoting the overall business development of the Group, and has no material impact on the overall financial position of the Company.

The above resolution was considered and approved by the Board on September 20, 2023 and is being proposed as an ordinary resolution for consideration and approval at the EGM.

### 4. PROPOSED CHANGE IN THE USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING OF H SHARES

Reference is made to the announcement of the Company dated October 17, 2023 in relation to, among other things, the proposed change in the use of proceeds from the initial public offering of H Shares.

## LETTER FROM THE BOARD

### (1) Use of Proceeds from the Initial Public Offering of H Shares

On February 18, 2022, the H Shares were listed on the main board of the Hong Kong Stock Exchange. A total of 53,911,800 H Shares with a nominal value of RMB1.00 each were issued under the Global Offering (as defined under the Prospectus, including the issuance of H Share upon the partial exercise of the over-allotment option). The offer price is HK\$43.00 per H Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and the Hong Kong Stock Exchange trading fee of 0.005%). The gross proceeds from the Global Offering (including the additional gross proceeds from the partial exercise of over-allotment option amounted to approximately HK\$99.1 million) were approximately HK\$2,318.2 million, and after deduction of underwriting fees and other related expenses, the aggregate net proceeds amounted to approximately HK\$2,185.0 million (equivalent to approximately RMB1,782.3 million) (the “**Proceeds from the Initial Public Offering of H Shares**”).

As of September 30, 2023, the Company had utilised approximately RMB789.0 million of the Proceeds from the Initial Public Offering of H Shares in total in accordance with the intended use set out in the Prospectus, with the unused portion of the proceeds amounting to approximately RMB993.3 million. Details are set out below:

Use of proceeds	Itemized use	Proportion	Total amount (RMB in millions)	Used amount as	Unused amount
				of September 30, 2023 (RMB in millions)	as of September 30, 2023 (RMB in millions)
Enhancing relationships with our existing customers and further expanding our customer base	(1) Digitalizing our member stores and upgrading their storefronts	10%	178.2	7.5	170.7
	(2) Offering solutions to certain wholesalers	10%	178.2	98.7	79.6
	(3) Strategically expanding into northern and southern regions of China where there is great potential for further development	5%	89.1	14.4	74.7
	(4) Expanding client managers team network with more digitalized solutions	5%	89.1	89.1	0
	<b>Sub-total</b>	<b>30%</b>	<b>534.7</b>	<b>209.7</b>	<b>325.0</b>

## LETTER FROM THE BOARD

Use of proceeds	Itemized use	Proportion	Total amount	Used amount as	Unused amount
			(RMB in millions)	of September 30, 2023 (RMB in millions)	as of September 30, 2023 (RMB in millions)
Optimizing the capability and efficiency of the supply chain	(1) Increasing spending on joint product R&D with our industry partners, brand licensing and tailored manufacturing	15%	267.3	267.3	0
	(2) Improving the digitalization and automation of order and fulfillment management systems	10%	178.2	51.6	126.7
	<b>Sub-total</b>	<b>25%</b>	<b>445.6</b>	<b>318.9</b>	<b>126.7</b>
Increasing investment in the IT infrastructure of our platform and enhancing SaaS+ business monetization capability	(1) Acquiring IT talents for developing SaaS+ business and merchant solutions	10%	178.2	10.8	167.5
	(2) Upgrading data infrastructure and enhancing data analysis capabilities	5%	89.1	38.3	50.8
	(3) Continuously upgrading transaction and marketplace technology and infrastructure	5%	89.1	21.1	68.0
<b>Sub-total</b>	<b>20%</b>	<b>356.5</b>	<b>70.1</b>	<b>286.3</b>	
Selectively pursuing strategic alliances, investments, or acquisitions	(1) Brand manufacturers within each merchandise segment	5%	89.1	12.0	77.1
	(2) Third-party SaaS technology and service providers	5%	89.1	0	89.1
	(3) Third-party operators within the industry value chain	5%	89.1	0	89.1
<b>Sub-total</b>	<b>15%</b>	<b>267.3</b>	<b>12.0</b>	<b>255.3</b>	
Working capital	-	10%	178.2	178.2	0
<b>Total</b>		<b>100%</b>	<b>1,782.3</b>	<b>789.0</b>	<b>993.3</b>

*Note:* Any discrepancies in the above table between total and sum of amounts listed therein are due to rounding.

## LETTER FROM THE BOARD

### (2) Proposed Change in the Use of Proceeds from the Initial Public Offering of H Shares

The Board proposed to make the following adjustments to certain intended use of the Proceeds from the Initial Public Offering of H Shares (the “**Proposed Change in the Use of Proceeds from the Initial Public Offering of H Shares**”) to improve the efficiency of the use of raised funds, reduce financial costs, and accelerate the integration of various business resources:

Use of proceeds	Itemized use	Total amount before the change	Unused amount as of September 30, 2023	Amount to be adjusted	Particulars of the proposed adjustment	Total amount after the change	Unused amount after the change	Expected timeline of the remaining unused amount
		(RMB in millions)	(RMB in millions)	(RMB in millions)		(RMB in millions)	(RMB in millions)	
Enhancing relationships with our existing customers and further expanding our customer base	(1) Digitalizing our member stores and upgrading their storefronts	178.2	170.7	(150.0)	(1) RMB70.0 million is adjusted to be used for “Offering solutions to certain wholesalers”; and (2) RMB80.0 million is adjusted to be used for “Expanding client managers team network with more digitalized solutions”.	28.2	20.7	By December 31, 2024
	(2) Offering solutions to certain wholesalers	178.2	79.6	100.0	-	278.2	179.6	By December 31, 2024
	(3) Strategically expanding into northern and southern regions of China where there is great potential for further development	89.1	74.7	(30.0)	RMB30.0 million is adjusted to be used for “Offering solutions to certain wholesalers”.	59.1	44.7	By December 31, 2024
	(4) Expanding client managers team network with more digitalized solutions	89.1	0	80.0	-	169.1	80.0	By December 31, 2024
	<b>Sub-total</b>	<b>534.7</b>	<b>325.0</b>	<b>0.0</b>		<b>534.7</b>	<b>325.0</b>	

## LETTER FROM THE BOARD

Use of proceeds	Itemized use	Total amount before the change	Unused amount as of September 30, 2023	Amount to be adjusted	Particulars of the proposed adjustment	Total amount after the change	Unused amount after the change	Expected timeline of the remaining unused amount
		(RMB in millions)	(RMB in millions)	(RMB in millions)		(RMB in millions)	(RMB in millions)	
Optimizing the capability and efficiency of the supply chain	(1) Increasing spending on joint product R&D with our industry partners, brand licensing and tailored manufacturing	267.3	0	150.0	-	417.3	150.0	By December 31, 2024
	(2) Improving the digitalization and automation of order and fulfillment management systems	178.2	126.7	(90.0)	RMB90.0 million is adjusted to be used for “Increasing spending on joint product R&D with our industry partners, brand licensing and tailored manufacturing”.	88.2	36.7	By December 31, 2024
	<b>Sub-total</b>	<b>445.6</b>	<b>126.7</b>	<b>60.0</b>		<b>505.6</b>	<b>186.7</b>	
Increasing investment in the IT infrastructure of our platform and enhancing SaaS+ business monetization capability	(1) Acquiring IT talents for developing SaaS+ business and merchant solutions	178.2	167.5	(150.0)	(1) RMB60.0 million is adjusted to be used for “Increasing spending on joint product R&D with our industry partners, brand licensing and tailored manufacturing”; and	28.2	17.5	By December 31, 2024
	(2) Upgrading data infrastructure and enhancing data analysis capabilities	89.1	50.8	(20.0)	(2) RMB90.0 million is adjusted to be used for “Working capital”.	69.1	30.8	By December 31, 2024
	(3) Continuously upgrading transaction and marketplace technology and infrastructure	89.1	68.0	(30.0)	RMB30.0 million is adjusted to be used for “Working capital”.	59.1	38.0	By December 31, 2024
	<b>Sub-total</b>	<b>356.5</b>	<b>286.3</b>	<b>(200.0)</b>		<b>156.5</b>	<b>86.3</b>	

## LETTER FROM THE BOARD

Use of proceeds	Itemized use	Total amount before the change	Unused amount as of September 30, 2023	Amount to be adjusted	Particulars of the proposed adjustment	Total amount after the change	Unused amount after the change	Expected timeline of the remaining unused amount
		(RMB in millions)	(RMB in millions)	(RMB in millions)		(RMB in millions)	(RMB in millions)	
Selectively pursuing strategic alliances, investments, or acquisitions	(1) Brand manufacturers within each merchandise segment	89.1	77.1	60.0	(1) The RMB60.0 million under “Third-party SaaS technology and service providers” is adjusted to be used for “Brand manufacturers within each merchandise segment”; and  (2) Flexible adjustments are made to the investment subjects, cooperative objects of investment and investment methods using the raised funds (Note 2).	149.1	137.1	By December 31, 2024
	(2) Third-party SaaS technology and service providers	89.1	89.1	(60.0)		29.1	29.1	By December 31, 2024
	(3) Third-party operators within the industry value chain	89.1	89.1	0.0		89.1	89.1	By December 31, 2024
	<b>Sub-total</b>	<b>267.3</b>	<b>255.3</b>	<b>0.0</b>		<b>267.3</b>	<b>255.3</b>	
Working capital	-	178.2	0	140.0	-	318.2	140.0	By December 31, 2024
<b>Total</b>		<b><u>1,782.3</u></b>	<b><u>993.3</u></b>			<b><u>1,782.3</u></b>	<b><u>993.3</u></b>	

Notes: 1. Any discrepancies in the above table between total and sum of amounts listed therein are due to rounding.

2. Particulars of the proposed adjustments are as follows:

- (1) In terms of investment subjects, to facilitate the flexible use of the proceeds, users of the proceeds shall include not only the Company, but also the subsidiaries of the Company;
- (2) In terms of cooperative objects of investment, not only the investment of potential partners, but also the resource re-investment of existing investment partners are included. In terms of selection criteria for cooperative objects, as long as the risks are controllable, objects which are able to improve the Group’s supply chain capability, technical capability and channel service capability can be regarded as the Group’s cooperative objects of investment;

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## LETTER FROM THE BOARD

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- (3) In terms of investment methods, it includes not only equity investment and working capital supporting the investment cooperation, but also participation in private placement and strategic placement of cooperative objects, as well as other diversified ways such as participation in investment in industrial funds in line with the Group's industrial direction.

Save for the above changes, there is no other change in the intended use of the Proceeds from the Initial Public Offering of H Shares.

**(3) Reasons and benefits of the Proposed Change in the Use of Proceeds from the Initial Public Offering of H Shares**

***(i) Enhancing relationships with our existing customers and further expanding our customer base***

In view of the improving independent research and development capability of the Group, the digital transformation of member stores mainly relies on the empowerment on the member stores by the Group's independent research and development of SaaS products, thus reducing the demand for digital transformation funds. In the meanwhile, the Group is proposed to increase funding in client managers team so as to provide better services to member stores. According to the Group's strategic plan, the Group will focus on channel optimization and deploy cooperative customer network of service providers; therefore, the demand for funds to provide solutions to wholesalers will rise. At the same time, subsidiaries in various regions will step up promotion efforts to improve their services to member stores in an all-round way, while service providers will also help expand member stores, thereby reducing capital needs for "Strategically expanding into northern and southern regions of China where there is great potential for further development". Taking into account the above factors, it is proposed to adjust the internal structure of the itemized uses under the use of proceeds of "Enhancing relationships with our existing customers and further expanding our customer base".

***(ii) Optimizing the capability and efficiency of the supply chain***

Since the Group has strengthened its independent research and development capability, and the digitalization and automation of order and fulfillment management systems have basically met the Group's current supply chain needs, it is proposed to adjust the internal structure of the itemized uses under the use of proceeds of "Optimizing the capability and efficiency of the supply chain", which adjusts the expected remaining proceeds to be used for "Increasing spending on joint product R&D with our industry partners, brand licensing and tailored manufacturing" to further enhance the Group's product supply chain capability. In addition, in order to provide better service to fulfill the needs of customers and rapidly improve the supply chain capability of the Group, it is proposed to transfer in the remaining proceeds of RMB60.0 million under the use of proceeds of "Increasing investment in the IT infrastructure of our platform and enhancing SaaS+ business monetization capability".

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## LETTER FROM THE BOARD

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*(iii) Increasing investment in the IT infrastructure of our platform and enhancing SaaS+ business monetization capability*

The Group has continued to strengthen the capacity building for systematic research and development, and established core competitiveness in key products, thereby reducing its dependence on external resources. At the same time, the rapidly developing artificial intelligence technology ensures the efficiency of research and development while bringing down the investment in the research and development on human resource. Consequently, the Group's demand for funds in research and development investment is lowered.

It is proposed to adjust the expected remaining proceeds of RMB60.0 million to be used for "Increasing spending on joint product R&D with our industry partners, brand licensing and tailored manufacturing" under the use of proceeds of "Optimizing the capability and efficiency of the supply chain", which will help improve the supply chain capability of the Company and provide more competitive products for the lower-tier market. And it is proposed to adjust the expected remaining proceeds of RMB140.0 million to be used for "Working capital", to be mainly used for the daily business activities of the Company, which will help lower financial expenses and maximize the interests of the Company and all Shareholders.

*(iv) Selectively pursuing strategic alliances, investments, or acquisitions*

The Group has always stayed focused on improving the supply chain capability, constantly strengthened the construction and management of the supply chain, and increased the control and service capability of the industry value chain. And following the rapid development of the Group, the research and development system of the Group has continued to be optimized, the research and development capability has continued to be improved, the research and development team has continued to be scaled up, and the dependence of the Group on third-party SaaS technology and service providers has been gradually reduced. In light of the above, it is proposed to adjust the internal structure of the itemized uses under the use of proceeds of "Selectively pursuing strategic alliances, investments, or acquisitions", which adjusts the RMB60.0 million under "Third-party SaaS technology and service providers" to be used for "Brand manufacturers within each merchandise segment".

At the same time, in order to further improve the efficiency of the use of the proceeds and accelerate the integration with resource parties, it is proposed to further optimize and clarify the use of the proceeds, which flexibly adjusts the investment subjects, cooperative objects of investment and investment methods in respect to the use of proceeds.

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## LETTER FROM THE BOARD

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The adjustments will neither adversely affect the Group's financial position and production and operation, nor involve related party (connected) transactions.

(v) *Working capital*

It is proposed to adjust the RMB140.0 million under “Increasing investment in the IT infrastructure of our platform and enhancing SaaS+ business monetization capability” to be used for “Working capital”, and the balance interest income from the Proceeds from the Initial Public Offering of H Shares will be used to supplement the working capital for funding the daily business activities of the Group, which will help reduce finance costs and enhance capital efficiency.

**(4) Impact of the Proposed Change in the Use of Proceeds from the Initial Public Offering of H Shares on the Company**

The Company, based on the principle of prudence, proposes to change the use of the Proceeds from the Initial Public Offering of H Shares. Such change is in line with the Group's future strategic plan, and will be conducive to improving services to member stores, deploying the cooperative customer network of service providers and enhancing the Group's supply chain capabilities.

The Board confirms that there is no material change in the business nature of the Group as set out in the Prospectus, and considers that the Proposed Change in the Use of Proceeds from the Initial Public Offering of H Shares will not have any material adverse impact on the operations of the Group and is in the best interests of the Company and the Shareholders as a whole.

The above resolution was considered and approved by the Board on October 17, 2023 and is being proposed as an ordinary resolution for consideration and approval at the EGM.

**5. PROPOSED ADJUSTMENT TO THE 2023 DEVELOPMENT AND INVESTMENT PLAN**

Reference is made to the circular of the Company dated April 27, 2023 and the announcement of the poll results of the Company dated May 18, 2023 in relation to, among other things, the 2023 Development and Investment Plan which was considered and approved by the Shareholders at the 2022 annual general meeting held on May 18, 2023 (the “**2023 Development and Investment Plan**”).

Taking into account the actual investment operation of the Company, the Company intends to adjust the amount of strategic investment in industrial ecology under the 2023 Development and Investment Plan, and the amount of investment is proposed to be adjusted from RMB200 million to RMB350 million, after adjustment, the overall capital investment for the 2023 Development and Investment Plan will be RMB800 million.

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## LETTER FROM THE BOARD

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As of the Latest Practicable Date, the amount for the Company's industrial ecology strategic investment projects which have been delivered and are pending delivery reached approximately RMB100 million. In order to ensure the achievement of the Company's annual strategic objectives, and taking into account the Company's existing resources for potential investment projects, the Company intends to increase its investment in the upstream and downstream leading enterprises of the industry value chain and related enterprises in the fourth quarter, to enhance the control of the industry value chain and service capability and strengthen the Company's profitability, and endeavor to create more value for the Shareholders. It is estimated that the scale of industrial ecology strategic investment for the current year will be approximately RMB350 million.

The aforesaid proposed adjustment to the 2023 Development and Investment Plan is in line with the Company's development strategy and the changes in the market situation, and none of the relevant investments involve related party (connected) transactions.

The above resolution was considered and approved by the Board on October 17, 2023 and is being proposed as an ordinary resolution for consideration and approval at the EGM.

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

Reference is made to the announcement of the Company dated September 20, 2023 in relation to, among other things, the proposed amendments to the Articles of Association.

In order to expand the Company's business scope and create new profit growth points, the Company proposes to provide customized software solutions for various industries through software development. Accordingly, the Company proposes to change its business scope by adding the business scope of "Software Development".

In addition, on February 17, 2023, the State Council and the CSRC issued the "Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》)" and the "Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》)" (collectively, the "**New PRC Regulations**"), respectively, with effect from March 31, 2023. Meanwhile, the "Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》)" issued by the State Council on August 4, 1994 (the "**Special Regulations**") and the "Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (ZWF [1994] No.21) (《到境外上市公司章程必備條款》(證委發[1994]21號文件))" issued by the State Council Securities Commission and the State Commission for Restructuring the Economic Systems on August 27, 1994 (the "**Mandatory Provisions**") shall be repealed as of the effective date of the New PRC Regulations. PRC issuers shall formulate their articles of association with reference to the "Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》)" issued by the CSRC

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## LETTER FROM THE BOARD

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(the “**PRC Guidelines on AoA**”) rather than the Mandatory Provisions. Pursuant to the New PRC Regulations, the Hong Kong Stock Exchange has made consequential amendments to the Hong Kong Listing Rules with effect from August 1, 2023.

Given the above, the Board proposes to make amendments to the Articles of Association in order to expand the Company’s business scope, to remove such provisions that are obsolete as a result of the repeal of the Special Regulations and the Mandatory Provisions, to reflect the New PRC Regulations, to embody certain requirements of the PRC Guidelines on AoA and so on. Details of the proposed amendments in relation to the Articles of Association are set out in the Appendix I to this circular.

The proposed amendments to the Articles of Association will not undermine the protection of the Shareholders and will not have material impact on measures relating to shareholder protection. In particular, according to the New PRC Regulations, domestic shares and H shares shall be regarded as the same class of ordinary shares and holders of domestic shares and H shares shall be no longer regarded as different classes of shareholders, the substantive rights attached to the two types of shares (including voting rights, dividends and asset distribution in case of liquidation) shall be identical. Therefore, the removal of the class meeting requirement from the Articles of Association will not undermine the protection of the Shareholders. In addition, given that there are sufficient dispute resolution channels (such as court proceedings in Mainland China and Hong Kong) to enable the Shareholders to exercise their rights under the Articles of Association, the removal of the arbitration provision from the Articles of Association and the abolition of arbitration as the sole means of dispute resolution will not affect the protection of the Shareholders.

The amended Articles of Association will become effective from the date of consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. Prior to that, the existing Articles of Association shall remain effective.

The above resolution was considered and approved by the Board on September 20, 2023 and is being proposed as a special resolution for consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

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## **LETTER FROM THE BOARD**

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### **7. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING**

As mentioned above, considering the Company's intention to amend the Articles of Association, the Company also proposes to make corresponding amendments to the Rules of Procedures for the General Meeting. Details of the proposed amendments to the Rules of Procedures for the General Meeting are set out in Appendix II to this circular.

The amended Rules of Procedures for the General Meeting will take effect from the date of consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. Prior to that, the existing Rules of Procedures for the General Meeting shall remain effective.

The above resolution was considered and approved by the Board on September 20, 2023 and is being proposed as a special resolution for consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

### **8. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS**

As mentioned above, considering the Company's intention to amend the Articles of Association, the Company also proposes to make corresponding amendments to the Rules of Procedures for the Board of Directors. Details of the proposed amendments to the Rules of Procedures for the Board of Directors are set out in Appendix III to this circular.

The amended Rules of Procedures for the Board of Directors will become effective from the date of consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. Prior to that, the current Rules of Procedures for the Board of Directors shall remain effective.

The above resolution was considered and approved by the Board on September 20, 2023 and is being proposed as a special resolution for consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

### **9. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS**

As mentioned above, considering the Company's intention to amend the Articles of Association, the Company also proposes to make corresponding amendments to the Rules of Procedures for the Board of Supervisors. Details of the proposed amendments to the Rules of Procedures for the Board of Supervisors are set out in Appendix IV to this circular.

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## LETTER FROM THE BOARD

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The amended Rules of Procedures for the Board of Supervisors will become effective from the date of consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting. Prior to that, the current Rules of Procedures for the Board of Supervisors shall remain effective.

The above resolution was considered and approved by the Board of Supervisors on September 20, 2023 and is being proposed as a special resolution for consideration and approval at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

### **10. EGM AND H SHARE CLASS MEETING AND VOTING METHOD**

The EGM and the H Share Class Meeting will be held by the Company at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC at 2 p.m. on Tuesday, November 14, 2023. The notice of the EGM and the notice of the H Share Class Meeting are set out on pages 133 to 135 and pages 136 to 137 of this circular, respectively.

The register of members of the Company will be closed from Thursday, November 9, 2023 to Tuesday, November 14, 2023 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the EGM and/or the H Share Class Meeting, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the EGM and/or the H Share Class Meeting, all completed transfer documents together with the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 4:30 pm on Wednesday, November 8, 2023. All Shareholders whose names appear on the register of members of the Company on Tuesday, November 14, 2023 are entitled to attend and vote at the EGM and/or the H Share Class Meeting.

Forms of proxy for the EGM and the H Share Class Meeting are enclosed with this circular, respectively, and are available on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.htd.cn](http://www.htd.cn)). Shareholders who intend to appoint proxies to attend the EGM and/or the H Share Class Meeting are requested to complete and return the form(s) of proxy to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 24 hours before the time of the EGM and/or the H Share Class Meeting. Completion and return of the form(s) of proxy will not preclude Shareholders from attending and voting in person at the EGM and/or the H Share Class Meeting or any adjournment thereof should they so wish at that time.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules and Article 110 of the Articles of Association, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, all resolutions at the EGM and the H Share Class Meeting will be taken by poll.

### 11. RECOMMENDATION

The Board considers that all the resolutions set out in the notice of the 2023 Second Extraordinary General Meeting and the notice of the 2023 Third H Share Class Meeting for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions to be proposed at the EGM and the H Share Class Meeting.

By order of the Board  
**Huitongda Network Co., Ltd.**  
**WANG Jianguo**  
*Chairman*

COMPARATIVE TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
1.	<p><b>Article 1</b> To safeguard the lawful interests of Huitongda Network Co., Ltd. (the “<b>Company</b>”) and its shareholders and creditors, as well as to regulate the organization and acts of the Company, the Articles of Association are formulated and enacted in accordance with “the Company Law of the People’s Republic of China” (the “<b>Company Law</b>”), “the Securities Law of the People Republic of China”, “the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “<b>Special Regulations</b>”), “the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas”, “the Letter of Opinions of Overseas Listing Department of CSRC and Production System Department of the State Commission for Restructuring the Economic System on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong”, “Opinion on the Further Promotion of the Regular Operation and In-Depth Reform of Companies Listed Overseas”, “the Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies”, “the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (the “<b>Hong Kong Listing Rules</b>”) and other laws, administrative regulations, departmental rules, regulatory documents, and relevant regulations of the securities regulatory agency in the place where the Company’s shares are listed and based on the actual conditions of the Company.</p>	<p><b>Article 1</b> To safeguard the lawful interests of Huitongda Network Co., Ltd. (the “<b>Company</b>”) and its shareholders and creditors, as well as to regulate the organization and acts of the Company, the Articles of Association are formulated and enacted in accordance with “the Company Law of the People’s Republic of China” (the “<b>Company Law</b>”), “the Securities Law of the People Republic of China”, “the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “<b>Special Regulations</b>”), “the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas”, “the Letter of Opinions of Overseas Listing Department of CSRC and Production System Department of the State Commission for Restructuring the Economic System on the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong”, “Opinion on the Further Promotion of the Regular Operation and In-Depth Reform of Companies Listed Overseas”, “the Official Reply of the State Council on the Adjustment of the Notice Period for the General Meeting and Other Matters Applicable to the Overseas Listed Companies”, “<u>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u>”, “the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (the “<b>Hong Kong Listing Rules</b>”) and other laws, administrative regulations, departmental rules, regulatory documents, and relevant regulations of the securities regulatory agency in the place where the Company’s shares are listed and, based on the actual conditions of the Company <u>and with reference to the Guidelines for the Articles of Association of Listed Companies.</u></p>	<p>The Special Regulations and the Mandatory Provisions have been repealed;</p> <p>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “<b>Trial Measures</b>”) has taken into effect.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
2.	<p><b>Article 2</b> The Company is a joint stock limited company incorporated in accordance with the Company Law, the Special Regulations and other relevant regulations.</p> <p>The Company is a joint stock limited company wholly reorganized from Huitongda Network Co., Ltd. and established by way of sponsorship on December 15, 2015, and was registered with and has obtained a corporate business license from the Administration for Industry and Commerce of Jiangsu Province on December 15, 2015. The Company's unified social credit code is 91320000566807479B. All the then shareholders of Huitongda Network Company Limited are the promoters of the Company, namely Wang Jianguo, Xu Xiuxian, Wang Jian, Five Star Holdings Group Co., Ltd. (五星控股集團有限公司), Qian Zhengming, Bian Huimin, Xu Weihong, Wang Qilin, Li Wei, Cai Jingzhong, Li Yonghua, Shenzhen Huasheng Fengda Investment Partnership (Limited Partnership) (深圳華晟豐達投資合夥企業(有限合夥)), Tianjin New Vision Yousheng Equity Investment Partnership (Limited Partnership) (天津新遠景優盛股權投資合夥企業(有限合夥)), Jiangsu Province Modern Service Industry Development Venture Capital Fund (L.P.) (江蘇省現代服務業發展創業投資基金(有限合夥)), Huatai Zijin (Jiangsu) Equity Investment Fund (Limited Partnership) (華泰紫金(江蘇)股權投資基金(有限合夥)), Suzhou Industrial Park Shunwei Technology Venture Capital Partnership (Limited Partnership) (蘇州工業園區順為科技創業投資合夥企業(有限合夥)), Beijing Yuhui Tianxin Investment Management Co., Ltd.(北京宇輝天欣投資管理有限公司), and Nanjing Daoning Investment Management Center (General Partnership) (南京道寧投資管理中心(普通合夥)).</p>	<p><b>Article 2</b> The Company is a joint stock limited company incorporated in accordance with the Company Law, <del>the Special Regulations</del> and other relevant regulations.</p> <p>The Company is a joint stock limited company wholly reorganized from Huitongda Network Co., Ltd. and established by way of sponsorship on December 15, 2015, and was registered with and has obtained a corporate business license from the Administration for Industry and Commerce of Jiangsu Province on December 15, 2015. The Company's unified social credit code is 91320000566807479B. All the then shareholders of Huitongda Network Company Limited are the promoters of the Company, namely Wang Jianguo, Xu Xiuxian, Wang Jian, Five Star Holdings Group Co., Ltd. (五星控股集團有限公司), Qian Zhengming, Bian Huimin, Xu Weihong, Wang Qilin, Li Wei, Cai Jingzhong, Li Yonghua, Shenzhen Huasheng Fengda Investment Partnership (Limited Partnership) (深圳華晟豐達投資合夥企業(有限合夥)), Tianjin New Vision Yousheng Equity Investment Partnership (Limited Partnership) (天津新遠景優盛股權投資合夥企業(有限合夥)), Jiangsu Province Modern Service Industry Development Venture Capital Fund (L.P.) (江蘇省現代服務業發展創業投資基金(有限合夥)), Huatai Zijin (Jiangsu) Equity Investment Fund (Limited Partnership) (華泰紫金(江蘇)股權投資基金(有限合夥)), Suzhou Industrial Park Shunwei Technology Venture Capital Partnership (Limited Partnership) (蘇州工業園區順為科技創業投資合夥企業(有限合夥)), Beijing Yuhui Tianxin Investment Management Co., Ltd.(北京宇輝天欣投資管理有限公司), and Nanjing Daoning Investment Management Center (General Partnership) (南京道寧投資管理中心(普通合夥)).</p>	The Special Regulations have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
3.	<p><b>Article 8</b> The Articles of Association is binding on the Company and its shareholders, directors, supervisors and senior officer; the aforementioned person(s) may assert claims in respect of the Company's affairs pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders, shareholders may institute legal proceedings against the directors, supervisors, general manager, and other senior officer of the Company, and shareholders may also institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, supervisors, general manager, and other senior officer.</p> <p>"Legal proceedings" as mentioned in the preceding paragraph shall cover any legal action brought to a court or any arbitration application submitted to an arbitration institution.</p>	<p><b>Article 8</b> The Articles of Association is binding on the Company and its shareholders, directors, supervisors and senior officer; the aforementioned person(s) may assert claims in respect of the Company's affairs pursuant to the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders, shareholders may institute legal proceedings against the directors, supervisors, general manager, and other senior officer of the Company, and shareholders may also institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, supervisors, general manager, and other senior officer.</p> <p><del>"Legal proceedings" as mentioned in the preceding paragraph shall cover any legal action brought to a court or any arbitration application submitted to an arbitration institution.</del></p>	<p>The Special Regulations have been repealed;</p> <p>Article 10 of the PRC Guidelines on AoA.</p>
4.	<p><b>Article 12</b> The scope of business of the Company registered according to law includes computer network technology development and service, online sales of goods and services, wholesale and retail of electronic products, household appliances, agricultural materials, feed, agricultural machinery, agricultural equipment, pre-packaged food, electric vehicles and accessories, automobiles and accessories, home decoration and building materials, sales and service of solar power equipment and accessories, technology development, transfer, consultation and service in the supply chain field, enterprise management information consultation, telecommunication value-added business, property leasing and property management. (Projects subject to approval according to law may only be carried out after approval by relevant authorities)</p>	<p><b>Article 12</b> The scope of business of the Company registered according to law includes computer network technology development and service, online sales of goods and services, wholesale and retail of electronic products, household appliances, agricultural materials, feed, agricultural machinery, agricultural equipment, pre-packaged food, electric vehicles and accessories, automobiles and accessories, home decoration and building materials, sales and service of solar power equipment and accessories, technology development, transfer, consultation and service in the supply chain field, enterprise management information consultation, telecommunication value-added business, <b>software development</b>, property leasing and property management. (Projects subject to approval according to law may only be carried out after approval by relevant authorities)</p>	<p>According to the actual operation needs of the Company, the Company proposes to expand the business scope.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
5.	<p><b>Article 15</b> All shares issued by the Company shall have a par value denominated in Renminbi, which shall be RMB1 for each share.</p> <p>The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon approval by the authorities authorized by the State Council.</p>	<p><b>Article 15</b> All shares issued by the Company shall have a par value denominated in Renminbi, which shall be RMB1 for each share.</p> <p><del>The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon approval by the authorities authorized by the State Council.</del></p>	The Mandatory Provisions have been repealed.
6.	<p><b>Article 16</b> Subject to the approval of the securities regulatory authorities under the State Council, the Company may issue shares to qualified domestic investors and overseas investors.</p> <p>For the purposes of the preceding paragraph, the term “overseas investors” shall refer to the investors from foreign countries or from Hong Kong Special Administrative Region (“<b>Hong Kong</b>”), Macao Special Administrative Region or Taiwan region of the People’s Republic of China (“<b>China</b>”) who subscribe for the shares issued by the Company, and the term “domestic investors” shall refer to the investors inside China, excluding the above-mentioned regions, who subscribe for the shares issued by the Company.</p>	<p><b>Article 16</b> Subject to the approval/<u>filing</u> of the securities regulatory authorities under the State Council, the Company may issue shares to qualified domestic investors and overseas investors.</p> <p>For the purposes of the preceding paragraph, the term “overseas investors” shall refer to the investors from foreign countries or from Hong Kong Special Administrative Region (“<b>Hong Kong</b>”), Macao Special Administrative Region or Taiwan region of the People’s Republic of China (“<b>China</b>”) who subscribe for the shares issued by the Company, and the term “domestic investors” shall refer to the investors inside China, excluding the above-mentioned regions, who subscribe for the shares issued by the Company.</p>	<p>The Special Regulations and the Mandatory Provisions have been repealed;</p> <p>according to the Trial Measures, the issuance of shares by the Company has been changed to comply with the filing requirements.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
7.	<p><b>Article 17</b> The shares issued by the Company to the domestic investors and to be subscribed for in Renminbi shall be referred to as “domestic shares”. Shares issued by the Company to overseas investors and to be subscribed in a foreign currency shall be referred to as “foreign shares”. Foreign shares listed outside China shall be referred to as “overseas listed foreign shares”.</p> <p>Shares that have been approved for issuance by the authorities authorized by the State Council and have been approved by overseas securities regulatory authorities and are listed and traded in overseas stock exchanges are collectively referred to as overseas listed shares.</p> <p>The overseas shares issued by the Company and listed in The Stock Exchange of Hong Kong Limited (“<b>Hong Kong Stock Exchange</b>”) are briefly referred to as H shares, which shall be the shares listed on Hong Kong Stock Exchange, denominated in Renminbi, and subscribed for and traded in a foreign currency.</p>	<p><b>Article 17</b> The shares issued by the Company to the domestic investors and to be subscribed for in Renminbi shall be referred to as “domestic shares”. Shares issued by the Company to overseas investors and to be subscribed in a foreign currency shall be referred to as “foreign shares”. Foreign shares listed outside China shall be referred to as “overseas listed foreign shares”.</p> <p><b><u>Both holders of domestic shares and overseas listed foreign shares shall be the shareholders of ordinary shares, and have the same rights and obligations.</u></b></p> <p>Shares that have been approved/<b>filed</b> for issuance by the authorities authorized by the State Council and have been approved by overseas securities regulatory authorities and are listed and traded in overseas stock exchanges are collectively referred to as overseas listed shares.</p> <p>The overseas shares issued by the Company and listed in The Stock Exchange of Hong Kong Limited (“<b>Hong Kong Stock Exchange</b>”) are briefly referred to as H shares, which shall be the shares listed on Hong Kong Stock Exchange, denominated in Renminbi, and subscribed for and traded in a foreign currency.</p>	<p>The Special Regulations and the Mandatory Provisions have been repealed;</p> <p>according to the Trial Measures, the issuance and full circulation of shares by the Company have been changed to comply with the filing requirements;</p> <p>amendments for improvement;</p> <p>the duplicate content is deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>For the purposes of the preceding paragraph, the term “foreign currency” shall refer to the lawful currency of a country or area outside China, which is recognized by the State Administration of Foreign Exchange and can be used to pay for the shares of the Company.</p> <p>To the extent permitted by the relevant laws, administrative regulations and departmental rules, the shareholders of the Company may list and trade the unlisted shares overseas with the approval of the relevant regulatory authorities, such as the securities regulatory authorities under the State Council. The listing and trading of the aforesaid shares in foreign stock exchanges shall be subject to the regulatory procedures, regulations and requirements of overseas stock markets.</p>	<p>For the purposes of the preceding paragraph, the term “foreign currency” shall refer to the lawful currency of a country or area outside China, which is recognized by the State Administration of Foreign Exchange and can be used to pay for the shares of the Company.</p> <p>To the extent permitted by the relevant laws, administrative regulations and departmental rules, <del>the shareholders of the Company may list and trade</del> the unlisted shares overseas with the approval of the relevant regulatory authorities, such as the securities regulatory authorities under the State Council. <u>shareholders holding unlisted domestic shares of the Company may apply for the conversion of domestic unlisted shares held by them into overseas listed shares for the listing and trading of such shares on an overseas stock exchange. The aforesaid shareholders shall entrust the Company to file with the securities regulatory authority of the State Council. The aforesaid applications, filings and other matters are not subject to voting at a general meeting.</u> The listing and trading of the aforesaid shares in foreign stock exchanges shall be subject to the regulatory procedures, regulations and requirements of overseas stock markets.</p> <p><u>The unlisted domestic shares as mentioned in the preceding paragraph shall be the domestic shares issued by the Company but not listed or traded on the domestic stock exchange(s).</u></p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>With the approval of the securities regulatory authorities under the State Council and the Hong Kong Stock Exchange, the holders of domestic shares of the Company may transfer all or part of the shares held by them to foreign investors and list them overseas; the domestic shares of the Company are approved can be converted in whole or in part into foreign shares, and the converted foreign shares can be listed and traded in overseas stock exchanges. The listing and trading of the transferred or converted shares in overseas stock exchanges shall be subject to the regulatory procedures, regulations and requirements of overseas stock markets.</p> <p>For the listing and trading of transferred shares in overseas stock exchanges or the conversion of domestic shares into foreign shares and the listing and trading of such shares in overseas stock exchanges, there is no need to hold a general meeting or a class meeting for voting. After the conversion of domestic shares into overseas listed foreign shares, they shall be in the same class of shares as the original overseas listed foreign shares listed in the same overseas stock exchange.</p>	<p><del>With the approval of the securities regulatory authorities under the State Council and the Hong Kong Stock Exchange, the holders of domestic shares of the Company may transfer all or part of the shares held by them to foreign investors and list them overseas; the domestic shares of the Company are approved can be converted in whole or in part into foreign shares, and the converted foreign shares can be listed and traded in overseas stock exchanges. The listing and trading of the transferred or converted shares in overseas stock exchanges shall be subject to the regulatory procedures, regulations and requirements of overseas stock markets.</del></p> <p><del>For the listing and trading of transferred shares in overseas stock exchanges or the conversion of domestic shares into foreign shares and the listing and trading of such shares in overseas stock exchanges, there is no need to hold a general meeting or a class meeting for voting. After the conversion of domestic shares into overseas listed foreign shares, they shall be in the same class of shares as the original overseas listed foreign shares listed in the same overseas stock exchange.</del></p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
8.	<p><b>Article 20</b> Upon the approval of the plan for issuing overseas listed foreign shares and domestic shares by the securities regulatory authorities under the State Council, the Board of Directors of the Company may arrange for the implementation of such plan by means of separate issuances.</p> <p>The Company's plan for separate issuances of overseas listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of approval by the securities regulatory authorities under the State Council.</p>	Deleted	The Special Regulations and the Mandatory Provisions have been repealed.
9.	<p><b>Article 21</b> If the Company issues overseas listed foreign shares and domestic shares separately within the total amount of shares specified in the issue plan, such issues shall be fully subscribed for at their respective offerings; if the shares cannot be fully subscribed for once due to special circumstances, the shares may, subject to the approval of the securities regulatory authorities under the State Council, be issued in several stages.</p>	Deleted	The Special Regulations and the Mandatory Provisions have been repealed.
10.	<b>Addition</b>	<p><b><u>Article 20</u></b> <b><u>The Company or its subsidiaries (including affiliates of the Company) shall not provide any assistance in manners including gift, advance funds, guarantee, compensation or loans to a person who is acquiring or is proposing to acquire shares in the Company.</u></b></p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 21 of the PRC Guidelines on AoA;</p> <p>the position of original Article 33 of the Articles of Association is relocated to this Article, and the content is adjusted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
11.	<p><b>Article 22</b> In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of the general meeting, increase its capital by the following methods:</p> <p>(I) by offering new shares to non-specified investors;</p> <p>(II) by offering new shares to specified investors;</p> <p>(III) by placing or allotting new shares to existing shareholders;</p> <p>(IV) by capitalizing its capital reserve;</p> <p>(V) by any other method which is permitted by laws and administrative regulations and the relevant regulatory authorities.</p> <p>The Company's increase in capital by issuing new shares shall be handled in accordance with the procedures set out in relevant laws, administrative regulations and the Hong Kong Listing Rules after having been approved in accordance with the Articles of Association.</p>	<p><b>Article 22<del>1</del></b> In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of the general meeting, increase its capital by the following methods:</p> <p>(I) by <del>offering new</del><b>public offering of</b> shares to <del>non-specified investors</del>;</p> <p>(II) by <del>offering new</del><b>private placement of</b> shares to <del>specified investors</del>;</p> <p>(III) by <del>placing or allotting new</del><b>bonus</b> shares to existing shareholders;</p> <p>(IV) by capitalizing its capital reserve;</p> <p>(V) by any other method which is permitted by laws and administrative regulations and the relevant regulatory authorities.</p> <p>The Company's increase in capital by issuing new shares shall be handled in accordance with the procedures set out in relevant laws, administrative regulations and the Hong Kong Listing Rules after having been approved in accordance with the Articles of Association.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 22 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
12.	<p><b>Article 24</b> Under the following circumstances, the Company may repurchase its shares in accordance with the provisions of the relevant laws, administrative regulations, departmental rules and the Articles of Association:</p> <p>(I) to reduce the registered capital of the Company;</p> <p>(II) to merge with other companies that hold the shares of the Company;</p> <p>(III) to use the shares for the Employee Stock Ownership Plan or as the equity incentive;</p> <p>(IV) the shareholders who disagree with the merger or separation resolution made by the general meeting ask the Company to acquire their shares;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) necessary for protecting the company value and the shareholders' equity;</p> <p>(VII) any other circumstances required by the laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed.</p>	<p><b>Article 24<del>3</del></b> Under the following circumstances, the Company may repurchase its shares in accordance with the provisions of the relevant laws, administrative regulations, departmental rules and the Articles of Association:</p> <p>(I) to reduce the registered capital of the Company;</p> <p>(II) to merge with other companies that hold the shares of the Company;</p> <p>(III) to use the shares for the Employee Stock Ownership Plan or as the equity incentive;</p> <p>(IV) the shareholders who disagree with the merger or separation resolution made by the general meeting ask the Company to acquire their shares;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) necessary for protecting the company value and the shareholders' equity;</p> <p>(VII) any other circumstances required by the laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed.</p>	Article 26 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>Except for the above situations, the Company shall not engage in the activity of trading its shares.</p> <p>The repurchase of shares by the Company for the reasons set out in subparagraphs (I) and (II) above shall be subject to the resolution of the general meeting. The repurchase of shares by the Company for the reasons set out in item (III), item (V) and item (VI) above shall be subject to the resolution made at a board meeting attended by two-thirds or more of the directors.</p> <p>In terms of the domestic shares, the shares repurchased by the Company shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled in 10 days after the date of repurchase; for the circumstance in item (II) or (IV), such shares shall be transferred or canceled in 6 months; for the circumstance in item (III), (V) or (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled in 3 years.</p> <p>If it is otherwise specified in provisions of the laws, administrative regulations, departmental rules and relevant rules of the securities regulatory authorities where the Company's shares are listed on the handling of the matters involved in the aforementioned share repurchase, such provisions shall prevail.</p> <p>If the Company purchases its shares, it shall perform its obligation of information disclosure according to law.</p>	<p>Except for the above situations, the Company shall not engage in the activity of trading its shares.</p> <p>The repurchase of shares by the Company for the reasons set out in subparagraphs (I) and (II) above shall be subject to the resolution of the general meeting. The repurchase of shares by the Company for the reasons set out in item (III), item (V) and item (VI) above <del>shall</del><u>may</u> be subject to the resolution made at a board meeting attended by two-thirds or more of the directors <u>in accordance with the authorization of the general meeting.</u></p> <p>In terms of the domestic shares, the shares repurchased by the Company shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled in 10 days after the date of repurchase; for the circumstance in item (II) or (IV), such shares shall be transferred or canceled in 6 months; for the circumstance in item (III), (V) or (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled in 3 years.</p> <p>If it is otherwise specified in provisions of the laws, administrative regulations, departmental rules and relevant rules of the securities regulatory authorities where the Company's shares are listed on the handling of the matters involved in the aforementioned share repurchase, such provisions shall prevail.</p> <p>If the Company purchases its shares, it shall perform its obligation of information disclosure according to law.</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
13.	<p><b>Article 25</b> The Company may repurchase its shares in one of the following manners:</p> <p>(I) by issuing repurchase offer to all the shareholders based on the same proportion;</p> <p>(II) through public trading on the stock exchange;</p> <p>(III) through agreement outside the stock exchange;</p> <p>(IV) other methods permitted by laws, administrative statutes and regulatory authorities.</p>	<p><b>Article 25<del>4</del></b> The Company may repurchase its shares <del>in one of the following manners: through open centralized trading or otherwise approved by laws, administrative regulations and the China Securities Regulatory Commission.</del></p> <p><del>(I) by issuing repurchase offer to all the shareholders based on the same proportion;</del></p> <p><del>(II) through public trading on the stock exchange;</del></p> <p><del>(III) through agreement outside the stock exchange;</del></p> <p><del>(IV) other methods permitted by laws, administrative statutes and regulatory authorities.</del></p> <p><u>The purchase of shares by the Company under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of Article 23, shall be conducted through open centralized trading.</u></p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 25 of the PRC Guidelines on AoA.</p>
14.	<p><b>Article 26</b> The Company may, with the prior approval of the general meeting in accordance with the Articles of Association, repurchase its shares through agreement outside the stock exchange. With prior approval of the general meeting in the same manner, the Company may rescind or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contract to repurchase shares referred to above includes but not limited to such agreement for the commitment to fulfill the obligations of share repurchase and acquisition of the rights to repurchase shares.</p> <p>The Company shall not assign a contract for the repurchase of its own shares or any of its rights thereunder.</p> <p>Where the Company has the right to purchase the redeemable shares, the purchase price shall be limited to a maximum price if the purchases are not made through the market or by tender; if the purchases are made by tender, tenders shall be made available to all shareholders on the same terms.</p>	Deleted	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements under Appendix III to the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
15.	<p><b>Article 28</b> Unless the Company is in the course of liquidation, it shall comply with the following provisions in repurchasing its issued and outstanding shares:</p> <p>(I) Where the Company repurchases its shares at par value, the payment shall be made out of the book balance of distributable profits of the Company or out of the proceeds from the issuance of new shares for that purpose;</p> <p>(II) Where the Company repurchases its shares at a premium to their par value, payment up to the par value shall be made out of the book balance of distributable profits of the Company or out of the proceeds from the issuance of new shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <ol style="list-style-type: none"> <li>1. If the shares repurchased were issued at their par value, the payment shall be made out of the book balance of distributable profits of the Company;</li> <li>2. If the shares repurchased were issued at a premium to their par value, the payment shall be made out of the book balance of distributable profit or out of the proceeds from the issuance of new shares made for that purpose; provided that the amount paid out of the proceeds from the issuance of new shares shall not exceed the total premium obtained at the time of issuance of the old shares or the current amount of the Company's premium account (or capital common reserve account) (including the premiums from the issuance of new shares) at the time of repurchase;</li> </ol>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(III) The sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> <li>1. acquisition of the right to repurchase its own shares;</li> <li>2. modification of any contract for repurchasing its own shares;</li> <li>3. release from any of its obligations under any repurchase contract.</li> </ol> <p>(IV) After the par value of the canceled shares has been deducted from the registered capital of the Company in accordance with relevant provisions, that portion of the amount deducted from the distributable profit for the payment of the par value portion of the shares repurchased shall be transferred to the Company's premium account (or capital common reserve account).</p> <p>If it is otherwise specified in the provisions of the laws, administrative regulations and relevant rules of the securities regulatory authorities on the financial treatment involved in the aforementioned share repurchase, such provisions shall prevail.</p>		
16.	<p><b>Article 29</b> Unless otherwise specified in the laws, administrative regulations, the Listing Rules and by the securities regulatory authorities in the place where the shares of the Company are listed, the paid-up shares of the Company can be freely transferred in accordance with laws and are not subject to any lien. The shares of the Company may be donated, inherited and pledged in accordance with relevant laws, administrative regulations and the Articles of Association. The transfer of shares shall be registered with the local stock registration institution entrusted by the Company.</p>	<p><b>Article 29</b> <del>Unless otherwise specified in the laws, administrative regulations, the Listing Rules and by the securities regulatory authorities in the place where the shares of the Company are listed, the</del> paid-up shares of the Company can be freely transferred in accordance with laws <del>and are not subject to any lien.</del> The shares of the Company may be donated, inherited and pledged in accordance with relevant laws, administrative regulations and the Articles of Association. <del>The transfer of shares, and</del> shall be registered with the local stock registration institution entrusted by the Company.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 27 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
17.	<p><b>Article 30</b> All the fully paid-up H-shares are freely transferable pursuant to the Articles of Association. However, the Board of Directors may refuse to recognize any instrument of transfer without giving any reasons thereof, unless:</p> <p>(I) the instrument of transfer and other documents relating to or affecting the ownership of any share shall be registered, and the fees shall not exceed the maximum fee set out in the Listing Rules by the Hong Kong Stock Exchange from time to time;</p> <p>(II) the instrument of transfer involves only the H-shares;</p> <p>(III) the stamp duty payable in respect of the instrument of transfer has been paid;</p> <p>(IV) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the rights to transfer such shares shall be provided;</p> <p>(V) if the shares are transferred to joint holders, the number of joint holders shall not exceed four;</p> <p>(VI) the relevant shares are free of any lien in favor of the Company; and</p> <p>(VII) the shares shall not be transferred to minors or persons of unsound mind or under legal incapacity.</p>	<p><del>Article 30</del><sup>27</sup> All the fully paid-up H-shares are freely transferable pursuant to the Articles of Association. However, the Board of Directors may refuse to recognize any instrument of transfer without giving any reasons thereof, unless:</p> <p><del>(I) the instrument of transfer and other documents relating to or affecting the ownership of any share shall be registered, and the fees shall not exceed the maximum fee set out in the Listing Rules by the Hong Kong Stock Exchange from time to time;</del></p> <p><del>(II) the instrument of transfer involves only the H-shares;</del></p> <p><del>(III) the stamp duty payable in respect of the instrument of transfer has been paid;</del></p> <p><del>(IV) the relevant share certificates and evidence reasonably required by the Board of Directors showing that the transferor has the rights to transfer such shares shall be provided;</del></p> <p><del>(V) if the shares are transferred to joint holders, the number of joint holders shall not exceed four;</del></p> <p><del>(VI) the relevant shares are free of any lien in favor of the Company; and</del></p> <p><del>(VII) the shares shall not be transferred to minors or persons of unsound mind or under legal incapacity.</del></p>	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements under Appendix III to the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>If the Board of Directors refuses to register the transfer of shares, the Company shall give the transferor and transferee a notice of refusal to register the transfer of shares within two months from the date of the formal application for transfer. All the H-shares shall be transferred by way of written transfer instrument in an ordinary or general format, or any other format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). A written transfer instrument may be signed by hand or (where the transferor or transferee is a corporation) by the effective company seal. If the transferor or transferee is a recognized clearing house as defined in the laws of Hong Kong (the “<b>Recognized Clearing House</b>”) or its agent, the written transfer instrument may be signed by hand or in a machine-printed form.</p> <p>All the transfer instruments shall be kept at the legal address of the Company or such address as the Board of Directors may specify from time to time.</p>	<p><del>If the Board of Directors refuses to register the transfer of shares, the Company shall give the transferor and transferee a notice of refusal to register the transfer of shares within two months from the date of the formal application for transfer. All the H-shares shall be transferred by way of written transfer instrument in an ordinary or general format, or any other format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). A written transfer instrument may be signed by hand or (where the transferor or transferee is a corporation) by the effective company seal. If the transferor or transferee is a recognized clearing house as defined in the laws of Hong Kong (the “<b>Recognized Clearing House</b>”) or its agent, the written transfer instrument may be signed by hand or in a machine-printed form.</del></p> <p>All the transfer instruments shall be kept at the legal address of the Company or such address as the Board of Directors may specify from time to time.</p>	
18.	<b>Section 4 Financial Assistance for the Purchase of Shares of the Company</b>	Deleted	The Mandatory Provisions have been repealed.
19.	<p><b>Article 33</b> The Company or its subsidiaries (including affiliates of the Company) shall not at any time provide any financial assistance to purchasers or potential purchasers of the Company’s shares by way of gift, advance, guarantee, compensation or loans. The aforesaid purchasers include the persons directly or indirectly incurring obligations because of the purchase of the Company’s shares.</p> <p>The Company or its subsidiaries (including affiliates of the Company) shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.</p> <p>This Article shall not be applicable to such circumstances as stated in Article 35 hereof.</p>	Deleted	The Mandatory Provisions have been repealed, the position of original Article 33 of the Articles of Association is relocated to Article 20 of the Articles of Association, and the content is adjusted.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
20.	<p><b>Article 34</b> The “financial assistance” referred to in this chapter shall include (but is not limited to) financial assistance in the forms set out below:</p> <p>(I) gift;</p> <p>(II) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of the obligation by the obligor), compensation (other than compensation in respect of the Company’s own fault), relief or waiver of rights;</p> <p>(III) provision of a loan or the conclusion of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to or the assignment of rights under such loan or contract;</p> <p>(IV) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>“Incurring an obligation” as mentioned in this chapter shall include incurring an obligation by making a contract or arrangement (whether enforceable or unenforceable, and whether made on one’s own account or with any other person) or by changing one’s financial position by any other means.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
21.	<p><b>Article 35</b> The acts listed below are not prohibited by Article 33 of the Articles of Association, subject to any prohibitions by the relevant laws, administrative regulations, departmental rules and normative documents:</p> <p>(I) the provision of financial assistance by the Company which is for the benefit of the Company in good faith and the main purpose of which is not to purchase shares of the Company, or the financial assistance which is an incidental part of a master plan of the Company;</p> <p>(II) the lawful distribution of the Company's assets as dividends;</p> <p>(III) the distribution of dividends in the form of shares;</p> <p>(IV) a reduction of registered capital, a repurchase of shares, capital restructuring, etc. in accordance with the Articles of Association;</p> <p>(V) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company shall not be reduced or that, to the extent that the assets were thereby reduced, the financial assistance was paid out of the Company's distributable profits);</p> <p>(VI) contributions made by the Company to the ESOP (provided that the net assets of the Company shall not be reduced or that, to the extent that the assets were thereby reduced, the financial assistance was paid out of the Company's distributable profits).</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
22.	<b>Section 5 Share Certificates and Register of Shareholders</b>	Deleted	-
23.	<p><b>Article 36</b> The share certificates of the Company shall be in registered form. The share certificates of the Company shall contain the particulars as required by the Company Law, and any other items as required by the stock exchange on which the shares of the Company are listed.</p> <p>The Overseas Listed Shares issued by the Company may take the form of certificates of overseas depository receipt or other derivative forms of share certificates pursuant to the laws of the listing venue and local practices governing the registration and deposit of securities.</p> <p>If the share capital of the Company includes non-voting shares, the words “non-voting” shall be inserted into the names of such shares. Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).</p>	Deleted	<p>The Special Regulations and the Mandatory Provisions have been repealed;</p> <p>the relevant requirements under Appendix III to the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
24.	<p><b>Article 37</b> When its H-shares are listed in the Hong Kong Stock Exchange, the Company shall ensure that all the H-share documents (including the H-share certificates) contain the following statements, and shall direct and cause its Share Transfer Registry to refuse to register the subscription, purchase or transfer of its shares in the name of any individual holder unless and until such individual holder has submitted to the Share Transfer Registry a duly signed form relating to such shares which contains the following statements:</p> <p>(I) The share purchasers and the Company and each shareholder, as well as the Company and each shareholder, agree to abide by and comply with the Company Law, Special Provisions, other relevant laws and administrative regulations and the Articles of Association;</p> <p>(II) The share purchasers agree with the Company, and each of its shareholders, directors, supervisors and general manager and other senior officers, the Company (for itself and on behalf of each of its directors, supervisors and general manager and other senior officers) agrees with each of the shareholders that, disputes or claims in connection with the affairs of the Company arising out of the Articles of Association or rights or obligations under the Company Law or other relevant laws or administrative regulations shall be submitted for arbitration in accordance with the Articles of Association, that they shall be deemed to have authorized the tribunal to hear in public and publish its award for any arbitration submitted, and that the award shall be final;</p> <p>(III) The share purchasers agree with the Company and each of its shareholders that the shares of the Company may be freely transferred by its holders;</p> <p>(IV) The share purchaser authorizes the Company to enter into, on its behalf, a contract with each of the directors, general manager and other senior officers who undertake to abide by and perform their duties to the shareholders as prescribed in the Articles of Association.</p>	Deleted	The Special Regulations and the Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
25.	<p><b>Article 38</b> Share certificates shall be signed by the chairman of the Board of Directors. Where the stock exchange on which the Company's shares are listed requires that the share certificates shall be signed by the general manager or other senior officers of the Company, the share certificates shall also be signed by the general manager and other relevant senior officers. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The affixing of the Company's seal on share certificates shall be authorized by the Board of Directors. The signatures of the chairman of the Board of Directors, the general manager or other relevant senior officers of the Company on the share certificates may also be in printed form. Under the conditions of paperless issuance and transactions of the Company's shares, the requirements otherwise stipulated by the securities regulatory authorities and stock exchanges of the places where the shares of the Company are listed shall prevail.</p>	Deleted	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements under Appendix III to the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
26.	<p><b>Article 39</b> The Company shall keep a register of shareholders containing the following particulars or register the shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:</p> <p>(I) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(II) the class and number of shares held by each shareholder;</p> <p>(III) the amount paid or payable on the shares held by each shareholder;</p> <p>(IV) the serial numbers of the shares held by each shareholder;</p> <p>(V) the date on which each shareholder was registered as a shareholder; and</p> <p>(VI) the date on which each shareholder ceased to be a shareholder.</p> <p>The register of shareholders shall be the sufficient evidence of the shareholders' shareholding in the Company, unless there is any evidence to the contrary.</p> <p>Subject to the Articles of Association and other applicable provisions, upon transfer of the Company's shares, the name of the transferee of the shares will be registered in the register of shareholders as the holder of such shares.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
27.	<p><b>Article 40</b> Transfer of shares shall be recorded in the register of shareholders. The Company may, in accordance with the understanding and agreement reached between the securities regulatory authorities under the State Council and the overseas securities regulatory authorities, keep the register of shareholders for overseas listed foreign shares outside China and appoint overseas agencies to maintain such register. The original register of shareholders for overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong, and the register of shareholders for overseas listed foreign shares shall be available for inspection by shareholders.</p> <p>Copies of the register of shareholders for overseas listed foreign shares shall be kept at the Company's legal address. The entrusted overseas agencies shall at all times maintain the consistency of the original register of shareholders for overseas listed foreign shares and the copies thereof.</p> <p>In case of any inconsistency between the original and copies of the register of shareholders for Overseas Listed Foreign Shares, the original shall prevail.</p>	Deleted	The Special Regulations and the Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
28.	<p><b>Article 41</b> The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following parts:</p> <p>(I) the register of shareholders other than those set out in paragraphs (II) and (III) below kept at the Company's legal address;</p> <p>(II) the register of shareholders for overseas listed foreign shares kept at the place where the overseas stock exchange in which those shares are listed is located;</p> <p>(III) The register of shareholders maintained in other place(s) as the Board of Directors thinks fit for the purpose of listing the shares of the Company.</p>	Deleted	The Mandatory Provisions have been repealed.
29.	<p><b>Article 42</b> Different parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares on that part of the register, be registered in any other part of the register.</p> <p>Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the places where that part is kept.</p>	Deleted	The Mandatory Provisions have been repealed.
30.	<p><b>Article 44</b> When the Company convenes a general meeting, distributes dividends, is liquidated or carries out other activities which require the determination of shareholdings, the Board of Directors shall fix a record date for the purpose of determining the shareholding. A person who is registered in the register as a shareholder as of the end of the record date shall be a Shareholder of the Company.</p>	Deleted	The original Article 44 of the Articles of Association is consolidated with the original Article 49 of the Articles of Association due to the deletion of Section 5 of Chapter III of the Articles of Association.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
31.	<p><b>Article 45</b> Any person that challenges the register of shareholders and requests for its name to be recorded into or removed from the register may apply to a competent court for correction of the register.</p>	Deleted	The Mandatory Provisions have been repealed.
32.	<p><b>Article 46</b> Any shareholder that is registered on the register of shareholders or requests for its name to be recorded into the register of shareholders may apply to the Company for issuance of a replacement certificate in respect of such shares (“<b>Relevant Shares</b>”) if its share certificate (“<b>Original Share Certificate</b>”) is lost.</p> <p>In the event that a shareholder of domestic shares loses its share certificate(s) and applies for issuing replacement share certificate(s), it shall follow the procedures as stipulated in the Company Law.</p> <p>In the event that a shareholder of overseas listed foreign shares loses its share certificate(s) and applies for issuing replacement share certificate(s), it shall follow the procedures as required by the laws, rules of the stock exchange or any other related regulation in the place where the register of shareholders for such overseas listed foreign shares is kept.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>In the event that a shareholder of Overseas-Listed Foreign Shares loses its share certificate(s) and applies for issuing replacement share certificate(s), such issue shall be subject to the following conditions:</p> <p>(I) The applicant is required to lodge its application in standard form as specified by the Company with a notarization or a statutory declaration. The notarization or statutory declaration shall contain the reasons for the application, the details and evidence for the loss of the share certificates, and the declaration to state that no other persons are entitled to be registered as shareholders of the Relevant Shares;</p> <p>(II) The Company has not received, prior to the Company's decision for the issue of replacement share certificates, any declaration from any person(s) other than the applicant to request to be registered as the shareholder of the Relevant Shares.</p> <p>(III) If the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the Board of Directors. The period of the public announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days.</p> <p>(IV) The Company is required, prior to the publication of the announcement on the issue of replacement share certificates, to deliver to the stock exchange where the relevant shares are listed a copy of the same announcement. The announcement is allowed to be published once the Company has received the confirmation of the stock exchange that the announcement has been posted in the stock exchange. The Company shall post the public announcement in the stock exchange for a period of 90 days;</p>		

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>If the application for issuance of a replacement share certificate was made without the consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish;</p> <p>(V) If the Company has not received any objections from any person in respect of the issue of replacement share certificates upon the expiration of the 90-day period for the posting of the announcement as required in paragraphs (III) and (IV) of this Article, the Company may issue the replacement share certificates according to the application of the applicant;</p> <p>(VI) When the Company issues a replacement share certificate in accordance with this Article, it shall immediately cancel the Original Share Certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders;</p> <p>(VII) The applicant shall bear all the costs incurred to the Company for the cancellation of the original share certificates and the issue of replacement share certificates. The Company shall have the right to refuse to take any action until the applicant has provided a reasonable guarantee.</p>		
33.	<p><b>Article 47</b> Upon the issue of replacement share certificates by the Company according to the provisions of the Articles of Association, the names of the bona fide purchasers who have acquired such new share certificates or the shareholders (if they are bona fide purchasers) who have been subsequently registered as the holders of the relevant shares shall not be removed from the register of shareholders.</p> <p>The Company is not liable to compensate for any losses incurred to any person as a result of the cancellation of the original share certificates or the issuance of the replacement share certificates, unless such person is able to prove that there is fraud on the part of the Company.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
34.	<p><b>Article 48</b> The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. The shareholders shall enjoy the rights and assume the obligations according to the class and amount of the shares they hold; the shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>When two or more persons are registered as joint shareholders of any share, they shall be deemed joint holders of the share, and subject to the following restrictions:</p> <p>(I) The Company is not required to register more than four persons as joint shareholders of any share;</p> <p>(II) All joint shareholders of any share shall be jointly and severally liable for the payment of all amounts due in respect thereof;</p> <p>(III) In the event of the death of one of the joint shareholders, only the surviving joint shareholder(s) shall be deemed by the Company to have title to the relevant shares, but the Board of Directors shall have the right to demand the death certificate of such shareholder as it thinks fit for any change in the register of shareholders;</p>	<p><b>Article 4830</b> The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. <u>The Company shall establish a register of shareholders in accordance with the evidence provided by the securities registrar. The register of shareholders shall be sufficient evidence of a shareholder's shareholding in the Company, unless there is evidence to the contrary.</u> The shareholders shall enjoy the rights and assume the obligations according to the class and amount of the shares they hold; the shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. <u>Holders of domestic shares and overseas listed foreign shares shall be deemed to be shareholders of the same class.</u></p> <p>When two or more persons are registered as joint shareholders of any share, they shall be deemed joint holders of the share, and subject to the following restrictions:</p> <p>(I) The Company is not required to register more than four persons as joint shareholders of any share;</p> <p>(II) All joint shareholders of any share shall be jointly and severally liable for the payment of all amounts due in respect thereof;</p> <p>(III) In the event of the death of one of the joint shareholders, only the surviving joint shareholder(s) shall be deemed by the Company to have title to the relevant shares, but the Board of Directors shall have the right to demand the death certificate of such shareholder as it thinks fit for any change in the register of shareholders;</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 31 of the PRC Guidelines on AoA;</p> <p>the relevant requirements under Appendix III to the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(IV) In respect of any share, only the joint shareholders who are first on the register shall be entitled to receive from the Company the share certificates in question and to receive notice of the Company, and any notice given to such person shall be deemed to have been given to all joint shareholders in respect of the shares. Any joint shareholder may sign the form of proxy, but if more than one joint shareholder is present in person or by proxy, a vote by the joint shareholder in priority, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint shareholders. For this purpose, the order of precedence of the joint shareholders shall be determined by the rank of such joint shareholders in the register of shareholders of the Company in relation to the shares concerned;</p> <p>(V) If any one of the joint shareholders issues a receipt to the Company for any dividend, bonus or returns on capital payable to such joint shareholders, the receipt shall be deemed a valid receipt issued by such joint shareholders to the Company.</p>	<p><del>(IV) In respect of any share, only the joint shareholders who are first on the register shall be entitled to receive from the Company the share certificates in question and to receive notice of the Company, and any notice given to such person shall be deemed to have been given to all joint shareholders in respect of the shares. Any joint shareholder may sign the form of proxy, but if more than one joint shareholder is present in person or by proxy, a vote by the joint shareholder in priority, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint shareholders. For this purpose, the order of precedence of the joint shareholders shall be determined by the rank of such joint shareholders in the register of shareholders of the Company in relation to the shares concerned;</del></p> <p><del>(V) If any one of the joint shareholders issues a receipt to the Company for any dividend, bonus or returns on capital payable to such joint shareholders, the receipt shall be deemed a valid receipt issued by such joint shareholders to the Company.</del></p>	
35.	<p><b>Article 43</b> If the laws, administrative regulations, departmental rules, normative documents of the PRC and relevant stock exchanges or regulatory authorities at the place where the Company's shares are listed have provisions on the book closure period prior to a general meeting or the record date for determining entitlements to dividend distribution by the Company, the relevant provisions shall prevail. Shareholders may still inspect the register of members during the book closure period.</p>	<p><b>Article 4331</b> If the laws, administrative regulations, departmental rules, normative documents of the PRC and relevant stock exchanges or regulatory authorities at the place where the Company's shares are listed have provisions on the book closure period prior to a general meeting or the record date for determining entitlements to dividend distribution by the Company, the relevant provisions shall prevail. Shareholders may still inspect the register of members during the book closure period.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>the order of the Article is adjusted accordingly based on the deletion of Section 5 of Chapter III of the Articles of Association.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
36.	<p><b>Article 49</b> When the Company convenes general meetings, distributes dividends, executes clearing or makes other conducts that need to identify the shareholders, the shareholders included in the register of shareholders shall be the entitled shareholders.</p>	<p><b>Article 49<del>32</del></b> When the Company convenes general meetings, distributes dividends, executes clearing or makes other conducts that need to identify the shareholders, <u>the Board of Directors or the convener of a general meeting shall determine the date of record.</u> <del>the</del>The shareholders included in the register of shareholders <u>at the close of trading on the date of record</u> shall be the entitled shareholders.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>the original Article 44 of the Articles of Association is consolidated with the original Article 49 of the Articles of Association due to the deletion of Section 5 of Chapter III of the Articles of Association;</p> <p>Article 32 of the PRC Guidelines on AoA.</p>
37.	<p><b>Article 50</b> Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;</p> <p>(II) to legally request, convene, preside over, attend or dispatch shareholder's agent to attend the general meeting and exercise the corresponding voting rights;</p> <p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, bestow or pledge the shares they hold according to the laws, administrative regulations and the Articles of Association;</p>	<p><b>Article 50<del>33</del></b> Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(I) to receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;</p> <p>(II) to legally request, convene, preside over, attend or dispatch shareholder's agent to attend the general meeting and exercise the corresponding voting rights;</p> <p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, bestow or pledge the shares they hold according to the laws, administrative regulations and the Articles of Association;</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 33 of the PRC Guidelines on AoA;</p> <p>the relevant requirements under Appendix III to the Hong Kong Listing Rules have been deleted;</p> <p>the relevant newly-added requirements under Appendix III to the Hong Kong Listing Rules.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(V) to access relevant information according to the provisions of the Articles of Association, including:</p> <p>1. a set of the Articles of Association upon payment of a fee covering the cost;</p> <p>2. the rights to inspect and obtain photocopies of the following information upon payment of a reasonable charge:</p> <p>(1) all parts of the register of members (the list of all shareholders at the close of trading on the record date of the Company's latest periodic report);</p> <p>(2) personal particulars of the directors, supervisors, general manager and other senior management of the Company, including:</p> <p>(a) current and previous names and aliases;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) full-time and all other part-time jobs and titles;</p> <p>(e) identity documents and numbers.</p>	<p><del>(V) to access relevant information according to the provisions of the Articles of Association, including:</del></p> <p><del>1. a set of the Articles of Association upon payment of a fee covering the cost;</del></p> <p><del>2. the rights to inspect and obtain photocopies of the following information upon payment of a reasonable charge:</del></p> <p><del>(1) all parts of the register of members (the list of all shareholders at the close of trading on the record date of the Company's latest periodic report);</del></p> <p><del>(2) personal particulars of the directors, supervisors, general manager and other senior management of the Company, including:</del></p> <p><del>(a) current and previous names and aliases;</del></p> <p><del>(b) main address (domicile);</del></p> <p><del>(c) nationality;</del></p> <p><del>(d) full-time and all other part-time jobs and titles;</del></p> <p><del>(e) identity documents and numbers.</del></p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(3) status of the share capital of the Company;</p> <p>(4) reports (breakdown by domestic shares and foreign shares (and, if applicable, H Shares)) showing the aggregate par value, number of shares, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year, as well as all the expenses paid by the Company therefore;</p> <p>(5) meeting minutes of general meetings (only available for shareholders' inspection) and copies of the Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors;</p> <p>(6) the latest audited financial statements and accounting reports of the Board, auditors and Board of Supervisors;</p> <p>(7) copies of the annual return for the latest period that has been filed with China's Administration for Market Regulation or other authorities;</p> <p>(8) special resolutions of the Company.</p>	<p><del>(3) status of the share capital of the Company;</del></p> <p><del>(4) reports (breakdown by domestic shares and foreign shares (and, if applicable, H Shares)) showing the aggregate par value, number of shares, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year, as well as all the expenses paid by the Company therefore;</del></p> <p><del>(5) meeting minutes of general meetings (only available for shareholders' inspection) and copies of the Company's resolutions of general meetings, Board meetings and meeting of Board of Supervisors;</del></p> <p><del>(6) the latest audited financial statements and accounting reports of the Board, auditors and Board of Supervisors;</del></p> <p><del>(7) copies of the annual return for the latest period that has been filed with China's Administration for Market Regulation or other authorities;</del></p> <p>(8) special resolutions of the Company.</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>3. bond record of the Company</p> <p>The Company shall make the documents in items 2(1), (3), (4), (5), (6), (7) and (8) above available for inspection by the public and holders of H shares free of charge at the Company's address in Hong Kong as required by the Hong Kong Listing Rules (except for the minutes of general meetings which are only available for inspection by shareholders). A shareholder requesting for inspection of information or access to aforesaid materials shall provide the Company with written documents evidencing the class and number of shares of the Company that such shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder;</p> <p>(VI) to participate in the distribution of remaining assets of the Company in proportion to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) to request the Company to buy back his/her shares if a shareholder opposes the merger or division of the Company at the general meeting;</p>	<p><del>3. bond record of the Company</del></p> <p><del>The Company shall make the documents in items 2(1), (3), (4), (5), (6), (7) and (8) above available for inspection by the public and holders of H shares free of charge at the Company's address in Hong Kong as required by the Hong Kong Listing Rules (except for the minutes of general meetings which are only available for inspection by shareholders). A shareholder requesting for inspection of information or access to aforesaid materials shall provide the Company with written documents evidencing the class and number of shares of the Company that such shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder;</del></p> <p><b><u>(V) to inspect the Articles of Association, register of shareholders (the Hong Kong branch register shall be available for inspection by shareholders), bond records of the Company, minutes of general meetings, resolutions of Board meetings, resolutions of meetings of Board of Supervisors and financial reports;</u></b></p> <p>(VI) to participate in the distribution of remaining assets of the Company in proportion to the number of shares held in the event of the termination or liquidation of the Company;</p> <p>(VII) to request the Company to buy back his/her shares if a shareholder opposes the merger or division of the Company at the general meeting;</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(VIII) for shareholders individually or jointly holding more than 3% of the shares of the Company, to raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held;</p> <p>(IX) other rights conferred by the laws, administrative regulations, departmental rules, regulation rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The Company shall not exercise any right to freeze or otherwise impair the rights in its shares held by any person having a direct or indirect interest merely because he/she has not disclosed such interest to the Company.</p>	<p><del>(VIII) for shareholders individually or jointly holding more than 3% of the shares of the Company, to raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held;</del></p> <p><del>(IXVIII) other rights conferred by the laws, administrative regulations, departmental rules, regulation rules of the place where the Company's shares are listed and the Articles of Association.</del></p> <p><del>The Company shall not exercise any right to freeze or otherwise impair the rights in its shares held by any person having a direct or indirect interest merely because he/she has not disclosed such interest to the Company.</del></p>	
38.	<b>Addition</b>	<p><u>Article 34 A shareholder requesting for inspection of information or access to aforesaid materials shall provide the Company with written documents evidencing the class and number of shares of the Company that such shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.</u></p>	Article 34 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
39.	<p><b>Article 57</b> In addition to obligations imposed by laws, administrative regulations or regulatory rules of the place where the Company's shares are listed, a controlling shareholder, when exercising his/her powers as a shareholder, shall not exercise his/her voting rights to make a decision which is prejudicial to the interests of the shareholders generally or of some of the shareholders in respect of the following matters:</p> <p>(I) to relieve a director or supervisor of his/her duty to act honestly in the best interests of the Company;</p> <p>(II) to approve the expropriation by a director or supervisor (for the benefit of his/her own or of another person), in any manner, of the Company's assets, including but not limited to, opportunities favorable to the Company;</p> <p>(III) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights, but not including a restructuring of the Company submitted to and approved by shareholders' general meeting in accordance with the Articles of Association.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
40.	<p><b>Article 59</b> The General Meeting of Shareholders acts as the authoritative organization of the Company which, according to the laws, exercises the following power:</p> <p>(I) to decide the management policies and investment plans of the Company;</p> <p>(II) to elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration;</p> <p>(III) to review and approve the reports of the Board;</p> <p>(IV) to review and approve the reports of the Board of Supervisors;</p> <p>(V) to review and approve the annual financial budget plans and accounting plans of the Company;</p> <p>(VI) to review and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VII) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds or other securities and public listing plans;</p> <p>(IX) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p> <p>(X) to amend the Articles of Association;</p> <p>(XI) to make resolutions on the appointment or dismissal or non-renewal of engagement of accounting firms by the Company;</p>	<p><b>Article 59<del>42</del></b> The General Meeting of Shareholders acts as the authoritative organization of the Company which, according to the laws, exercises the following power:</p> <p>(I) to decide the management policies and investment plans of the Company;</p> <p>(II) to elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration;</p> <p>(III) to review and approve the reports of the Board;</p> <p>(IV) to review and approve the reports of the Board of Supervisors;</p> <p>(V) to review and approve the annual financial budget plans and accounting plans of the Company;</p> <p>(VI) to review and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VII) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds or other securities and public listing plans;</p> <p>(IX) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p> <p>(X) to amend the Articles of Association;</p> <p>(XI) to make resolutions on the appointment or dismissal or non-renewal of engagement of accounting firms by the Company;</p>	Article 41 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(XII) to consider and approve the external guarantees of the Company that require the approval by the general meetings;</p> <p>(XIII) to consider the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XIV) to consider and approve material transactions and connected transactions which shall be submitted to the general meeting for consideration in accordance with laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;</p> <p>(XV) to review stock incentive plan;</p> <p>(XVI) to consider proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;</p> <p>(XVII) to review and approve the change of use of proceeds;</p> <p>(XVIII) to consider other matters that shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association.</p> <p>Under the condition of not breaching any laws and regulations and mandatory provisions of the relevant laws and regulations of the listing place, the general meeting may authorize or entrust the Board to handle the matters as authorized or entrusted.</p>	<p>(XII) to consider and approve the external guarantees of the Company that require the approval by the general meetings;</p> <p>(XIII) to consider the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XIV) to consider and approve material transactions and connected transactions which shall be submitted to the general meeting for consideration in accordance with laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;</p> <p>(XV) to review stock incentive plan <b>and employee stock ownership plan</b>;</p> <p>(XVI) to consider proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;</p> <p>(XVII) to review and approve the change of use of proceeds;</p> <p>(XVIII) to consider other matters that shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association.</p> <p>Under the condition of not breaching any laws and regulations and mandatory provisions of the relevant laws and regulations of the listing place, the general meeting may authorize or entrust the Board to handle the matters as authorized or entrusted.</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
41.	<p><b>Article 63</b> The Board shall convene an extraordinary general meeting within two months under any of the following circumstances:</p> <p>(I) when the number of directors is less than the number specified in the Company Law or two-thirds of the number required by the Articles of Association;</p> <p>(II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;</p> <p>(III) at the request of shareholders who individually or collectively hold more than 10% of the Company's issued voting shares;</p> <p>(IV) when the Board considers it necessary;</p> <p>(V) when the Board of Supervisors proposes such a meeting be held;</p> <p>(VI) as proposed by more than two independent directors;</p> <p>(VII) any other circumstance required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The number of shares held under item (III) above shall be calculated from the date of such shareholder's written request.</p>	<p><b>Article 6346</b> The Board shall convene an extraordinary general meeting within two months under any of the following circumstances:</p> <p>(I) when the number of directors is less than the number specified in the Company Law or two-thirds of the number required by the Articles of Association;</p> <p>(II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;</p> <p>(III) at the request of shareholders who individually or collectively hold more than 10% of the Company's issued voting shares;</p> <p>(IV) when the Board considers it necessary;</p> <p>(V) when the Board of Supervisors proposes such a meeting be held;</p> <p>(VI) as proposed by <del>more than two</del> independent director(s);</p> <p>(VII) any other circumstance required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The number of shares held under item (III) above shall be calculated from the date of such shareholder's written request.</p>	Article 47 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
42.	<b>Addition</b>	<u>Article 48</u> If the Company shall convene a class shareholders' meeting for a certain material matter in accordance with the requirements of the securities regulatory authorities of the place where the Company's shares are listed, the procedures for convening and voting at the relevant class shareholders' meeting shall be implemented with reference to the relevant requirements of the general meeting of shareholders in this chapter.	Based on deletion of Section 7 of Chapter IV of the Articles of Association, new Article has been added in accordance with regulatory requirements.
43.	<p><b>Article 70</b> Shareholder(s) individually or jointly holding a total of more than 10% shares of the Company may sign one or more written requests of identical form and substance requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, give a written reply on whether to agree or disagree to convene the extraordinary general meeting or a class meeting within 10 days after receipt of the request.</p> <p>If the Board agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Board does not agree to hold the extraordinary general meeting or a class meeting or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding no less than 10% shares of the Company shall be entitled to propose and request in writing to the Board of Supervisors to convene an extraordinary general meeting or a class meeting.</p>	<p><b>Article 70<del>54</del></b> Shareholder(s) individually or jointly holding a total of more than 10% shares of the Company may sign one or more written requests of identical form and substance requesting the Board of Directors to convene an extraordinary general meeting <del>or a class meeting</del> and stating the subject of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, give a written reply on whether to agree or disagree to convene the extraordinary general meeting <del>or a class meeting</del> within 10 days after receipt of the request.</p> <p>If the Board agrees to convene the extraordinary general meeting <del>or a class meeting</del>, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Board does not agree to hold the extraordinary general meeting <del>or a class meeting</del> or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding no less than 10% shares of the Company shall be entitled to propose and request in writing to the Board of Supervisors to convene an extraordinary general meeting <del>or a class meeting</del>.</p>	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>If the Board of Supervisors agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal, the consent of relevant Shareholder(s) shall be obtained.</p> <p>If the Board of Supervisors fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting themselves.</p>	<p>If the Board of Supervisors agrees to convene the extraordinary general meeting <del>or a class meeting</del>, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal, the consent of relevant Shareholder(s) shall be obtained.</p> <p>If the Board of Supervisors fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting themselves.</p>	
44.	<p><b>Article 71</b> When the Board of Supervisors or the shareholders decide to convene a general meeting of shareholders by themselves, they shall notify the Board of Directors in writing and at the same time file the notice with the agency of CSRC and the corresponding stock exchange where the Company is domiciled in accordance with applicable regulations.</p> <p>Before an announcement on resolutions is made at the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.</p>	<p><b>Article 7155</b> When the Board of Supervisors or the shareholders decide to convene a general meeting of shareholders by themselves, they shall notify the Board of Directors in writing and at the same time file the notice with <del>the agency of CSRC and</del> the corresponding stock exchange <del>where the Company is domiciled</del> in accordance with applicable regulations.</p> <p>Before an announcement on resolutions is made at the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.</p>	Article 50 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
45.	<p><b>Article 76</b> A written notice of the annual general meeting shall be given at least 21 days prior to the meeting, and a written notice of the extraordinary general meeting shall be given at least 15 days prior to the meeting. If laws, regulations or the securities regulatory authorities where the Company's shares are listed provide otherwise, the relevant provisions shall prevail.</p> <p>The extraordinary general meeting shall not decide on matters not specified in the notice.</p>	<p><b>Article 7660</b> A written notice of the annual general meeting shall be given at least <del>21</del><u>20</u> days prior to the meeting, and a written notice of the extraordinary general meeting shall be given at least 15 days prior to the meeting. If laws, regulations or the securities regulatory authorities where the Company's shares are listed provide otherwise, the relevant provisions shall prevail.</p> <p>The <del>extraordinary</del> general meeting shall not decide on matters not specified in the notice.</p>	<p>Article 102 of the Company Law of the People's Republic of China (the "Company Law");</p> <p>amendments for improvement.</p>
46.	<p><b>Article 78</b> When the general meeting intends to discuss the election of directors and supervisors, the notice of the meeting shall fully explain the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as education background, working experience and any concurrent positions;</p> <p>(II) whether there is any connected relationship with the Company or the controlling shareholder and de facto controller of the Company;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether he has been punished by the CSRC, other relevant authorities and the stock exchange on which the shares of the Company are listed.</p> <p>The election of each candidate for director and supervisor shall be proposed separately.</p>	<p><b>Article 7862</b> When the general meeting intends to discuss the election of directors and supervisors, the notice of the meeting shall fully explain the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as education background, working experience and any concurrent positions;</p> <p>(II) whether there is any connected relationship with the Company or the controlling shareholder and de facto controller of the Company;</p> <p>(III) their shareholdings in the Company;</p> <p>(IV) whether he has been punished by the <del>CSRC</del> <b>China Securities Regulatory Commission</b>, other relevant authorities and the stock exchange on which the shares of the Company are listed-;</p> <p><b>(V) other provisions of the securities regulatory authorities and the stock exchange where the Company's shares are listed.</b></p> <p>The election of each candidate for director and supervisor shall be proposed separately.</p>	<p>Amendments for improvement.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
47.	<p><b>Article 79</b> Unless otherwise specified by the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, the notice of general meeting shall be delivered to the shareholders (whether he has voting rights at the general meeting or not) by sending to the address of the shareholders listed in the register of shareholders via personal delivery or prepaid mail. For the holders of domestic shares, the notice of general meeting may also be given via public announcement.</p> <p>The aforesaid public announcement shall be published in one or several newspapers designated by the securities regulatory authorities under the State Council. Once the public announcement is made, it is deemed that all the holders of domestic shares have received the notice of the relevant general meeting.</p> <p>On the premise of conformity with requirements of laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed, and following the relevant procedures, the notice of the general meeting to the holders of H shares may be issued through the website designated by the Hong Kong Stock Exchange and the website of the Company, in lieu of the means of personal delivery or prepaid mail to holders of H shares. Upon the announcement, all holders of the Company's overseas listed shares are deemed to have received the notice of the relevant shareholders' meeting.</p>	<p><b>Article 79</b> Unless otherwise specified by the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, the notice of general meeting shall be delivered to the shareholders (whether he has voting rights at the general meeting or not) by sending to the address of the shareholders listed in the register of shareholders via personal delivery or prepaid mail. For the holders of domestic shares, the notice of general meeting may also be given via public announcement.</p> <p><del>The aforesaid public announcement shall be published in one or several newspapers designated by the securities regulatory authorities under the State Council.</del> <b><u>The announcement issued to the holders of domestic shares shall be published in the media that meets the requirements of the securities regulatory authorities of the State Council.</u></b> Once the public announcement is made, it is deemed that all the holders of domestic shares have received the notice of the relevant general meeting.</p> <p>On the premise of conformity with requirements of laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed, and following the relevant procedures, the notice of the general meeting to the holders of H shares may be issued through the website designated by the Hong Kong Stock Exchange and the website of the Company, in lieu of the means of personal delivery or prepaid mail to holders of H shares. Upon the announcement, all holders of the Company's overseas listed shares are deemed to have received the notice of the relevant shareholders' meeting.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 86 of the Securities Law of the People's Republic of China.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
48.	<p><b>Article 87</b> The template power of attorney issued by the Board to the shareholders to appoint a proxy shall be in such blank form that allows the shareholders to freely instruct the proxies to vote for or against or waive any proposal, and to provide separate instructions for each matter that needs to be decided on. It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.</p>	<p><b>Article 8771</b> <del>The template power of attorney issued by the Board to the shareholders to appoint a proxy shall be in such blank form that allows the shareholders to freely instruct the proxies to vote for or against or waive any proposal, and to provide separate instructions for each matter that needs to be decided on.</del> It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.</p>	The Mandatory Provisions have been repealed.
49.	<p><b>Article 88</b> The power of attorney shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. If the power of attorney is signed by the authorized person of the appointer, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting.</p> <p>If the principal is an institutional shareholder, its legal representative (principal) or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.</p>	<p><b>Article 8872</b> <del>The power of attorney shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time.</del> If the power of attorney is signed by the authorized person of the appointer, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting.</p> <p>If the principal is an institutional shareholder, its legal representative (principal) or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.</p>	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>If the shareholder is a recognized clearinghouse (or its agent) as defined in the relevant ordinances made in Hong Kong from time to time, the shareholder may authorize one or more persons as he thinks fit to act as his representative at any general meeting or any class of meetings. However, if more than one person is authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. A person so authorized may attend a meeting on behalf of a recognized clearing house (or its agent) to exercise the rights as if he were an individual shareholder of the Company without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization.</p>	<p>If the shareholder is a recognized clearinghouse (or its agent) as defined in the relevant ordinances made in Hong Kong from time to time, the shareholder may authorize one or more persons as he thinks fit to act as his representative at any general meeting <del>or any class of meetings</del>. However, if more than one person is authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. A person so authorized may attend a meeting on behalf of a recognized clearing house (or its agent) to exercise the rights as if he were an individual shareholder of the Company without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization.</p>	
50.	<p><b>Article 102</b> The following matters shall be resolved by way of ordinary resolution of the general meeting:</p> <p>(I) work reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution proposals and proposals for making up losses formulated by the Board;</p> <p>(III) appointment, dismissal and remuneration of the members of the Board and the Board of Directors and the method of payment of the remuneration;</p> <p>(IV) annual financial budgets, final accounts, balance sheet, income statement and other financial statements of the Company;</p> <p>(V) annual report of the Company;</p> <p>(VI) matters other than those required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association to be passed by special resolutions.</p>	<p><b>Article <del>102</del>86</b> The following matters shall be resolved by way of ordinary resolution of the general meeting:</p> <p>(I) work reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution proposals and proposals for making up losses formulated by the Board;</p> <p>(III) appointment, dismissal and remuneration of the members of the Board and the Board of Directors and the method of payment of the remuneration;</p> <p>(IV) annual financial budgets; <b>and</b> final accounts; <del>balance sheet, income statement and other financial statements</del> of the Company;</p> <p>(V) annual report of the Company;</p> <p>(VI) matters other than those required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association to be passed by special resolutions.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 77 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
51.	<p><b>Article 103</b> The following matters shall be resolved by way of special resolution of the general meeting:</p> <p>(I) increase or reduction of the Company's registered capital, issuance of any class of shares, options and other similar types of securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger, dissolution and liquidation or change of organizational form of the Company;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) purchase and disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company;</p> <p>(VI) the equity incentive scheme;</p> <p>(VII) other matters required by the laws, administrative regulations, department rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the general meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution.</p>	<p><b>Article <del>103</del>87</b> The following matters shall be resolved by way of special resolution of the general meeting:</p> <p>(I) increase or reduction of the Company's registered capital, <del>issuance of any class of shares, options and other similar types of securities;</del></p> <p><del>(II) issuance of corporate bonds;</del></p> <p><del>(III) division, merger, dissolution and liquidation or change of organizational form of the Company;</del></p> <p><del>(IV) amendment to the Articles of Association;</del></p> <p><del>(V) purchase and disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company;</del></p> <p><del>(VI) the equity incentive scheme;</del></p> <p><del>(VII) other matters required by the laws, administrative regulations, department rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the general meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution.</del></p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 78 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
52.	<p><b>Article 118</b> Shareholders may have access to copies of the minutes free of charge during the office hours of the Company. If any shareholder requests a copy of the relevant meeting minutes from the Company, the Company shall send the copy within 7 days after receiving a reasonable fee.</p>	Deleted	The Mandatory Provisions have been repealed.
53.	<p><b>Section 7 Special Voting Procedures for Shareholders of Different Classes</b></p>	Deleted	The Mandatory Provisions have been repealed.
54.	<p><b>Article 119</b> Shareholders who hold different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, Hong Kong Listing Rules, and the Articles of Association. Shareholders of each class shall have the same rights with respect to any distribution made by way of dividend or otherwise.</p>	Deleted	The Mandatory Provisions have been repealed.
55.	<p><b>Article 120</b> If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 122-126 of the Articles of Association.</p> <p>Where, with the approval of the securities regulatory authorities under the State Council and the Hong Kong Stock Exchange, the act of the holders of domestic shares of the Company to transfer all or part of the shares they hold to the foreign investors and trade them on the overseas market, or the act of converting all or part of the domestic shares to the overseas listed foreign shares and list and trade them on the overseas stock exchange shall not be regarded as the Company's intention to change or abolish the rights of class shareholders.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
56.	<p><b>Article 121</b> The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</p> <p>(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p> <p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p>	Deleted	The Mandatory Provisions have been repealed.

**APPENDIX I****COMPARATIVE TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Existing Articles of Association</b>	<b>Amended Articles of Association</b>	<b>Basis of Amendments</b>
	<p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles of this section.</p>		

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
57.	<p><b>Article 122</b> Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) above, except that interested shareholders shall not have the right to vote at class meetings.</p> <p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through public trading on a stock exchange in accordance with the Articles of Association, the controlling shareholders as defined herein shall be the “interested shareholders”;</p> <p>(II) if the Company has repurchased its own shares by agreement outside a stock exchange in accordance with the Articles of Association, shareholders of shares in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>	Deleted	The Mandatory Provisions have been repealed.
58.	<p><b>Article 123</b> Resolutions of class meetings may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with the preceding paragraph.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
59.	<p><b>Article 124</b> To hold a class meeting, a written notice shall be given according to Article 76 of the Articles of Association, so as to notify all the shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>Where the number of voting shares represented by the shareholders to attend the meeting is more than half of the total number of voting shares of the class, the Company may convene a class meeting. If not, the Company shall, within five days, notify the shareholders again of the matters to be considered at the meeting, the date and venue of the meeting in the form of a public announcement. After the notification via the public announcement, the Company may convene the class meeting.</p> <p>If there are special provisions in the regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.</p>	Deleted	The Mandatory Provisions have been repealed.
60.	<p><b>Article 125</b> The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting.</p> <p>Unless otherwise stipulated in the Articles of Association, the procedures according to which a class meeting is held shall, to the extent possible, be identical to those according to which a general meeting is held. The clauses of the Articles of Association relevant to procedures for holding a general meeting shall apply to class meetings.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
61.	<p><b>Article 126</b> In addition to holders of other classes of shares, holders of domestic shares and overseas listed foreign shares shall be deemed to be shareholders of different classes. The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the number of the domestic shares and overseas listed foreign shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class;</p> <p>(II) where the plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;</p> <p>(III) where, with the approval of the securities regulatory authorities under the State Council and the Hong Kong Stock Exchange, the holders of domestic shares of the Company transfer all or part of the shares held by them to foreign investors and list them overseas, or the holders of domestic shares of the Company are approved to convert all or part of their domestic shares into foreign shares, and the converted foreign shares can be listed and traded on overseas stock exchanges.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
62.	<p><b>Article 127</b> Directors are elected or replaced by the general meeting with a term of office of three years. Upon expiration of the term, the directors may be re-elected and serve consecutive terms. Directors are not required to hold shares in the Company.</p> <p>The written notice regarding the intent of nominating the director candidates and the candidates' acceptance of the nomination shall be sent to the Company seven days before the general meeting (the period will commence from the day after the dispatch of the notice of the general meeting, and end no later than seven days prior to the date of such general meeting). The term of office of directors is from the date of taking office until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his/her duty as a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first shareholder's general meeting of the Company following his/her appointment, and shall then be eligible for re-election.</p>	<p><b>Article 127</b> Directors are elected or replaced by the general meeting with a term of office of three years. Upon expiration of the term, the directors may be re-elected and serve consecutive terms. Directors are not required to hold shares in the Company.</p> <p><del>The written notice regarding the intent of nominating the director candidates and the candidates' acceptance of the nomination shall be sent to the Company seven days before the general meeting (the period will commence from the day after the dispatch of the notice of the general meeting, and end no later than seven days prior to the date of such general meeting).</del>The term of office of directors is from the date of taking office until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his/her duty as a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Any director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first <b>annual</b> shareholder's general meeting of the Company following his/her appointment, and shall then be eligible for re-election.</p>	<p>The relevant provisions under Appendix III to the Hong Kong Listing Rules have been deleted;</p> <p>amendments for improvement are made in accordance with the relevant provisions under Appendix III of the Hong Kong Listing Rules;</p> <p>the duplicate content is deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>Unless otherwise required by laws, regulations, or regulatory rules in the place where the Company's shares are listed, the shareholders may remove any director (including the general manager concurrently serving as a director and other executive directors) before the expiration of his/her term of office by way of an ordinary resolution at the general meeting, without prejudice to claims for damages made by the director pursuant to any contract.</p> <p>Under the prerequisite of abiding by relevant laws and administrative regulations, the general meeting may remove any director before the expiration of his/her term of office by way of an ordinary resolution, without prejudice to claims made by the director pursuant to any contract.</p> <p>The general manager or other senior officers may concurrently serve as a director, but the total number of directors concurrently serving as the general manager or other senior officer positions shall be not more than half of the directors of the Company.</p>	<p><del>Unless otherwise required by laws, regulations, or regulatory rules in the place where the Company's shares are listed, the shareholders may remove any director (including the general manager concurrently serving as a director and other executive directors) before the expiration of his/her term of office by way of an ordinary resolution at the general meeting, without prejudice to claims for damages made by the director pursuant to any contract.</del></p> <p>Under the prerequisite of abiding by relevant laws and administrative regulations, the general meeting may remove any director before the expiration of his/her term of office by way of an ordinary resolution, without prejudice to claims made by the director pursuant to any contract.</p> <p>The general manager or other senior officers may concurrently serve as a director, but the total number of directors concurrently serving as the general manager or other senior officer positions shall be not more than half of the directors of the Company.</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
63.	<p><b>Article 139</b> The Board shall be accountable to the general meeting and exercise the following power:</p> <p>(I) To convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) To implement the resolutions of the general meeting;</p> <p>(III) To decide on the business plan and investment scheme of the Company;</p> <p>(IV) To formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) To formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) To formulate plans of increasing or decreasing the Company's registered capital, issuing corporate bonds or other securities and going public;</p> <p>(VII) To formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;</p>	<p><b>Article 139</b><del>139</del><b>114</b> The Board shall be accountable to the general meeting and exercise the following power:</p> <p>(I) To convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) To implement the resolutions of the general meeting;</p> <p>(III) To decide on the business plan and investment scheme of the Company;</p> <p>(IV) To formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) To formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) To formulate plans of increasing or decreasing the Company's registered capital, issuing corporate bonds or other securities and going public;</p> <p>(VII) To formulate plans for substantial acquisition, <del>repurchase</del> <b>acquisition</b> of shares, or merger, division, dissolution and change of corporate form of the Company;</p>	<p>Article 107 of the PRC Guidelines on AoA;</p> <p>amendments for improvement.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(VIII) To examine and approve the guarantees of the Company that require the approval by the general meetings;</p> <p>(IX) To examine and approve the transactions under Article 142 of the Articles of Association;</p> <p>(X) To examine and approve the matters required to be adopted by the Board as stipulated in the Management Measures on Connected Transactions;</p> <p>(XI) To determine the setup of the Company's internal management structure;</p> <p>(XII) To appoint or dismiss the general manager and Secretary to the Board of the Company; to appoint or dismiss senior officers such as financial officer according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;</p>	<p><b><u>(VIII) To acquire the Company's shares under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of Article 23 of the Articles of Association within the scope of authorization of the general meeting or in accordance with the provisions of the listing rules of the stock exchange where the Company's shares are listed;</u></b></p> <p><del>(VIII)</del> <u>To examine and approve the guarantees of the Company that require the approval by the general meetings</u> <b><u>To decide on matters of the Company's external investment, acquisition and disposal of assets, pledge over assets, external guarantees, entrusted wealth management, connected transactions, external donations and other matters within the scope of authorization by the general meeting or in accordance with the provisions of the listing rules of the stock exchange where the Company's shares are listed;</u></b></p> <p><del>(IX)</del> <u>To examine and approve the transactions under Article 142</u><b><u>116</u></b> of the Articles of Association;</p> <p><del>(X)</del> <u>To examine and approve the matters required to be adopted by the Board as stipulated in the Management Measures on Connected Transactions;</u></p> <p><del>(XI)</del> <u>To determine the setup of the Company's internal management structure;</u></p> <p><del>(XII)</del> <u>To appoint or dismiss the general manager and Secretary to the Board of the Company; to appoint or dismiss senior officers such as financial officer according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;</u></p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(XIII) To formulate the basic management system of the Company;</p> <p>(XIV) To formulate the proposals for any amendment to the Articles of Association;</p> <p>(XV) To request the general meeting to engage or replace the accounting firm that provides audits for the Company;</p> <p>(XVI) To debrief the work report of the general manager of the Company and check the work of the general manager;</p> <p>(XVII) To manage the information disclosure of the Company;</p> <p>(XVIII) Any other functions and power granted by the laws, administrative regulations, departmental rules, regulation rules of the place where the Company's shares are listed or the Articles of Association.</p> <p>For matters resolved by the Board in the preceding paragraph, except for items (VI), (VII), (VIII) and (XIV) which shall be approved by a vote of at least two-thirds of the directors, the remaining items may be approved by a vote of more than half of the directors.</p>	<p>(<del>XIII</del>) To formulate the basic management system of the Company;</p> <p>(<del>XIV</del>) To formulate the proposals for any amendment to the Articles of Association;</p> <p>(<del>XV</del>) To request the general meeting to engage or replace the accounting firm that provides audits for the Company;</p> <p>(<del>XVI</del>) To debrief the work report of the general manager of the Company and check the work of the general manager;</p> <p>(<del>XVII</del>) To manage the information disclosure of the Company;</p> <p>(<del>XVIII</del>) Any other functions and power granted by the laws, administrative regulations, departmental rules, regulation rules of the place where the Company's shares are listed or the Articles of Association.</p> <p>For matters resolved by the Board in the preceding paragraph, except for items (VI), (VII), (<del>VIII</del>) and (<del>XIV</del>) which shall be approved by a vote of at least two-thirds of the directors, the remaining items may be approved by a vote of more than half of the directors.</p> <p><u>The aforementioned matters of power exercised by the Board of Directors beyond the scope of authorization of the general meeting, or any transactions or arrangements of the Company which are required to be considered by the general meeting pursuant to the listing rules of the stock exchange where the Company's shares are listed, shall be submitted to the general meeting for consideration.</u></p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
64.	<p><b>Article 140</b> For the disposal of fixed assets by the Board, in the event that the aggregate amount of the expected value of the proposed disposal of fixed assets and the value of the disposed fixed assets during the four months prior to this proposed disposal exceeds 33% of the value of fixed assets shown in the latest balance sheet as considered at the general meeting, the Board shall not dispose or agree to dispose of such fixed asset without obtaining approval at the general meeting.</p> <p>The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantee.</p> <p>The validity of transactions conducted by the Company in relation to the disposal of fixed assets shall not be affected notwithstanding any violation of the provisions set out in the first paragraph of this Article.</p>	Deleted	The Mandatory Provisions have been repealed.
65.	<p><b>Article 150</b> The meeting of the Board shall be held upon the attendance of more than half of the directors. The resolutions of the Board shall be adopted by more than half of all the directors, and resolutions on external guarantee shall be adopted by more than two-thirds of all the directors.</p> <p>“One person, one vote” is performed for the vote on resolutions of the Board. When the numbers of votes against and for a certain proposal are equal, the chairman of the Board shall have a casting vote.</p>	<p><b>Article 150<del>24</del></b> The meeting of the Board shall be held upon the attendance of more than half of the directors. <del>The resolutions of the Board shall be adopted by more than half of all the directors, and resolutions on external guarantee shall be adopted by more than two-thirds of all the directors.</del></p> <p>“One person, one vote” is performed for the vote on resolutions of the Board. When the numbers of votes against and for a certain proposal are equal, the chairman of the Board shall have a casting vote.</p>	The duplicate content is deleted.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
66.	<b>Article 162</b> Persons who hold positions other than the non-executive positions in the Company's controlling shareholders, de facto controllers and their close associates (as defined in the Hong Kong Listing Rules) shall not serve as directors or senior officer of the Company.	<b>Article 162<del>36</del></b> Persons who hold positions other than the non-executive positions in the Company's controlling shareholders, de facto controllers and their close associates (as defined in the Hong Kong Listing Rules) shall not serve as directors or senior officer of the Company.  <u>Senior officers of the Company shall be remunerated only by the Company and not by the controlling shareholder on behalf of the Company.</u>	Article 126 of the PRC Guidelines on AoA.
67.	<b>Addition</b>	<u><b>Article 146</b> The senior officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If a senior officer of the Company fails to faithfully perform his or her duties or violate his or her fiduciary duties and causes damage to the interests of the Company and the public shareholders, he or she shall be liable for compensation in accordance with the law.</u>	Article 135 of the PRC Guidelines on AoA.
68.	<b>Article 180</b> The Company shall have a Board of Supervisors, which shall consist of three supervisors, including one chairman. The appointment or dismissal of the chairman of the Board of Supervisors shall be determined by two-thirds or more of the members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors. When the chairman of the Board of Supervisors is unable or fails to perform his or her duty, a supervisor jointly recommended by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.	<b>Article 180<del>55</del></b> The Company shall have a Board of Supervisors, which shall consist of three supervisors, including one chairman. The appointment or dismissal of the chairman of the Board of Supervisors shall be determined by <del>two-thirds or more</del> <b>more than half of</b> the members of the Board of Supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors. When the chairman of the Board of Supervisors is unable or fails to perform his or her duty, a supervisor jointly recommended by more than half of the supervisors shall convene and preside over the meeting of the Board of Supervisors.	The Mandatory Provisions have been repealed;  the relevant requirements of the Hong Kong Listing Rules have been deleted;  Article 144 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representatives shall be not less than one-third of the total number of supervisors. The staff representatives are democratically elected and removed by the Company's staff at the staff representative assembly, general staff meeting or otherwise. The shareholder representatives are elected and removed by the general meeting.</p>	<p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representatives shall be not less than one-third of the total number of supervisors. The staff representatives are democratically elected and removed by the Company's staff at the staff representative assembly, general staff meeting or otherwise. The shareholder representatives are elected and removed by the general meeting.</p>	
69.	<p><b>Article 186</b> Meetings of the Board of Supervisors may be held and voted on the spot, through communication or a combination of both.</p> <p>Each supervisor shall have one vote. The meeting of the Board of Supervisors shall be attended by supervisors personally. The supervisor unable to attend for a certain reason may appoint another supervisor to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, the agency matters, and the scope and validity of authorization, and shall be signed and sealed by the principal. The supervisor who attends the meeting on behalf of another supervisor shall exercise the rights of supervisors within the authority.</p> <p>The resolutions of the Board of Supervisors shall be adopted by two-thirds or more of the members of the Board of Supervisors.</p>	<p><b>Article 186<del>1</del></b> Meetings of the Board of Supervisors may be held and voted on the spot, through communication or a combination of both.</p> <p>Each supervisor shall have one vote. The meeting of the Board of Supervisors shall be attended by supervisors personally. The supervisor unable to attend for a certain reason may appoint another supervisor to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, the agency matters, and the scope and validity of authorization, and shall be signed and sealed by the principal. The supervisor who attends the meeting on behalf of another supervisor shall exercise the rights of supervisors within the authority.</p> <p>The resolutions of the Board of Supervisors shall be adopted by <del>two-thirds or more</del> <b>more than half</b> of the members of the Board of Supervisors.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements of the Hong Kong Listing Rules have been deleted;</p> <p>Article 146 of the the PRC Guidelines on AoA.</p>
70.	<p><b>Article 187</b> The Board of Supervisors shall formulate the rules of procedures for the Board of Supervisors, stipulating its methods of discussing official business and voting procedures, so as to ensure its efficient operation and reasonable decision-making.</p>	<p><b>Article 187<del>2</del></b> The Board of Supervisors shall formulate the rules of procedures for the Board of Supervisors, stipulating its methods of discussing official business and voting procedures, so as to ensure its efficient operation and reasonable decision-making. <b><u>The rules of procedures for the Board of Supervisors shall be annexed to the Articles of Association and shall be prepared by the Board of Supervisors and approved by the general meeting.</u></b></p>	<p>Article 147 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
71.	<p><b>Article 190</b> The validity of an act of a director, general manager or other senior officers of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her current position, election or qualifications.</p>	Deleted	The Mandatory Provisions have been repealed.
72.	<p><b>Article 191</b> In addition to obligations imposed by the laws, administrative regulations or listing rules of the stock exchange(s) where the Company's shares are listed, the Company's directors, supervisors, general manager and other senior officers shall owe the following obligations to each shareholder in the exercise of the functions and power granted to them by the Company:</p> <p>(I) Not to cause the Company to act beyond the scope of business as stipulated in its business license;</p> <p>(II) To act in good faith in the best interests of the Company;</p> <p>(III) Not to deprive the property of the Company in any form, including (but not limited to) any opportunity favorable to the Company;</p> <p>(IV) Not to deprive the individual rights and interests of the shareholders, including (but not limited to) any distribution rights and voting rights, but excluding any plan of reorganization of the Company submitted to the general meeting for approval in accordance with the Articles of Association.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
73.	<p><b>Article 192</b> The Company's director, supervisor, general manager and other senior officers shall have a duty, in the exercise of his/her power and discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	Deleted	The Mandatory Provisions have been repealed.
74.	<p><b>Article 193</b> The Company's directors, supervisors, general manager and other senior officers shall, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a possible conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(I) To act in good faith in the best interests of the Company;</p> <p>(II) To exercise power within the scope of their functions and power and not to act beyond such power;</p> <p>(III) To personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person and, not to delegate the exercise of his/her discretion to another party unless permitted by the laws and administrative regulations or with the consent of the general meeting that has been informed;</p> <p>(IV) To treat shareholders of the same class equally and to be impartial to shareholders of different classes;</p> <p>(V) Not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the consent of the general meeting that has been informed;</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(VI) Not to use Company property for his/her own benefit in any way without the consent of the general meeting that has been informed;</p> <p>(VII) Not to use his/her functions and power as a means for accepting bribes or other forms of illegal income, and not to illegally appropriate Company assets in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(VIII) Not to accept commissions in connection with Company transactions without the consent of the general meeting that has been informed;</p> <p>(IX) To abide by the Articles of Association, perform his/her duties faithfully, protect the interests of the Company and not to seek personal gain with his/her position, functions and power in the Company;</p> <p>(X) Not to compete with the Company in any way without the consent of the general meeting that has been informed;</p> <p>(XI) Not to embezzle the Company's funds or lend the Company's funds to others, not to deposit the Company's assets in accounts opened in his own or in another's name, and unless otherwise specified by the laws, regulations and the Articles of Association, not to use the Company's assets as security for the debts of the Company's shareholders or other persons;</p>		

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(XII) Not to disclose confidential information relating to the Company that was acquired by him/her during his/her office without the consent of the general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:</p> <ol style="list-style-type: none"> <li>1. Required by law;</li> <li>2. Required for the public interest;</li> <li>3. Required for the interest of such director, supervisor, general manager and other senior officers of the Company.</li> </ol>		
75.	<p><b>Article 194</b> The director, supervisor, general manager and other senior officers of the Company shall not cause the following persons or entities (the “associates”) to do what he/she is prohibited from doing:</p> <p>(I) The spouse or minor child of that director, supervisor, general manager and other senior officers of the Company;</p> <p>(II) The director, supervisor, general manager and other senior officers of the Company and a trustee of any persons referred to in Item (I) of this article;</p> <p>(III) The director, supervisor, general manager and other senior officers of the Company or any person that has a partnership with those referred to in Item (I) and (II) of this article;</p> <p>(IV) A company controlled by the director, supervisor, general manager and other senior officers of the Company solely or jointly with those persons referred to in Item (I), (II) and (III) above or any other director, supervisor, general manager and senior officers of the Company in fact;</p> <p>(V) The director, supervisor, general manager and other senior officers of the controlled company referred to in Item (IV) of this Article.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
76.	<p><b>Article 195</b> The obligation of honesty and credibility of the Company's directors, supervisors, general manager and other senior officers does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.</p> <p>The liability of directors, supervisors, general manager and other senior officers of the Company for breaching a given obligation may be waived by the general meeting that has knowledge of the circumstances, save for the circumstances specified in Article 57 of the Articles of Association.</p>	<p><b>Article 195<del>65</del></b> The obligation of honesty and credibility of the Company's directors, supervisors, general manager and other senior officers does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.</p> <p>The liability of directors, supervisors, general manager and other senior officers of the Company for breaching a given obligation may be waived by the general meeting that has knowledge of the circumstances, <del>save for the circumstances specified in Article 57 of the Articles of Association.</del></p>	The Mandatory Provisions have been repealed.
77.	<p><b>Article 196</b> If a director, supervisor, general manager or other senior officers of the Company has directly or indirectly been vested a material interest in a contract, transaction or arrangement concluded or planned by the Company (except for his/her employment contract with the Company), he/she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board.</p>	Deleted	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements of the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>Except as provided for in note 1 appended to Appendix 3 to the Listing Rules or approved by Hong Kong Stock Exchange, the director shall not vote on any contract or arrangement or any other proposed resolution of the Board in which he/she has a material interest through himself/herself or any of his/her close associates (as defined in the Listing Rules); nor shall he/she be counted when determining whether a quorum is present at the meeting, unless otherwise stipulated by the laws, administrative regulations, normative documents, and securities regulatory authority at the place where the Company's shares are listed.</p> <p>Unless the interested director, supervisor, general manager or other senior officers of the Company has disclosed such interest to the Board as required under the preceding paragraphs of this Article and the matter has been approved by the Board at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, general manager or other senior officer concerned.</p> <p>A director, supervisor, general manager and other senior officers of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a connected person of that director, supervisor, president and senior officer has an interest.</p>		

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
78.	<p><b>Article 197</b> Where a director, supervisor, general manager and other senior officers of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient declaration of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	Deleted	The Mandatory Provisions have been repealed.
79.	<p><b>Article 198</b> The Company shall not by any means pay taxes for or on behalf of its director, supervisor, general manager and other senior officers.</p>	Deleted	The Mandatory Provisions have been repealed.
80.	<p><b>Article 199</b> The Company shall not directly or indirectly make a loan to or provide any guarantees in connection with the loan to a director, supervisor, general manager and other senior officers of the Company or any of their respective associates.</p>	Deleted	The Mandatory Provisions have been repealed.

**APPENDIX I**

**COMPARATIVE TABLE OF THE AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>However, the following transactions are not subject to the above prohibition:</p> <p>(I) The provision by the Company of a loan or a loan guarantee to its subsidiaries;</p> <p>(II) The provision by the Company of a loan or a loan guarantee, or any other fund to any of its directors, supervisors, general manager and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his/her duties, in accordance with the terms of a service contract approved by the shareholders in the general meeting;</p> <p>(III) The provision by the Company of a loan or a loan guarantee to a relevant director, supervisor, general manager and other senior officers of the Company and to a respective associate thereof based on normal commercial terms, if the ordinary business scope of the Company covers providing a loan or a loan guarantee.</p>		
81.	<p><b>Article 200</b> A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan in a timely manner.</p>	Deleted	The Mandatory Provisions have been repealed.
82.	<p><b>Article 201</b> Loan guarantee provided by the Company in breach of item (I) of Article 199 shall not be enforceable against the Company, unless:</p> <p>(I) A loan was provided to a respective associate of any of the director, supervisor, general manager and other senior officers of the Company or of the Company's parent company and the lender did not know the relevant circumstances;</p> <p>(II) The collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
83.	<p><b>Article 202</b> For the purpose of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking of responsibilities or a provision of property to secure the performance of obligations by the obligor.</p>	Deleted	The Mandatory Provisions have been repealed.
84.	<p><b>Article 204</b> The Company shall enter into a contract in writing with the directors, supervisors and senior officers, which shall include at least the following provisions:</p> <p>(I) The directors, supervisors and senior officers undertake to the Company that they shall comply with the Company Law, Special Regulations, the Articles of Association, the Codes on Takeovers and Mergers and Share Repurchases, the Codes on Share Repurchases, the Hong Kong Listing Rules and other regulations made by the Stock Exchange of Hong Kong and the CSRC, and agree that the Company shall enjoy the remedial measures provided for in the Articles of Association, and that the contract and their offices shall not be transferred;</p> <p>(II) The directors, supervisors and senior officers undertake to the Company representing every shareholder that they shall observe and perform their obligations to the shareholders as stipulated in the Articles of Association;</p> <p>(III) The arbitration provisions in the Articles of Association and the Hong Kong Listing Rules.</p>	Deleted	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements of the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
85.	<p><b>Article 205</b> The Company shall, with the prior approval of shareholders in the general meeting, enter into a contract in writing with a director or supervisor wherein his/her remunerations are stipulated, including:</p> <p>(I) Remunerations in respect of his/her service as director, supervisor or other senior officers of the Company;</p> <p>(II) Remunerations in respect of his/her service as director, supervisor or other senior officers of any subsidiary of the Company;</p> <p>(III) Remunerations in respect of the provision of other services in connection with the management of the Company or any of its subsidiaries;</p> <p>(IV) Compensation for loss of the position or retirement from office.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought to a court by a director or supervisor against the Company for any benefits in respect of the matters aforementioned.</p> <p>The Company shall disclose to shareholders the remuneration received by directors, supervisors and senior officers from the Company on a regular basis.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
86.	<p><b>Article 206</b> The contract for remunerations entered into between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the directors and supervisors shall, subject to the prior approval of the shareholders in the general meeting, have the right to receive compensation or other payment for loss of the position or retirement.</p> <p>A takeover of the Company as referred to above means:</p> <p>(I) A takeover offer made by any person to all shareholders;</p> <p>(II) An offer made by any person with a view to rendering the offer or a “controlling shareholder”. A “controlling shareholder” shall have the same meaning as defined in Article 58 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
87.	<p><b>Article 215</b> Surplus reserves of the Company shall be used for loss recovery, business expansion or registered capital replenishment of the Company. Nevertheless, the capital reserve will not be used to offset the loss of the Company. The capital reserve includes the following amounts:</p> <p>(I) Premium obtained from the share issuance at a price higher than the face value;</p> <p>(II) Other incomes that shall be listed in the capital reserves according to the provisions of the finance administration authority of the State Council.</p> <p>When the legal reserve is converted into the registered capital, the remaining amount of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.</p>	<p><b>Article <del>215</del>175</b> Surplus reserves of the Company shall be used for loss recovery, business expansion or registered capital replenishment of the Company. Nevertheless, the capital reserve will not be used to offset the loss of the Company. <del>The capital reserve includes the following amounts:</del></p> <p><del>(I) Premium obtained from the share issuance at a price higher than the face value;</del></p> <p><del>(II) Other incomes that shall be listed in the capital reserves according to the provisions of the finance administration authority of the State Council.</del></p> <p>When the legal reserve is converted into the registered capital, the remaining amount of such reserve shall not be less than 25% of the registered capital of the Company before the conversion.</p>	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
88.	<p><b>Article 218</b> The Company shall appoint collection agents for holders of foreign shares listed overseas. The agents shall receive the dividends and other amounts payable distributed by the Company to the foreign shares listed overseas on behalf of relevant shareholders.</p> <p>The collection agent appointed by the Company shall comply with the requirements set out by the laws in the listing region or related provisions of the stock exchange.</p> <p>The collection agent appointed by the Company for the holders of the overseas listed foreign shares listed in Hong Kong shall be a trust company registered in accordance with the Trustee Ordinance of Hong Kong. The Company shall have the right to terminate the delivery of the dividend coupon through the postal service to a holder of overseas listed foreign shares, but the Company can only exercise such right after the dividend coupon is not cashed for twice in succession. Nevertheless, the Company also can exercise such right, provided that such dividend coupon is not delivered to the recipient but returned for the first time.</p> <p>As to the exercise of right to issue the warrant to an unregistered holder, the Company shall not issue any new warrant to supersede the lost warrant, unless the Company firmly believes that the original warrant has been destroyed without reasonable doubt.</p>	<p><b>Article <del>218</del>178</b> The Company shall appoint collection agents for holders of foreign shares listed overseas. The agents shall receive the dividends and other amounts payable distributed by the Company to the foreign shares listed overseas on behalf of relevant shareholders.</p> <p>The collection agent appointed by the Company shall comply with the requirements set out by the laws in the listing region or related provisions of the stock exchange.</p> <p>The collection agent appointed by the Company for the holders of the overseas listed foreign shares listed in Hong Kong shall be a trust company registered in accordance with the Trustee Ordinance of Hong Kong. The Company shall have the right to terminate the delivery of the dividend coupon through the postal service to a holder of overseas listed foreign shares, but the Company can only exercise such right after the dividend coupon is not cashed for twice in succession. Nevertheless, the Company also can exercise such right, provided that such dividend coupon is not delivered to the recipient but returned for the first time.</p> <p>As to the exercise of right to issue the warrant to an unregistered holder, the Company shall not issue any new warrant to supersede the lost warrant, unless the Company firmly believes that the original warrant has been destroyed without reasonable doubt.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements of the Hong Kong Listing Rules have been deleted.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>The Company shall have the right to sell the overseas listed foreign shares held by a shareholder who is not available for contact in such a way as is considered appropriate by the Board of Directors, but such sale shall observe the following conditions:</p> <p>(I) The dividend has been distributed to relevant shares for at least 3 times within 12 years, during which the dividend is unclaimed; and</p> <p>(II) After the 12-year period expires, the Company shall publish an announcement on one or more newspapers in the listing region of the Company, specifying the intent to sell the shares, and notify Hong Kong Exchanges and Clearing Limited where such shares are listed.</p> <p>To the extent permitted by related laws and regulations of China, the Company can exercise the right to confiscate the unclaimed dividend, but such right shall not be exercised before the expiration of relevant applicable period of limitation.</p> <p>The amount paid by a shareholder for any share before the shareholders are urged to pay for their shares can generate the interest, but the shareholder shall have no right to participate in the dividend declared subsequently on such prepaid amount.</p>	<p>The Company shall have the right to sell the overseas listed foreign shares held by a shareholder who is not available for contact in such a way as is considered appropriate by the Board of Directors, but such sale shall observe the following conditions:</p> <p>(I) The dividend has been distributed to relevant shares for at least 3 times within 12 years, during which the dividend is unclaimed; and</p> <p>(II) After the 12-year period expires, the Company shall publish an announcement on one or more newspapers in the listing region of the Company, specifying the intent to sell the shares, and notify Hong Kong Exchanges and Clearing Limited where such shares are listed.</p> <p>To the extent permitted by related laws and regulations of China, the Company can exercise the right to confiscate the unclaimed dividend, but such right shall not be exercised before the expiration of relevant applicable period of limitation.</p> <p>The amount paid by a shareholder for any share before the shareholders are urged to pay for their shares can generate the interest, but the shareholder shall have no right to participate in the dividend declared subsequently on such prepaid amount.</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
89.	<p><b>Article 220</b> The first accounting firm of the Company shall be appointed by the founding assembly before the first annual meeting of shareholders and the term of the accounting firm shall be terminated when the first annual meeting of shareholders ends. When the founding assembly fails to exercise the authority set out in the preceding paragraph, the Board of Directors shall exercise the authority. The decision to engage an accounting firm shall be made by the Shareholders' General Meeting, and the Board of Directors shall not decide to appoint an accounting firm before the Shareholders' General Meeting makes the decision. The term of the accounting firm appointed by the Company shall range from the ending of the current annual meeting of shareholders of the Company to the ending of next annual meeting of shareholders.</p>	<p><del><b>Article 220</b></del> <del>The first accounting firm of the Company shall be appointed by the founding assembly before the first annual meeting of shareholders and the term of the accounting firm shall be terminated when the first annual meeting of shareholders ends. When the founding assembly fails to exercise the authority set out in the preceding paragraph, the Board of Directors shall exercise the authority.</del> The decision to engage an accounting firm shall be made by the Shareholders' General Meeting, and the Board of Directors shall not decide to appoint an accounting firm before the Shareholders' General Meeting makes the decision. The term of the accounting firm appointed by the Company shall range from the ending of the current annual meeting of shareholders of the Company to the ending of next annual meeting of shareholders.</p>	The Mandatory Provisions have been repealed.
90.	<p><b>Article 221</b> The accounting firm engaged by the Company shall enjoy the following rights:</p> <p>(I) Inquire the account book, records or vouchers of the Company at any time, and have the right to require the directors, President or other senior managers of the Company to provide relevant materials and statements;</p> <p>(II) Require the Company take every reasonable measure to obtain the materials and statements required by the accounting firm for duty performance from the subsidiaries;</p> <p>(III) Participate in the shareholders' meeting, obtain the meeting notice any shareholder is entitled to and other information related to the meeting, and address any shareholders' meeting over the issues concerning the accounting firm.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
91.	<p><b>Article 222</b> If the position of the accounting firm is vacant, the Board of Directors can appoint an accounting firm to fill the vacancy before the Shareholders' General Meeting open, but the appointment shall be confirmed by next Shareholders' General Meeting. Nevertheless, if the Company has another accounting firm during the vacancy, such accounting firm can still act.</p> <p>The Shareholders' General Meeting shall observe the following provisions when engaging a candidate accounting firm not in position now to fill any vacancy of the position of the accounting firm, or continue engaging an accounting firm engaged by the Board of Directors to fill the vacancy, or dismiss an accounting firm whose term does not expire yet:</p> <p>(1) The proposal on engagement or dismissal shall be sent to the accounting firm proposed for engagement or proposed for departure, or the accounting firm that has departed in relevant accounting year. Departure includes dismissal, discharge and resignation.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(II) If the accounting firm about to depart from the position makes a written statement and requires the Company to furnish such statement to the shareholders, the Company shall take the following measures, unless the Company receives such written statement too late:</p> <ol style="list-style-type: none"> <li>1. Specify the accounting firm about to depart from the position has made the statement on the notice distributed to make a resolution;</li> <li>2. Deliver the duplicate of statement as an attachment of the meeting notice of the Shareholders' General Meeting to every shareholder entitled to receive the notice in the manner stipulated by these Articles of Association.</li> </ol> <p>(III) If the Company fails to distribute the statement of relevant accounting firm as specified in item (II) under this paragraph, relevant accounting firm may require the statement to be read out at the Shareholders' General Meeting and further appeal.</p> <p>(IV) The accounting firm that has departed from the position shall have the right to participate in the following meetings:</p> <ol style="list-style-type: none"> <li>1. The Shareholders' General Meeting for which the term of the accounting should expire;</li> <li>2. The Shareholders' General Meeting that incurs a vacancy because of the dismissal of the accounting firm; and</li> <li>3. The Shareholders' General Meeting convened because of the active resignation of the accounting firm.</li> </ol> <p>The departed accounting firm shall have the right to receive all the notices or other information related to the aforesaid meetings, and address such meetings over the issues concerning the accounting firm as the former accounting firm of the Company.</p>		

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
92.	<b>Article 223</b> The Shareholders' General Meeting can dismiss any accounting firm through a common resolution before the term of such accounting firm expires, no matter how the articles of the contract made by the Company with such accounting firm specify. If relevant accounting firm enjoys the right to claim compensations from the Company because of the dismissal, relevant rights shall not be influenced by this provision.	Deleted	The Mandatory Provisions have been repealed.
93.	<b>Article 225</b> The remuneration, or the method to determine the remuneration, of the accounting firm shall be determined by the Shareholders' General Meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.	<b>Article 225<del>182</del></b> The remuneration, <del>or the method to determine the remuneration,</del> of the accounting firm shall be determined by the Shareholders' General Meeting. <del>The remuneration of the accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.</del>	The Mandatory Provisions have been repealed.
94.	<b>Article 226</b> The Shareholders' General Meeting shall make the resolution to engage, dismiss and no longer the accounting firm of the Company and report to the securities regulator of the State Council.	Deleted	The Mandatory Provisions have been repealed.
95.	<b>Article 227</b> When deciding to dismiss or no longer extend the engagement of the accounting firm, the Bank shall notify the accounting firm 30 days in advance. When the Shareholders' General Meeting of the Bank votes on the decision to dismiss the accounting firm, the accounting firm shall be allowed to state its opinions.  When the accounting firm asks to resign from the position, the accounting firm shall state to the Shareholders' General Meeting whether the Company has had any improper causes or events.	<b>Article 227<del>183</del></b> When deciding to dismiss or no longer extend the engagement of the accounting firm, the Bank shall notify the accounting firm 30 days in advance. When the Shareholders' General Meeting of the Bank votes on the decision to dismiss the accounting firm, the accounting firm shall be allowed to state its opinions.  When the accounting firm asks to resign from the position, the accounting firm shall state to the Shareholders' General Meeting whether the Company has had any improper causes or events.	The Mandatory Provisions have been repealed;  the relevant requirements of the Hong Kong Listing Rules have been deleted;  Article 163 of the PRC Guidelines on AoA.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>The accounting firm may resign from the position by putting the written notice of resignation in the legal address of the Company. The notice shall take effect on the date when it is placed in the legal address of the Company or the date indicated in the notice. The notice shall include the following statements:</p> <p>(I) The declaration claiming that its resignation doesn't involve anything that should be stated to the shareholders or creditors of the Company; or</p> <p>(II) Statement on any such affair that should be clarified.</p> <p>The Company shall deliver the copy of the written notice stated in the previous paragraph to relevant sponsoring authority within 14 days after receipt of such notice. If the notice contains the statement mentioned in item (II) under the previous paragraph, the Company shall keep the duplicate of such statement in the Company for the inquiry by the shareholders and deliver the duplicate of such statement to every shareholder who is entitled to receive the financial position report of the issuer.</p>	<p>The accounting firm may resign from the position by putting the written notice of resignation in the legal address of the Company. The notice shall take effect on the date when it is placed in the legal address of the Company or the date indicated in the notice. The notice shall include the following statements:</p> <p><del>(I) The declaration claiming that its resignation doesn't involve anything that should be stated to the shareholders or creditors of the Company; or</del></p> <p><del>(II) Statement on any such affair that should be clarified.</del></p> <p>The Company shall deliver the copy of the written notice stated in the previous paragraph to relevant sponsoring authority within 14 days after receipt of such notice. If the notice contains the statement mentioned in item (II) under the previous paragraph, the Company shall keep the duplicate of such statement in the Company for the inquiry by the shareholders and deliver the duplicate of such statement to every shareholder who is entitled to receive the financial position report of the issuer.</p>	

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>Unless otherwise specified by these Articles of Association, the Company shall also deliver the duplicate of the aforesaid statement in the mail with the postage paid to each holder of the overseas listed shares, and the addresses of the recipients shall be subject to the registration in the list of shareholders. Alternatively, the Company can publish the statement on the website of the stock exchange in the stock listing region of the Company or one or more newspapers designated by the stock exchange or specified by these Articles of Association.</p> <p>If the notice of resignation of the accounting firm contains any statement stated in item 2, paragraph 3 of this article, the accounting firm can require the Board of Directors hold an extraordinary Shareholders' General Meeting to hear the explanation about relevant situations concerning its resignation.</p>	<p><del>Unless otherwise specified by these Articles of Association, the Company shall also deliver the duplicate of the aforesaid statement in the mail with the postage paid to each holder of the overseas listed shares, and the addresses of the recipients shall be subject to the registration in the list of shareholders. Alternatively, the Company can publish the statement on the website of the stock exchange in the stock listing region of the Company or one or more newspapers designated by the stock exchange or specified by these Articles of Association.</del></p> <p>If the notice of resignation of the accounting firm contains any statement stated in item 2, paragraph 3 of this article, the accounting firm can require the Board of Directors hold an extraordinary Shareholders' General Meeting to hear the explanation about relevant situations concerning its resignation.</p>	
96.	<p><b>Article 232</b> The Company delivers announcements and makes information disclosures to the domestic shareholders through the information disclosure newspapers and websites designated by laws, administrative regulations or domestic regulators. If these Articles of Association specify announcements shall be sent to holders of H shares, relevant announcements shall be simultaneously published on the newspaper, magazine website and/or the Company's website as defined by the Hong Kong Listing Rules. All the notices or other documents that the Company shall submit to Hong Kong Exchanges and Clearing Limited subject to Chapter 13 of the Hong Kong Listing Rules shall be made in English or attached with the signed and certified English translations.</p>	<p><del><b>Article 232</b></del><b>238</b> The Company delivers announcements and makes information disclosures to the domestic shareholders through the information disclosure newspapers and websites designated by laws, administrative regulations or domestic regulators. If these Articles of Association specify announcements shall be sent to holders of H shares, relevant announcements shall be simultaneously published on the newspaper, magazine website and/or the Company's website as defined by the Hong Kong Listing Rules. All the notices or other documents that the Company shall submit to Hong Kong Exchanges and Clearing Limited subject to Chapter 13 of the Hong Kong Listing Rules shall be made in English or attached with the signed and certified English translations.</p>	The relevant requirements of the Hong Kong Listing Rules have been deleted.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
97.	<p><b>Article 234</b> The merger or separation of the Company shall be proposed by the Board of Directors of the Company and adopted in line with the procedure specified by these Articles of Association, and then relevant examination &amp; approval procedures shall be handled according to the law. A shareholder opposing the merger or separation plan of the Company shall have the right to require the Company or the shareholders consenting with the merger or separation plan to buy his shares at a fair price. The content of the merger or separation resolution of the Company shall be made in a special document to be checked by the shareholders.</p> <p>The aforesaid documents shall be delivered via posting to the holders of the foreign shares listed abroad.</p>	Deleted	The Mandatory Provisions have been repealed.
98.	<p><b>Article 237</b> When the Company is separated, its property shall be correspondingly separated.</p> <p>In the case of separation, relevant parties to the separation shall sign a separation agreement, and prepare the balance sheet and the property list. The Company shall notify its creditors of merger within 10 days after such resolution is adopted and make a public announcement on a newspaper for at least 3 times within 30 days.</p>	<p><b>Article 237<del>192</del></b> When the Company is separated, its property shall be correspondingly separated.</p> <p>In the case of separation, relevant parties to the separation shall sign a separation agreement, and prepare the balance sheet and the property list. The Company shall notify its creditors of merger within 10 days after such resolution is adopted and make a public announcement on a newspaper <del>for at least 3</del> times within 30 days.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 175 of the Company Law.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
99.	<p><b>Article 241</b> The Company is dissolved for the following causes:</p> <p>(I) The operating term specified in these Articles of Association expires and other dissolution causes specified in these Articles of Association occur;</p> <p>(II) The Shareholders' General Meeting resolves to dissolve the Company;</p> <p>(III) When dissolution is necessary due to merger or division of the Company;</p> <p>(IV) Declared bankrupt according to the law because of the failure to repay the debts upon their maturity;</p> <p>(V) Deprived of the business license, or ordered to close down or be dissolved;</p> <p>(VI) The shareholders holding more than 10% of the voting rights of the Company may request the court dissolve the Company, when the Company suffers serious difficulty in business and operation, its further existence will seriously harm the interests of the shareholders, and other ways have been exhausted.</p>	<p><b>Article 241<del>196</del></b> The Company is dissolved for the following causes:</p> <p>(I) The operating term specified in these Articles of Association expires and other dissolution causes specified in these Articles of Association occur;</p> <p>(II) The Shareholders' General Meeting resolves to dissolve the Company;</p> <p>(III) When dissolution is necessary due to merger or division of the Company;</p> <p><del>(IV) Declared bankrupt according to the law because of the failure to repay the debts upon their maturity;</del></p> <p><del>(V)</del> Deprived of the business license, or ordered to close down or be dissolved;</p> <p><del>(VI)</del> The shareholders holding more than 10% of the voting rights of the Company may request the court dissolve the Company, when the Company suffers serious difficulty in business and operation, its further existence will seriously harm the interests of the shareholders, and other ways have been exhausted;</p> <p><u>(VI) Other circumstances under which the Company should be dissolved as stipulated by laws and regulations.</u></p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 179 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
100.	<p><b>Article 243</b> The Company shall establish the liquidation group to start the liquidation within 15 days after the dissolution event occurs, if the Company is dissolved due to items (I), (II), (V) and (VI) of Article 241 of these Articles of Association. The liquidation group shall be composed of directors or other persons determined by the Shareholders' General Meeting. Where the liquidation group is not established within the aforesaid period, the creditors can request the people's court to designate related people to form a liquidation group for liquidation.</p> <p>If the Company is dissolved on account of the provision of item (IV) of Article 241 of these Articles of Association, the people's court shall, according to relevant laws, organize the shareholders, relevant authorities and relevant professionals to establish the liquidation team to carry out the liquidation.</p>	<p><b>Article 243<del>198</del></b> The Company shall establish the liquidation group to start the liquidation within 15 days after the dissolution event occurs, if the Company is dissolved due to items (I), (II), (<del>IV</del>) and (<del>V</del>) of Article <del>241</del><b>196</b> of these Articles of Association. The liquidation group shall be composed of directors or other persons determined by the Shareholders' General Meeting. Where the liquidation group is not established within the aforesaid period, the creditors can request the people's court to designate related people to form a liquidation group for liquidation.</p> <p><del>If the Company is dissolved on account of the provision of item (IV) of Article 241 of these Articles of Association, the people's court shall, according to relevant laws, organize the shareholders, relevant authorities and relevant professionals to establish the liquidation team to carry out the liquidation.</del></p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 181 of the PRC Guidelines on AoA.</p>
101.	<p><b>Article 244</b> If the Board of Directors decides to liquidate the Company (except when the Company declares bankruptcy and is accordingly liquidated), the Board of Directors shall state that it has thoroughly investigated the status of the Company, and believes the Company can liquidate all the liabilities within 12 months after the liquidation starts in the notice of the Shareholders' General Meeting convened for the liquidation.</p> <p>Once the Shareholders' General Meeting adopts the liquidation resolution, the authorities of the Board of Directors of the Company shall be immediately stopped.</p> <p>The liquidation team shall observe the instructions of the Shareholders' General Meeting, report the income and expenditure of the liquidation team as well as the progress of the business and liquidation of the Company to the Shareholders' General Meeting at least once each year, and deliver the final report to the Shareholders' General Meeting when the liquidation finishes.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
102.	<p><b>Article 246</b> The liquidation team shall inform the creditors within 10 days after establishment, and make an announcement on the newspaper for at least 3 times within 60 days. The creditors shall declare their credits to the liquidation group within 30 days after receipt of the notice, or within 45 days after the date of the announcement, if they don't receive the notice.</p> <p>The creditors shall, while declaring their claims, state particulars of their claims and provide supporting documents. The liquidation group shall register the credits.</p> <p>During the declaration of credit, the liquidation group shall not perform the liquidation to the creditors.</p>	<p><b>Article 246</b><del>200</del> The liquidation team shall inform the creditors within 10 days after establishment, and make an announcement on the newspaper <del>for at least 3 times</del> within 60 days. The creditors shall declare their credits to the liquidation group within 30 days after receipt of the notice, or within 45 days after the date of the announcement, if they don't receive the notice.</p> <p>The creditors shall, while declaring their claims, state particulars of their claims and provide supporting documents. The liquidation group shall register the credits.</p> <p>During the declaration of credit, the liquidation group shall not perform the liquidation to the creditors.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 185 of the Company Law.</p>
103.	<p><b>Article 249</b> After the liquidation of the Company finishes, the liquidation team shall prepare the liquidation report as well as the income &amp; expenditure statement and the accounting book in the liquidation period, and submit the same to the Shareholders' General Meeting or relevant sponsoring authority for confirmation after the verification by the Chinese certified public accountant. The liquidation team shall, within 30 days after the date of the confirmation by the Shareholders' General Meeting or relevant sponsoring authority, submit the aforesaid documents to the company registration authority to apply to write off the registration of the Company, and announce the termination of the Company.</p>	<p><b>Article 249</b><del>203</del> After the liquidation of the Company finishes, the liquidation team shall prepare the liquidation report <del>as well as the income &amp; expenditure statement and the accounting book in the liquidation period</del>, submit the <u>report</u> to the Shareholders' General Meeting or relevant sponsoring authority <u>the people's court</u> for confirmation, <del>after the verification by the Chinese certified public accountant. The liquidation team shall, within 30 days after the date of the confirmation by the Shareholders' General Meeting or relevant sponsoring authority,</del> <u>and</u> submit the aforesaid documents to the company registration authority to apply to write off the registration of the Company, and announce the termination of the Company.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 186 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
104.	<p><b>Article 253</b> These Articles of Association shall be amended if:</p> <p>(I) These Articles of Association are in conflict with the revised Company Law, or relevant laws and regulations;</p> <p>(II) Any change has occurred to the Company's conditions recorded in these Articles of Association; or</p> <p>(III) The Shareholders' General Meeting decides to revise these Articles of Association.</p> <p>If the revision of these Articles of Association involves the contents in the Mandatory Provisions, the revision shall take effect after it is approved by the company approval authority authorized by the State Council and the securities authority of the State Council (if applicable). If the revision involves company registration affairs, the Company shall handle the change registration according to the law.</p>	<p><b>Article 253<del>207</del></b> These Articles of Association shall be amended if:</p> <p>(I) These Articles of Association are in conflict with the revised Company Law, or relevant laws and <b>administrative</b> regulations;</p> <p>(II) Any change has occurred to the Company's conditions recorded in these Articles of Association; or</p> <p>(III) The Shareholders' General Meeting decides to revise these Articles of Association.</p> <p>If the revision of these Articles of Association <b>adopted by resolution of the Shareholders' General Meeting</b> involves the contents in the Mandatory Provisions, the revision shall take effect after it is approved by the company approval authority authorized by the State Council and the securities authority of the State Council (if applicable); <b>should be examined and approved by the Competent Authority, they must be reported to the Competent Authority for approval.</b> If the revision involves company registration affairs, the Company shall handle the change registration according to the law.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 190 of the PRC Guidelines on AoA.</p>

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
105.	<b>Chapter XIII Settlement of Dispute</b>	Deleted	The Mandatory Provisions have been repealed.
106.	<p><b>Article 257</b> The Company shall observe the following rules to settle disputes:</p> <p>(I) Relevant parties shall submit any dispute or claim for arbitration, if such dispute or claim arises in conjunction with the affairs of the Company based on the rights and obligations specified by these Articles of Association, the Company Law, the Special Provisions, other relevant laws and administrative regulations between the holders of overseas listed foreign shares and the Company, or between the holders of overseas listed foreign shares (including holders of overseas listed foreign shares and holders of unlisted foreign shares) and the directors, supervisors, the General Manager or other senior officers of the Company, or between the holders of the overseas listed foreign shares and the holders of the domestic shares.</p> <p>When the aforesaid dispute or claim is submitted for arbitration, it shall be the claim or dispute in whole. Any person having the cause of action for one affair or required to solve the aforesaid dispute or claim shall observe the arbitration, if the identity of such person is the Company or any shareholder, director, supervisor, General Manager or other senior officers of the Company.</p> <p>The dispute regarding the identification of shareholders or list of shareholders may be exempted from arbitration.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Articles of Association	Amended Articles of Association	Basis of Amendments
	<p>(II) Any person requesting arbitration can choose China International Economic and Trade Arbitration Commission for arbitration in accordance with its arbitration rules, or choose Hong Kong International Arbitration Center for arbitration in accordance with its securities arbitration rules. After the applicant for arbitration submits the dispute or claim for arbitration, the other party shall conduct the arbitration at the arbitration agency selected by the applicant.</p> <p>If the applicant for arbitration selects Hong Kong International Arbitration Center for arbitration, any party can request to perform the arbitration in Shenzhen in accordance with the securities arbitration rules of Hong Kong International Arbitration Center.</p> <p>(III) Settlement of the dispute or claim under (I) through arbitration shall be governed by the laws of the People's Republic of China, unless otherwise specified by the laws and regulations.</p> <p>(IV) The decision made by the arbitration institution shall be final and binding upon both parties.</p>		
107.	<p><b>Article 264</b> These Articles of Association have been adopted by the Shareholders' General Meeting of the Company through an ad hoc resolution, and shall take effect and be implemented as of the date on which the H shares publicly offered by the Company are listed for trading at Hong Kong Exchanges and Clearing Limited. The original Articles of Association of the Company shall be automatically invalidated as of the date when these Articles of Association take effect.</p>	<p><b>Article 264<sup>17</sup></b> These Articles of Association have been adopted by the Shareholders' General Meeting of the Company through an ad hoc resolution, and shall take effect and be implemented as of the date on which the H shares publicly offered by the Company are listed for trading at Hong Kong Exchanges and Clearing Limited. <u>These Articles of Association have been approved by the Shareholders' General Meeting of the Company by way of a special resolution.</u> The original Articles of Association of the Company shall be automatically invalidated as of the date when these Articles of Association take effect.</p>	Amendments for improvement.

- Notes:*
- (1) Since the above amendments involve adding or deleting articles and adjusting the serial numbers of the articles, the serial numbers involved in the relevant chapters, articles, and cross-references of the Articles of Association shall also be adjusted accordingly.
  - (2) The proposed amendments to the Articles of Association are prepared in Chinese and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE GENERAL MEETING

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
1.	<p><b>Article 2</b> The General Meeting of Shareholders acts as the authoritative organization of the Company which, according to the laws, exercises the following power:</p> <p>(I) to decide the management policies and investment plans of the Company;</p> <p>(II) to elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration;</p> <p>(III) to review and approve the reports of the Board;</p> <p>(IV) to review and approve the reports of the Board of Supervisors;</p> <p>(V) to review and approve the annual financial budget plans and final accounting plan of the Company;</p> <p>(VI) to review and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VII) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds or other securities and public listing plans;</p> <p>(IX) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p>	<p><b>Article 2</b> The General Meeting of Shareholders acts as the authoritative organization of the Company which, according to the laws, exercises the following power:</p> <p>(I) to decide the management policies and investment plans of the Company;</p> <p>(II) to elect and replace directors and supervisors who are not staff representatives, and to decide on matters relating to their remuneration;</p> <p>(III) to review and approve the reports of the Board;</p> <p>(IV) to review and approve the reports of the Board of Supervisors;</p> <p>(V) to review and approve the annual financial budget plans and final accounting plan of the Company;</p> <p>(VI) to review and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VII) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds or other securities and public listing plans;</p> <p>(IX) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p>	Article 41 of the Guidelines for the Articles of Association.

**APPENDIX II**

**COMPARATIVE TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES FOR THE GENERAL MEETING**

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>(X) to amend the Articles of Association;</p> <p>(XI) to make resolutions on the appointment or dismissal or non-renewal of engagement of accounting firms by the Company;</p> <p>(XII) to consider and approve the external guarantees of the Company that require the approval by the general meetings;</p> <p>(XIII) to consider the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XIV) to consider and approve material transactions and connected transactions which shall be submitted to the general meeting for consideration in accordance with laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;</p> <p>(XV) to review stock incentive plan;</p> <p>(XVI) to consider proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;</p> <p>(XVII) to review and approve the change of use of proceeds;</p> <p>(XVIII) to consider other matters that shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association.</p>	<p>(X) to amend the Articles of Association;</p> <p>(XI) to make resolutions on the appointment or dismissal or non-renewal of engagement of accounting firms by the Company;</p> <p>(XII) to consider and approve the external guarantees of the Company that require the approval by the general meetings;</p> <p>(XIII) to consider the Company's purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;</p> <p>(XIV) to consider and approve material transactions and connected transactions which shall be submitted to the general meeting for consideration in accordance with laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;</p> <p>(XV) to review the stock incentive plan <b><u>and employee stock ownership plan</u></b>;</p> <p>(XVI) to consider proposals raised by shareholder(s), individually or collectively representing over 3% of the Company's voting shares;</p> <p>(XVII) to review and approve the change of use of proceeds;</p> <p>(XVIII) to consider other matters that shall be decided by the general meeting according to the laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association.</p>	

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
2.	<p><b>Article 7</b> The general meetings shall be divided into the annual general meetings and the extraordinary general meetings. The annual general meeting shall be convened once a year, and shall be held within six months after the prior accounting year ends.</p> <p>The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances:</p> <p>(I) when the number of directors is less than the number specified in the Company Law or two-thirds of the number required by the Articles of Association;</p> <p>(II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;</p> <p>(III) at the request of shareholders who individually or collectively hold more than 10% of the Company's issued voting shares;</p> <p>(IV) when the Board considers it necessary;</p> <p>(V) when the Board of Supervisors proposes such a meeting be held;</p> <p>(VI) as proposed by more than two independent directors;</p> <p>(VII) any other circumstance required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The number of shares held under item (III) above shall be calculated from the date of such shareholder's written request.</p>	<p><b>Article 7</b> The general meetings shall be divided into the annual general meetings and the extraordinary general meetings. The annual general meeting shall be convened once a year, and shall be held within six months after the prior accounting year ends.</p> <p>The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances:</p> <p>(I) when the number of directors is less than the number specified in the Company Law or two-thirds of the number required by the Articles of Association;</p> <p>(II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;</p> <p>(III) at the request of shareholders who individually or collectively hold more than 10% of the Company's issued voting shares;</p> <p>(IV) when the Board considers it necessary;</p> <p>(V) when the Board of Supervisors proposes such a meeting be held;</p> <p>(VI) as proposed by <del>more than two</del> independent director(s);</p> <p>(VII) any other circumstance required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The number of shares held under item (III) above shall be calculated from the date of such shareholder's written request.</p>	<p>Article 47 of the Guidelines for the Articles of Association.</p>

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
3.	<p><b>Article 13</b> Shareholder(s) individually or jointly holding a total of more than 10% shares of the Company may sign one or more written requests of identical form and substance requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, give a written reply on whether to agree or disagree to convene the extraordinary general meeting or the class meeting within 10 days after receipt of the request.</p> <p>If the Board agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Board does not agree to hold the extraordinary general meeting or a class meeting or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding no less than 10% shares of the Company shall be entitled to propose and request in writing to the Board of Supervisors to convene an extraordinary general meeting or a class meeting.</p>	<p><b>Article 13</b> Shareholder(s) individually or jointly holding a total of more than 10% shares of the Company may sign one or more written requests of identical form and substance requesting the Board of Directors to convene an extraordinary general meeting <del>or a class meeting</del> and stating the subject of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, give a written reply on whether to agree or disagree to convene the extraordinary general meeting <del>or the class meeting</del> within 10 days after receipt of the request.</p> <p>If the Board agrees to convene the extraordinary general meeting <del>or a class meeting</del>, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Board does not agree to hold the extraordinary general meeting <del>or a class meeting</del> or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding no less than 10% shares of the Company shall be entitled to propose and request in writing to the Board of Supervisors to convene an extraordinary general meeting <del>or a class meeting</del>.</p>	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>If the Board of Supervisors agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal in the notice, the consent of relevant Shareholder(s) shall be obtained.</p> <p>If the Board of Supervisors fails to give the notice of such meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting themselves.</p>	<p>If the Board of Supervisors agrees to convene the extraordinary general meeting <del>or a class meeting</del>, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal in the notice, the consent of relevant Shareholder(s) shall be obtained.</p> <p>If the Board of Supervisors fails to give the notice of such meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting themselves.</p>	
4.	<p><b>Article 14</b> When the Board of Supervisors or the shareholders decide to convene a general meeting of shareholders by themselves, they shall notify the Board of Directors in writing and at the same time file the notice with the agency of CSRC and the corresponding stock exchange where the Company is domiciled in accordance with applicable regulations.</p> <p>Before an announcement on resolutions is made at the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.</p>	<p><b>Article 14</b> When the Board of Supervisors or the shareholders decide to convene a general meeting of shareholders by themselves, they shall notify the Board of Directors in writing and at the same time file the notice with <del>the agency of CSRC and the corresponding stock exchange where the Company is domiciled of</del> <u>the place where the shares of the Company are listed</u> in accordance with applicable regulations.</p> <p>Before an announcement on resolutions is made at the general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.</p>	Article 50 of the Guidelines for the Articles of Association.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
5.	<p><b>Article 18</b> A written notice of the annual general meeting shall be given at least 20 working days (excluding the date of giving the notice and the date when the meeting is convened) prior to the meeting, and a written notice of the extraordinary general meeting shall be given at least 15 days or 10 working days (whichever is longer, excluding the date of giving the notice and the date when the meeting is convened) prior to the meeting. If laws, regulations or the securities regulatory authorities where the Company's shares are listed provide otherwise, the relevant provisions shall prevail.</p> <p>The extraordinary general meeting shall not decide on matters not specified in the notice.</p>	<p><b>Article 18</b> A written notice of the annual general meeting shall be given at least <u>20 days</u> <del>20 working days (excluding the date of giving the notice and the date when the meeting is convened)</del> prior to the meeting, and a written notice of the extraordinary general meeting shall be given at least 15 days <del>or 10 working days (whichever is longer, excluding the date of giving the notice and the date when the meeting is convened)</del> prior to the meeting. If laws, regulations or the securities regulatory authorities where the Company's shares are listed provide otherwise, the relevant provisions shall prevail.</p> <p>The <del>extraordinary</del> general meeting shall not decide on matters not specified in the notice.</p>	<p>Article 102 of the Company Law;</p> <p>Amendment for improvements.</p>
6.	<p><b>Article 20</b> When the general meeting intends to discuss the election of directors and supervisors, the notice of the meeting shall fully explain the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as education background, working experience and any concurrent positions;</p> <p>(II) whether there is any connected relationship with the Company or the controlling shareholder and de facto controller of the Company;</p> <p>(III) their shareholdings in the Company;</p>	<p><b>Article 20</b> When the general meeting intends to discuss the election of directors and supervisors, the notice of the meeting shall fully explain the details of the candidates for directors and supervisors, including, as a minimum, the following contents:</p> <p>(I) personal particulars such as education background, working experience and any concurrent positions;</p> <p>(II) whether there is any connected relationship with the Company or the controlling shareholder and de facto controller of the Company;</p> <p>(III) their shareholdings in the Company;</p>	<p>Amendment for improvements.</p>

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>(IV) whether he has been punished by the CSRC, other relevant authorities and the stock exchange on which the shares of the Company are listed.</p> <p>The election of each candidate for director and supervisor shall be proposed separately.</p>	<p>(IV) whether he has been punished by the CSRC <u>China Securities Regulatory Commission</u>, other relevant authorities and the stock exchange on which the shares of the Company are listed;</p> <p><u>(V) other provisions of the securities regulatory authorities and the stock exchange where the Company's shares are listed.</u></p> <p>The election of each candidate for director and supervisor shall be proposed separately.</p>	
7.	<p><b>Article 29</b> The template power of attorney issued by the Board to the shareholders to appoint a proxy shall be in such blank form that allows the shareholders to freely instruct the proxies to vote for or against or waive any proposal, and to provide separate instructions for each matter that needs to be decided on. It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.</p>	<p><del><b>Article 29</b> The template power of attorney issued by the Board to the shareholders to appoint a proxy shall be in such blank form that allows the shareholders to freely instruct the proxies to vote for or against or waive any proposal, and to provide separate instructions for each matter that needs to be decided on. It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.</del></p>	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
8.	<p><b>Article 30</b> The proxy form shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy form is authorized to vote or 24 hours before the specified voting time. If the power of attorney for voting is signed by the authorized person of the appointer, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the notice of the meeting. If the principal is an institutional shareholder, its legal representative (principal) or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.</p> <p>If the shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinances made in Hong Kong from time to time, the shareholder may authorize one or more persons as he thinks fit to act as his representative at any general meeting or any class of meetings. However, if more than one person is authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. A person so authorized may attend a meeting on behalf of a recognized clearing house (or its agent) to exercise the rights as if he were an individual shareholder of the Company without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization.</p>	<p><b>Article 30</b> <del>The proxy form shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy form is authorized to vote or 24 hours before the specified voting time.</del> If the power of attorney for voting is signed by the authorized person of the appointer, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the notice of the meeting. If the principal is an institutional shareholder, its legal representative (principal) or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.</p> <p>If the shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinances made in Hong Kong from time to time, the shareholder may authorize one or more persons as he thinks fit to act as his representative at any general meeting <del>or any class of meetings</del>. However, if more than one person is authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. A person so authorized may attend a meeting on behalf of a recognized clearing house (or its agent) to exercise the rights as if he were an individual shareholder of the Company without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization.</p>	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
9.	<p><b>Article 40</b> The following matters shall be resolved by way of ordinary resolution of the general meeting:</p> <p>(I) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) profit distribution proposals and proposals for making up losses formulated by the Board;</p> <p>(III) appointment, dismissal and remuneration of the members of the Board of Directors and the Board of Supervisors and the method of payment of the remuneration;</p> <p>(IV) annual financial budgets, final accounts, balance sheet, income statement and other financial statements of the Company;</p> <p>(V) annual report of the Company;</p> <p>(VI) the consideration and approval of transactions as stipulated by Article 6 hereof;</p> <p>(VII) matters other than those required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association to be passed by special resolutions.</p>	<p><b>Article 40</b> The following matters shall be resolved by way of ordinary resolution of the general meeting:</p> <p>(I) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) profit distribution proposals and proposals for making up losses formulated by the Board;</p> <p>(III) appointment, dismissal and remuneration of the members of the Board of Directors and the Board of Supervisors and the method of payment of the remuneration;</p> <p>(IV) annual financial budgets, <del>and final accounts, balance sheet, income statement and other financial statements</del> of the Company;</p> <p>(V) annual report of the Company;</p> <p>(VI) the consideration and approval of transactions as stipulated by Article 6 hereof;</p> <p>(VII) matters other than those required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association to be passed by special resolutions.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 77 of the Guidelines for the Articles of Association.</p>
10.	<p><b>Article 41</b> The following matters shall be resolved by way of special resolution of the general meeting:</p> <p>(I) increase or reduction of the Company's registered capital, issuance of any class of shares, options and other similar types of securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger, dissolution and liquidation or change of organizational form of the Company;</p> <p>(IV) amendment to the Articles of Association;</p>	<p><b>Article 41</b> The following matters shall be resolved by way of special resolution of the general meeting:</p> <p>(I) increase or reduction of the Company's registered capital; <del>issuance of any class of shares, options and other similar types of securities;</del></p> <p><del>(II) issuance of corporate bonds;</del></p> <p><del>(III)</del> division, merger, dissolution and liquidation or change of organizational form of the Company;</p> <p><del>(IV)</del> amendment to the Articles of Association;</p>	<p>The Mandatory Provisions have been repealed;</p> <p>Article 78 of the Guidelines for the Articles of Association.</p>

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>(V) purchase and disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company;</p> <p>(VI) the equity incentive scheme;</p> <p>(VII) other matters required by the laws, administrative regulations, department rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the general meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution.</p>	<p>(<del>V</del>IV) purchase and disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company;</p> <p>(<del>VI</del>V) the equity incentive scheme;</p> <p>(<del>VII</del>VI) other matters required by the laws, administrative regulations, department rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the general meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution.</p>	
11.	<b>Chapter 7</b> Special Voting Procedures for Class Shareholders	Deleted	The Mandatory Provisions have been repealed.
12.	<b>Article 60</b> Shareholders who hold different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations, Hong Kong Listing Rules, and the Articles of Association. Shareholders of each class shall have the same rights with respect to any distribution made by way of dividend or otherwise.	Deleted	The Mandatory Provisions have been repealed.
13.	<b>Article 61</b> If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by way of a special resolution at the general meeting and by a separate class meeting convened by the affected shareholders of that class in accordance with Articles 63-66 hereof.	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	Where, with the approval of the securities regulatory authorities under the State Council and the Hong Kong Stock Exchange, the act of the holders of domestic shares of the Company to transfer all or part of the shares they hold to the foreign investors and list and trade them on the overseas market, or the act of converting all or part of the domestic shares to the overseas listed foreign shares and trade them on the overseas stock exchange shall not be regarded as the Company's intention to change or abolish the rights of class shareholders.		
14.	<p><b>Article 62</b> The rights of shareholders of a certain class shall be deemed to have been changed or abolished in the following circumstances:</p> <p>(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(II) to effect an exchange of all or part of the shares of such class into shares of another class, or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;</p> <p>(III) to remove or reduce rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(IV) to reduce or remove a dividend preference or property distribution preference during the liquidation of the Company attached to shares of such class;</p>	Deleted	The Mandatory Provisions have been repealed.

**APPENDIX II**

**COMPARATIVE TABLE OF THE AMENDMENTS TO THE  
RULES OF PROCEDURES FOR THE GENERAL MEETING**

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>(V) to add, remove or reduce share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(VI) to remove or reduce rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(VII) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(VIII) to restrict or impose additional restrictions on the transfer of ownership of shares of such class;</p> <p>(IX) to issue rights to subscribe for, or convert into, shares of such class or another class;</p> <p>(X) to increase the rights and privileges of shares of another class;</p> <p>(XI) to restructure the Company where the proposed restructuring will result in different classes of shareholders having to bear liability to different extents;</p> <p>(XII) to amend or cancel the articles of this chapter.</p>		
15.	<p><b>Article 63</b> Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) above, except that interested shareholders shall not have the right to vote at class meetings.</p>	Deleted	The Mandatory Provisions have been repealed.

**APPENDIX II**

**COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR THE GENERAL MEETING**

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>For the purposes of the preceding paragraph, the term “interested shareholders” shall have the following meanings:</p> <p>(I) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through public trading on a stock exchange in accordance with the Articles of Association, the controlling shareholders as defined in the Articles of Association shall be the “interested shareholders”;</p> <p>(II) if the Company has repurchased its own shares by agreement outside a stock exchange in accordance with the Articles of Association, shareholders in relation to such agreement shall be the “interested shareholders”;</p> <p>(III) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the “interested shareholders”.</p>		
16.	<p><b>Article 64</b> Resolutions of class meetings may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with the preceding paragraph.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
	<p>To hold a class meeting, a written notice shall be given prior to the meeting according to Article 19 hereof, so as to notify all the shareholders of the relevant class listed on the register of the matters to be considered at the meeting and the date and venue of the meeting.</p> <p>Where the number of voting shares represented by the shareholders to attend the meeting is more than half of the total number of voting shares of the class, the Company may convene a class meeting. If not, the Company shall, within five days, notify the shareholders again of the matters to be considered at the meeting, the date and venue of the meeting in the form of a public announcement. After the notification via the public announcement, the Company may convene the class meeting.</p> <p>If there are special provisions in the regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.</p>		
17.	<p><b>Article 65</b> The notice of a class meeting shall be served only to the shareholders entitled to vote at the meeting.</p> <p>The procedures according to which a class meeting is held shall, to the extent possible, be identical to those according to which a general meeting is held. The clauses of the Articles of Association and articles hereof for the procedures for holding a general meeting shall apply to class meetings.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
18.	<p><b>Article 66</b> In addition to holders of other classes of shares, holders of domestic shares and overseas listed foreign shares shall be deemed to be shareholders of different classes. The special voting procedures for approval by a class of shareholders shall not apply:</p> <p>(I) where, as approved by way of a special resolution of the general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every 12 months, and the number of the domestic shares and overseas listed foreign shares intended to be issued does not exceed 20% of the issued and outstanding shares of the respective class;</p> <p>(II) where the plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months after being approved by the securities regulatory authorities under the State Council;</p> <p>(III) where, with the approval of the securities regulatory authorities under the State Council and the Hong Kong Stock Exchange, the holders of domestic shares of the Company transfer the shares held by them to foreign investors, or the holders of domestic shares of the Company are approved to convert all or part of their domestic shares into foreign shares, and the transferred or converted foreign shares can be listed and traded on overseas stock exchanges.</p>	Deleted	The Mandatory Provisions have been repealed.

No.	Existing Rules of Procedures for the General Meeting	Amended Rules of Procedures for the General Meeting	Basis of amendments
19.	<p><b>Article 71</b> For matters not covered herein or in conflict with the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents or the Articles of Association promulgated after the effective date of these Rules, the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents or the Articles of Association shall prevail.</p>	<p><b>Article 7164</b> For matters not covered herein <del>or in conflict with the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents or the Articles of Association promulgated after the effective date of these Rules, the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents or the Articles of Association shall prevail.</del> <u>shall be implemented in accordance with national laws, regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of the stock exchange on which the Company is listed and the Articles of Association; in the event of any inconsistency between these Rules and national laws and regulations, departmental rules, mandatory regulatory documents, the relevant provisions of the stock exchange on which the Company is listed and the Articles of Association, the relevant laws, regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of Articles of Association shall prevail.</u></p>	Amendment for improvements.
20.	<p><b>Article 73</b> These Rules have considered and approved at the General Meeting of the Company and shall become effective and be implemented as of the date on which the H shares publicly offered by the Company are listed for trading on the Main Board of Hong Kong Stock Exchange. The original Rules of Procedures for the General Meeting of the Company shall be automatically invalidated from the date when these Rules takes effect.</p>	<p><b>Article 7366</b> These Rules have considered and approved at the General Meeting of the Company and shall become effective and be implemented as of the date on <del>which the H shares publicly offered by the Company are listed for trading on the Main Board of Hong Kong Stock Exchange.</del> <u>which it is adopted by the Shareholders' General Meeting of the Company.</u> The original Rules of Procedures for the General Meeting of the Company shall be automatically invalidated from the date when these Rules takes effect.</p>	Amendment for improvements.

*Notes:* (1) As the above amendments involve the deletion of articles and adjusting the serial numbers of the articles, the serial numbers involved in the relevant chapters, articles, and cross-references of the Rules of Procedures for the General Meeting shall also be adjusted accordingly.

- (2) The proposed amendments to the Rules of Procedures for the General Meeting are drafted in Chinese and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedures for the General Meeting, the Chinese version shall prevail.

COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF DIRECTORS

No.	Existing Rules of Procedures for the Board of Directors	Amended Rules of Procedures for the Board of Directors	Basis of amendments
1.	<p><b>Article 6</b> The Board shall be accountable to the general meeting and exercise the following power:</p> <p>(I) To convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) To implement the resolutions of the general meeting;</p> <p>(III) To decide on the business plan and investment scheme of the Company;</p> <p>(IV) To formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) To formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) To formulate plans of increasing or decreasing the Company's registered capital, issuing corporate bonds or other securities and going public;</p> <p>(VII) To formulate plans for substantial acquisition, repurchase of shares of the Company, or merger, division, dissolution and change of corporate form of the Company;</p> <p>(VIII) To examine and approve the guarantees of the Company that fail to meet the criteria for the approval by the general meetings;</p> <p>(IX) To examine and approve the transactions under Article 7 hereof;</p>	<p><b>Article 6</b> The Board shall be accountable to the general meeting and exercise the following power:</p> <p>(I) To convene a general meeting and report to the meeting on the work of the Board;</p> <p>(II) To implement the resolutions of the general meeting;</p> <p>(III) To decide on the business plan and investment scheme of the Company;</p> <p>(IV) To formulate the annual financial budgetary plans and final accounting plans of the Company;</p> <p>(V) To formulate the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) To formulate plans of increasing or decreasing the Company's registered capital, issuing corporate bonds or other securities and going public;</p> <p>(VII) To formulate plans for substantial acquisition, <del>repurchase</del> <b>acquisition</b> of shares of the Company, or merger, division, dissolution and change of corporate form of the Company;</p> <p><b><u>(VIII) To acquire the Company's shares within the scope of authorization of the general meeting or under any of the circumstances set forth in sub-paragraph (III), (V) and (VI) of the first paragraph of article 23 of the Articles of Association;</u></b></p>	<p>Article 107 of Guidelines on the Articles of Association;</p> <p>The Mandatory Provisions has been repealed.</p>

No.	Existing Rules of Procedures for the Board of Directors	Amended Rules of Procedures for the Board of Directors	Basis of amendments
	<p>(X) To examine and approve the matters required to be adopted by the Board as stipulated in the Management Measures on Connected Transactions;</p> <p>(XI) To determine the setup of the Company's internal management structure;</p> <p>(XII) To appoint or dismiss the general manager and Secretary to the Board of the Company; to appoint or dismiss senior officers such as financial officer and deputy general manager according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;</p> <p>(XIII) To formulate the basic management system of the Company;</p> <p>(XIV) To formulate the proposals for any amendment to the Articles of Association;</p> <p>(XV) To request the general meeting to engage or replace the accounting firm that provides audits for the Company;</p> <p>(XVI) To debrief the work report of the general manager of the Company and check the work of the general manager;</p> <p>(XVII) To manage the information disclosure of the Company;</p>	<p><del>(VIII-IX)</del> To examine and approve the <del>guarantees of the Company that fail to meet the criteria for the approval by the general meetings;</del> <u>To decide on matters of the Company's external investment, acquisition and disposal of assets, pledge over assets, external guarantees, entrusted wealth management, connected transactions, and external donations within the scope of authorization by the general meeting or in accordance with the provisions of the listing rules of the stock exchange where the Company's shares are listed;</u></p> <p><del>(IX)</del> To examine and approve the transactions under Article 7 hereof;</p> <p><del>(XI)</del> To examine and approve the matters required to be adopted by the Board as stipulated in the Management Measures on Connected Transactions;</p> <p><del>(XII)</del> To determine the setup of the Company's internal management structure;</p> <p><del>(XIII)</del> To appoint or dismiss the general manager and Secretary to the Board of the Company; to appoint or dismiss senior officers such as financial officer and deputy general manager according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments;</p> <p><del>(XIIIIV)</del> To formulate the basic management system of the Company;</p> <p><del>(XIV)</del> To formulate the proposals for any amendment to the Articles of Association;</p>	

No.	Existing Rules of Procedures for the Board of Directors	Amended Rules of Procedures for the Board of Directors	Basis of amendments
	<p>(XVIII) Any other functions and power granted by the laws, administrative regulations, departmental rules, regulation rules of the place where the Company's shares are listed or the Articles of Association.</p> <p>For matters resolved by the Board in the preceding paragraph, except for items (VI), (VII), (VIII) and (XIV) which shall be approved by a vote of more than two-thirds of the directors, the remaining items may be approved by a vote of more than half of the directors.</p> <p>Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.</p> <p>The specific functions and powers of the Board of Directors prescribed by the Company Law shall be exercised collectively by the Board of Directors, and shall not be delegated to other persons, and shall not be altered or deprived by the Articles of Association or resolutions of the general meeting.</p> <p>For other functions and powers of the Board of Directors as stipulated in the Articles of Association, collective decision-making shall be implemented for approval of major businesses and matters, and no single or few directors shall be authorized to make decisions separately.</p>	<p>(XVI) To request the general meeting to engage or replace the accounting firm that provides audits for the Company;</p> <p>(XVII) To debrief the work report of the general manager of the Company and check the work of the general manager;</p> <p>(XVIII) To manage the information disclosure of the Company;</p> <p>(<del>XVIII</del>XIX) Any other functions and power granted by the laws, administrative regulations, departmental rules, regulation rules of the place where the Company's shares are listed or the Articles of Association.</p> <p>For matters resolved by the Board in the preceding paragraph, except for items (VI), (VII), (<del>XVIII</del>XIX) and (XIV) which shall be approved by a vote of more than two-thirds of the directors, the remaining items may be approved by a vote of more than half of the directors.</p> <p>Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.</p> <p>The specific functions and powers of the Board of Directors prescribed by the Company Law shall be exercised collectively by the Board of Directors, and shall not be delegated to other persons, and shall not be altered or deprived by the Articles of Association or resolutions of the general meeting.</p>	

No.	Existing Rules of Procedures for the Board of Directors	Amended Rules of Procedures for the Board of Directors	Basis of amendments
	<p>For the disposal of fixed assets by the Board, in the event that the aggregate amount of the expected value of the proposed disposal of fixed assets and the value of the disposed fixed assets during the four months prior to this proposed disposal exceeds 33% of the value of fixed assets shown in the latest balance sheet as considered at the general meeting, the Board shall not dispose or agree to dispose of such fixed asset without obtaining approval at the general meeting. (The disposal of fixed assets referred to herein includes the transfer of interests in certain assets, but does not include the provision of guarantees with fixed assets. The validity of a disposal of fixed assets by the Company shall not be affected by the breach of the first sentence hereof.)</p>	<p>For other functions and powers of the Board of Directors as stipulated in the Articles of Association, collective decision-making shall be implemented for approval of major businesses and matters, and no single or few directors shall be authorized to make decisions separately.</p> <p><del>For the disposal of fixed assets by the Board, in the event that the aggregate amount of the expected value of the proposed disposal of fixed assets and the value of the disposed fixed assets during the four months prior to this proposed disposal exceeds 33% of the value of fixed assets shown in the latest balance sheet as considered at the general meeting, the Board shall not dispose or agree to dispose of such fixed asset without obtaining approval at the general meeting. (The disposal of fixed assets referred to herein includes the transfer of interests in certain assets, but does not include the provision of guarantees with fixed assets. The validity of a disposal of fixed assets by the Company shall not be affected by the breach of the first sentence hereof.)</del></p>	

No.	Existing Rules of Procedures for the Board of Directors	Amended Rules of Procedures for the Board of Directors	Basis of amendments
2.	<p><b>Article 8</b> Under any of the following circumstances, the Chairman shall convene an extraordinary board meeting within 10 days:</p> <p>(I) when proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(II) when proposed by more than one-third of the directors;</p> <p>(III) when proposed by half of the independent directors;</p> <p>(IV) when proposed by the Supervisory Committee;</p> <p>(V) when the Chairman considers necessary;</p> <p>(VI) when proposed by the general manager;</p> <p>(VII) in other circumstances specified in the Articles of Association.</p>	<p><b>Article 8</b> Under any of the following circumstances, the Chairman shall convene an extraordinary board meeting within 10 days:</p> <p>(I) when proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(II) when proposed by more than one-third of the directors;</p> <p>(III) when proposed by <del>half</del> of the independent directors;</p> <p>(IV) when proposed by the Supervisory Committee;</p> <p>(V) when the Chairman considers necessary;</p> <p>(VI) when proposed by the general manager;</p> <p>(VII) in other circumstances specified in the Articles of Association.</p>	Article 18 of the Measures for the Administration of Independent Directors of Listed Companies
3.	<p><b>Article 46</b> For matters not covered herein or in conflict with the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association in force at that time, the laws, regulations, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association shall prevail.</p>	<p><b>Article 46</b> For matters not covered herein <del>or in conflict with the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association in force at that time,</del> the laws, regulations, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association shall prevail. <u>shall be implemented in accordance with national laws and regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of the stock exchange on which the Company is listed and the Articles of Association; in the event of any inconsistency between these Rules and national laws and regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of the stock exchange on which the Company is listed and the Articles of Association, the relevant laws and regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of Articles of Association shall prevail.</u></p>	Amendment for improvements.

No.	Existing Rules of Procedures for the Board of Directors	Amended Rules of Procedures for the Board of Directors	Basis of amendments
4.	<p><b>Article 48</b> These Rules have considered and approved at the General Meeting of the Company and shall become effective and be implemented as of the date on which the H shares publicly offered by the Company are listed for trading on the Main Board of Hong Kong Stock Exchange. The original Rules of Procedures for the Board of Directors of the Company shall be automatically invalidated as of the date when these Rules takes effect.</p>	<p><b>Article 48</b> These Rules have considered and approved at the General Meeting of the Company and shall become effective and be implemented as of the date on <del>which the H</del> shares publicly offered by the Company are listed for trading on the Main Board of Hong Kong Stock Exchange <b><u>which it is adopted by the Shareholders' General Meeting of the Company.</u></b> The original Rules of Procedures for the Board of Directors of the Company shall be automatically invalidated from the date when these Rules takes effect.</p>	Amendment for improvements.

*Note:* The proposed amendments to the Rules of Procedures for the Board of Directors are drafted in Chinese, and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedures for the Board of Directors, the Chinese version shall prevail.

COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF SUPERVISORS

No.	Existing Rules of Procedures for the Board of Supervisors	Amended Rules of Procedures for the Board of Supervisors	Basis of amendments
1.	<p><b>Article 4</b> The Board of Supervisors shall have one chairman who shall be approved by more than two-thirds (inclusive) of the members of the Board of Supervisors.</p>	<p><b>Article 4</b> The Board of Supervisors shall have one chairman who shall be approved by <del>more than two-thirds (inclusive)</del> <b>more than half</b> of the members of the Board of Supervisors.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements of the Hong Kong Listing Rules have been deleted;</p> <p>Articles 144 of the Guidelines for the Articles of Association.</p>
2.	<p><b>Article 25</b> “One person, one vote” is performed for the vote on resolutions of the Board of Supervisors, and voting at the meetings of the Board of Supervisors shall be conducted by open ballot or a show of hands.</p> <p>Supervisors may vote for, against and abstain from voting. Supervisors present at the meeting shall choose one of the above intentions. If a supervisor fails to choose or chooses two or more intentions at the same time, the presider of the meeting shall require the supervisor to make a new choice. If a supervisor refuses to choose, he/she shall be deemed as having abstained from voting. If a supervisor leaves the meeting midway without coming back and fails to choose, he/she shall be deemed as having abstained from voting.</p> <p>Resolutions of the Board of Supervisors shall be passed by more than two-thirds (inclusive) of all Supervisors. The resolutions of the Board of Supervisors shall be signed and confirmed by the attending supervisors.</p>	<p><b>Article 25</b> “One person, one vote” is performed for the vote on resolutions of the Board of Supervisors, and voting at the meetings of the Board of Supervisors shall be conducted by open ballot or a show of hands.</p> <p>Supervisors may vote for, against and abstain from voting. Supervisors present at the meeting shall choose one of the above intentions. If a supervisor fails to choose or chooses two or more intentions at the same time, the presider of the meeting shall require the supervisor to make a new choice. If a supervisor refuses to choose, he/she shall be deemed as having abstained from voting. If a supervisor leaves the meeting midway without coming back and fails to choose, he/she shall be deemed as having abstained from voting.</p> <p>Resolutions of the Board of Supervisors shall be passed by <del>more than two-thirds (inclusive)</del> <b>more than half</b> of all Supervisors. The resolutions of the Board of Supervisors shall be signed and confirmed by the attending supervisors.</p>	<p>The Mandatory Provisions have been repealed;</p> <p>the relevant requirements of the Hong Kong Listing Rules have been deleted;</p> <p>Articles 146 of the Guidelines for the Articles of Association.</p>

No.	Existing Rules of Procedures for the Board of Supervisors	Amended Rules of Procedures for the Board of Supervisors	Basis of amendments
3.	<p><b>Article 30</b> For matters not covered herein or in conflict with the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association in force at that time, the laws, regulations, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association shall prevail.</p>	<p><b>Article 30</b> For matters not covered herein or <del>in conflict with the laws, regulations, departmental rules, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association in force at that time,</del> the laws, regulations, the Hong Kong Listing Rules, other regulatory documents and the Articles of Association shall prevail <b>shall be implemented in accordance with national laws and regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of the stock exchange on which the Company is listed and the Articles of Association; in the event of any inconsistency between these Rules and national laws and regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of the stock exchange on which the Company is listed and the Articles of Association, the relevant laws and regulations, departmental rules, mandatory regulatory documents, and the relevant provisions of Articles of Association shall prevail.</b></p>	Amendment for improvements.
4.	<p><b>Article 32</b> These Rules have been considered and approved at the General Meeting of the Company and shall become effective from the date of the initial public offering of the overseas listed foreign shares of the Company on the Main Board of the Hong Kong Stock Exchange. The original Rules of Procedures for the Board of Supervisors of the Company shall be automatically invalid from the effective date of these Rules.</p>	<p><b>Article 32</b> These Rules have been considered and approved at the General Meeting of the Company and shall become effective from the date <del>of the initial public offering of the overseas listed foreign shares of the Company on the Main Board of the Hong Kong Stock Exchange</del> <b>on which it is adopted by the Shareholders' General Meeting of the Company.</b> The original Rules of Procedures for the Board of Supervisors of the Company shall be automatically invalid from the effective date of these Rules.</p>	Amendment for improvements.

*Note:* The proposed amendments to the Rules of Procedures for the Board of Supervisors are drafted in Chinese and the English version is a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Rules of Procedures for the Board of Supervisors, the Chinese version shall prevail.

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## NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

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### Huitongda Network Co., Ltd. 匯通達網絡股份有限公司

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

**(Stock Code: 9878)**

#### NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 second extraordinary general meeting (the “**EGM**”) of Huitongda Network Co., Ltd. (the “**Company**”) will be held at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC at 2:00 p.m. on Tuesday, November 14, 2023 for considering and, if thought fit, adopting the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the proposed removal of Mr. Cheng Zichuan as an independent non-executive director of the third session of the board of directors of the Company.
2. To consider and approve the resolution in relation to the proposed election of Mr. Diao Yang as an independent non-executive director of the third session of the board of directors of the Company.
3. To consider and approve the resolution in relation to the proposed change of value-added telecommunications business operating license.
4. To consider and approve the resolution in relation to the proposed change in the use of proceeds from the initial public offering of H Shares.
5. To consider and approve the resolution in relation to the proposed adjustment to the 2023 development and investment plan.

#### SPECIAL RESOLUTIONS

6. To consider and approve the proposed amendments to the articles of association of the Company.
7. To consider and approve the proposed amendments to the rules of procedures for the general meeting of the Company.

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**NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING**

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8. To consider and approve the proposed amendments to the rules of procedures for the board of directors of the Company.
9. To consider and approve the proposed amendments to the rules of procedures for the board of supervisors of the Company.

By order of the Board  
**Huitongda Network Co., Ltd.**  
**WANG Jianguo**  
*Chairman*

Nanjing, the PRC  
October 24, 2023

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## NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from Thursday, November 9, 2023 to Tuesday, November 14, 2023 (both days inclusive) for determining the entitlement of Shareholders to attend and vote at the EGM, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the EGM, all completed transfer documents together with the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not later than 4:30 p.m. on Wednesday, November 8, 2023. All Shareholders whose names appear on the register of members of the Company on Tuesday, November 14, 2023 are entitled to attend and vote at the EGM.
2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant Shareholder.

The Shareholder must appoint a proxy in writing under his own hand or that of his attorney duly authorized in writing. If the Shareholder is a corporation, the instrument must be executed either under its common seal or under the hand of its Director(s) or duly authorized attorney. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

In order to be valid, the forms of proxy together with the notarized power of attorney or other authorization documents (if any) must be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the registered office of the Company, at Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for Domestic Shareholders) not less than 24 hours before the time appointed for holding the EGM (i.e. before 2:00 p.m. on Monday, November 13, 2023) or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish at that time.

3. If the attending Shareholder is a corporation, its legal representative shall present his or her identity card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her identity card and a written power of attorney issued by the relevant Shareholder in accordance with law.
4. Pursuant to Rule 13.39(4) of the Listing Rules and Article 110 of the Articles of Association, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolutions contained in the notice of the EGM will be conducted by poll.
5. The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
6. For details of the resolutions, please refer to the circular (the "**Circular**") of the Company dated October 24, 2023. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Circular.

*As at the date of this notice, the Board comprises the Chairman and non-executive Director, namely Mr. WANG Jianguo; the executive Directors, namely Mr. XU Xiuxian, Mr. ZHAO Liangsheng and Mr. SUN Chao; the non-executive Directors, namely Mr. CAI Zhongqiu and Mr. WANG Ran; and the independent non-executive Directors, namely Ms. YU Lixin, Mr. LIU Xiangdong and Mr. CHENG Zichuan.*

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## NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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### Huitongda Network Co., Ltd. 匯通達網絡股份有限公司

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

**(Stock Code: 9878)**

## NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 third H share class meeting (the “**H Share Class Meeting**”) of Huitongda Network Co., Ltd. (the “**Company**”) will be held at the Conference Room, 6/F, Huitongda Building, 50 Zhongling Street, Xuanwu District, Nanjing, Jiangsu Province, the PRC on Tuesday, November 14, 2023 immediately after the conclusion of the 2023 third domestic share class meeting for considering and, if thought fit, adopting the following resolutions:

### SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the articles of association of the Company.
2. To consider and approve the proposed amendments to the rules of procedures for the general meeting of the Company.
3. To consider and approve the proposed amendments to the rules of procedures for the board of directors of the Company.
4. To consider and approve the proposed amendments to the rules of procedures for the board of supervisors of the Company.

By order of the Board  
**Huitongda Network Co., Ltd.**  
**WANG Jianguo**  
*Chairman*

Nanjing, the PRC  
October 24, 2023

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## NOTICE OF THE 2023 THIRD H SHARE CLASS MEETING

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*Notes:*

1. The register of members of the Company will be closed from Thursday, November 9, 2023 to Tuesday, November 14, 2023 (both days inclusive) for determining the entitlement of H Shareholders to attend and vote at the H Share Class Meeting, during which period no transfers of Shares will be registered. To be eligible to attend and vote at the H Share Class Meeting, all completed transfer documents together with the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, November 8, 2023. All H Shareholders whose names appear on the register of members of the Company on Tuesday, November 14, 2023 are entitled to attend and vote at the H Share Class Meeting.
2. A Shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote in his/her/its stead. The proxy need not be a shareholder of the Company but must attend the H Share Class Meeting in person to represent the relevant Shareholder.

The Shareholder must appoint a proxy in writing under his own hand or that of his attorney duly authorized in writing. If the Shareholder is a corporation, the instrument must be executed either under its common seal or under the hand of its Director(s) or duly authorized attorney. If the instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

In order to be valid, the forms of proxy together with the notarized power of attorney or other authorization documents (if any) must be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Share Class Meeting (i.e. before 2:00 p.m. on Monday, November 13, 2023) or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude H Shareholders from attending and voting in person at the H Share Class Meeting or any adjournment thereof should they so wish at that time.

3. If the attending Shareholder is a corporation, its legal representative shall present his or her identity card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her identity card and a written power of attorney issued by the relevant Shareholder in accordance with law.
4. Pursuant to Rule 13.39(4) of the Listing Rules and Article 110 of the Articles of Association of the Company, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolutions contained in the notice of the H Share Class Meeting will be conducted by poll.
5. The H Share Class Meeting is expected to last for half a day. Shareholders or their proxies attending the H Share Class Meeting (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the H Share Class Meeting shall be responsible for their own traveling and accommodation expenses.
6. For details of the resolutions, please refer to the circular (the "**Circular**") of the Company dated October 24, 2023. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Circular.

*As at the date of this notice, the Board comprises the Chairman and non-executive Director, namely Mr. WANG Jianguo; the executive Directors, namely Mr. XU Xiuxian, Mr. ZHAO Liangsheng and Mr. SUN Chao; the non-executive Directors, namely Mr. CAI Zhongqiu and Mr. WANG Ran; and the independent non-executive Directors, namely Ms. YU Lixin, Mr. LIU Xiangdong and Mr. CHENG Zichuan.*