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

If you have sold or transferred all your Shares in **Chongqing Hongjiu Fruit Co., Limited**, you should at once pass this circular, together with the enclosed proxy forms, to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

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**Chongqing Hongjiu Fruit Co., Limited**  
**重慶洪九果品股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 6689)**

**PROPOSED ADOPTION OF THE 2023 SHARE  
INCENTIVE SCHEME OF THE COMPANY  
AUTHORIZATION TO THE BOARD TO HANDLE RELEVANT  
MATTERS ON THE 2023 SHARE INCENTIVE SCHEME  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
CHANGE OF BUSINESS SCOPE OF THE COMPANY AND PROPOSED  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR GENERAL MEETING  
NOTICE OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING  
AND  
NOTICE OF 2023 SECOND H SHARE CLASS MEETING**

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The EGM will be held at 10:00 a.m. on Friday, December 1, 2023 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC. The Domestic Share Class Meeting will be held immediately upon the conclusion of the EGM. The H Share Class Meeting will be held immediately upon the conclusion of the Domestic Share Class Meeting. A notice of the EGM and a notice of H Share Class Meeting are set out on pages 7 to 8 and pages 9 to 10 of this circular, respectively. A notice of the Domestic Share Class Meeting will be issued separately.

Whether or not you are able to attend the EGM and/or H Share Class Meeting, you are advised to read the notice of the EGM and the notice of H Share Class Meeting carefully and to complete the enclosed proxy form(s) in accordance with the instructions printed thereon and return to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the EGM and/or H Share Class Meeting or any adjourned meeting(s) thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM and/or H Share Class Meeting or any adjourned meeting(s) thereof in person if you so wish.

November 15, 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
“Award(s)”	award(s) granted by the Board and/or its authorized person to a Selected Participant, pursuant to the Scheme, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash, as the Board and/or its authorized person may determine in accordance with the terms of the rules of the Scheme
“Award Share(s)”	the H Shares to be granted to a Selected Participant in an Award
“Board”	the board of directors of the Company
“Company”	Chongqing Hongjiu Fruit Co., Limited (重慶洪九果品股份有限公司), a limited liability company incorporated in the PRC on October 12, 2002 and converted into a joint stock limited company incorporated in the PRC on April 26, 2013, whose predecessor was Chongqing Hongjiu Fruit Company Limited (重慶洪九果品有限公司) and whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“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 Share Class Meeting”	the 2023 second Domestic Share class meeting of the Company to be held immediately upon the conclusion of the EGM at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)

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## DEFINITIONS

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“EGM”	the 2023 fourth extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, December 1, 2023 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC
“Group”	the Company and its consolidated subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each which is (are) listed on the Stock Exchange and traded in Hong Kong dollars (stock code: 6689)
“H Share Class Meeting”	the 2023 second H Share class meeting of the Company to be held immediately upon the conclusion of the Domestic Share Class Meeting at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	November 10, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Scheme” of “2023 Share Incentive Scheme”	a share incentive scheme to be adopted by the Shareholders at the EGM
“Securities Law”	the Securities Law of the PRC

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## DEFINITIONS

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“Selected Participant(s)”	any eligible participant who, in accordance with the rules of the 2023 Share Incentive Scheme, is approved for participation in the 2023 Share Incentive Scheme, and has been granted any Award thereunder
“Share(s)”	share(s) of the Company, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	shareholder(s) of the Company, including Domestic Shareholder(s) and H Shareholder(s)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Trust”	the trust constituted by the Trust Deed to service the Scheme
“Trust Deed”	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time)
“Trustee”	the trustee to be appointed by the Company for the purpose of the Trust, which should be an independent third party of the Company
“Working Day(s)”	a day other than Saturday, Sunday and statutory holiday in the PRC
“%”	per cent

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LETTER FROM THE BOARD

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**Chongqing Hongjiu Fruit Co., Limited**  
**重慶洪九果品股份有限公司**

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

**(Stock Code: 6689)**

***Executive Directors:***

Mr. Deng Hongjiu (*Chairman*)  
Ms. Jiang Zongying  
Mr. Peng He  
Mr. Yang Junwen  
Ms. Tan Bo

***Non-executive Directors:***

Mr. Xia Bei  
Mr. Dong Jiaxun  
Mr. Chen Tongtong

***Independent Non-executive Directors:***

Ms. Xu Kemei  
Ms. Liu Xiuqin  
Mr. An Rui  
Mr. Liu Anzhou

***Registered office:***

509-36 Industry Incubator Building  
Baiyan Group of Chengnan Residential Committee  
Nanbin Town  
Shizhu Tujia Autonomous County  
Chongqing  
PRC

***Principal place of business in the PRC:***

22/F, Block B  
CREG Fenghui International, Donghu South Road  
Yubei District  
Chongqing  
PRC

***Place of business in Hong Kong:***

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

November 15, 2023

*To the H Shareholders*

Dear Sir or Madam,

**PROPOSED ADOPTION OF THE 2023 SHARE  
INCENTIVE SCHEME OF THE COMPANY  
AUTHORIZATION TO THE BOARD TO HANDLE RELEVANT  
MATTERS ON THE 2023 SHARE INCENTIVE SCHEME  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
CHANGE OF BUSINESS SCOPE OF THE COMPANY AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR GENERAL MEETING  
NOTICE OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING  
AND  
NOTICE OF 2023 SECOND H SHARE CLASS MEETING**

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## **LETTER FROM THE BOARD**

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### **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 to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM and/or H Share Class Meeting.

### **2. PROPOSALS TO BE CONSIDERED AT THE EGM AND/OR H SHARE CLASS MEETING**

The proposals to be presented for consideration and approval at the EGM include the following ordinary resolutions: (1) proposed adoption of the 2023 Share Incentive Scheme of the Company; (2) proposed authorization to the Board to handle relevant matters on the 2023 Share Incentive Scheme; (3) proposed appointment of independent non-executive Director; and (4) proposed appointment of non-executive Director.

The proposals to be presented for consideration and approval at the EGM include the following special resolutions: (1) change of business scope of the Company and proposed amendments to the Articles of Association; (2) proposed amendments to the Articles of Association; and (3) proposed amendments to the rules of procedure for general meeting.

Among them, resolutions on proposed amendments to the Articles of Association and proposed amendments to the rules of procedure for general meeting are also subject to the approval by the Shareholders at the Domestic Share Class Meeting and H Share Class Meeting by way of special resolutions.

In order to enable you to have a better understanding of the above resolutions and to make an informed decisions thereon, we have provided detailed information to the Shareholders in Appendix I to this circular, which includes the information and explanation on the resolutions proposed to be passed at the EGM and/or H Share Class Meeting.

### **3. THE EGM AND THE H SHARE CLASS MEETING**

The proxy forms for the EGM and the H Share Class Meeting are enclosed in this circular.

Whether or not you are able to attend the EGM and/or H Share Class Meeting, you are advised to read the notice of the EGM and the notice of H Share Class Meeting carefully and to complete the enclosed proxy form(s) in accordance with the instructions printed thereon and return to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by hand or by post no later than 24 hours before the time appointed for convening the EGM and/or H Share Class Meeting or any adjourned meeting(s) thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM and/or H Share Class Meeting or any adjourned meeting(s) thereof in person if you so wish.

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## LETTER FROM THE BOARD

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#### 4. CLOSURE OF H SHARE REGISTER OF MEMBERS

For the purpose of determining the H Shareholders' entitlement to attend the EGM and H Share Class Meeting, the H Share register of members of the Company will be closed from Tuesday, November 28, 2023 to Friday, December 1, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM and/or H Share Class Meeting, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, November 27, 2023.

#### 5. VOTING BY POLL

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, no other Shareholder will be required to abstain from voting at the EGM and the H Shares Class Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at a general meeting must be taken by poll. Therefore, all resolutions set out in the notice of the EGM and the notice of the H Share Class Meeting will be voted by poll. The poll results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at <https://www.hjfruit.com> upon the conclusions of the EGM and H Share Class Meeting.

#### 6. RECOMMENDATION

Having considered the information set out herein, the Board (including the independent non-executive Directors) considers that the resolutions set out in the notice of the EGM and the notice of the H Share Class Meeting are in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommends you to vote in favor of the proposed resolutions mentioned above.

Yours faithfully,

By order of the Board

**Chongqing Hongjiu Fruit Co., Limited**

**Deng Hongjiu**

*Chairman of the Board and Executive Director*

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## NOTICE OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING

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### Chongqing Hongjiu Fruit Co., Limited 重慶洪九果品股份有限公司

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

**(Stock Code: 6689)**

#### NOTICE OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2023 fourth extraordinary general meeting (“EGM”) of Chongqing Hongjiu Fruit Co., Limited (the “Company”) will be held at 10:00 a.m. on Friday, December 1, 2023 at the Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC, to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the proposed adoption of the 2023 Share Incentive Scheme of the Company
2. To consider and approve the authorization to the Board to handle relevant matters on the 2023 Share Incentive Scheme
3. To consider and approve the proposed appointment of independent non-executive director
4. To consider and approve the proposed appointment of non-executive director

#### SPECIAL RESOLUTIONS

5. To consider and approve the change of business scope of the Company and proposed amendments to the Articles of Association
6. To consider and approve the proposed amendments to the Articles of Association
7. To consider and approve the proposed amendments to the rules of procedure for general meeting

By order of the Board  
**Chongqing Hongjiu Fruit Co., Limited**  
**Deng Hongjiu**  
*Chairman of the Board and Executive Director*

Chongqing, the PRC  
November 15, 2023

*As at the date of this notice, the Board comprises Mr. Deng Hongjiu as the chairman of the Board and an executive Director, Ms. Jiang Zongying, Mr. Peng He, Mr. Yang Junwen and Ms. Tan Bo as executive Directors, Mr. Xia Bei, Mr. Dong Jiaxun and Mr. Chen Tongtong as non-executive Directors, and Ms. Xu Kemei, Ms. Liu Xiuqin, Mr. An Rui and Mr. Liu Anzhou as independent non-executive Directors.*

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# NOTICE OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING

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*Notes:*

## **1. Voting by poll**

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all votes of resolutions at a general meeting shall be taken by poll. As such, the votes of resolutions at the EGM will be taken by poll. An announcement on the voting results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at <https://www.hjfruit.com> upon the conclusion of the EGM.

## **2. Eligibility for attending the EGM and closure of H Share register of members**

For the purpose of determining the H Shareholders' entitlement to attend the EGM, the H Share register of members of the Company will be closed from Tuesday, November 28, 2023 to Friday, December 1, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the EGM, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, November 27, 2023. H shareholders of the Company whose names appear on the register of members of the Company on Tuesday, November 28, 2023 are entitled to attend the EGM.

A shareholder or his/her proxy should present proof of identity when attending the EGM. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the EGM by providing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

## **3. Proxy**

- (1) Each shareholder who has the right to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the meeting. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H shareholders shall lodge the proxy form, together with the notarized power of attorney or other document of authorization, to 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 convening the EGM.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she so wish.
- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

## **4. Miscellaneous**

- (1) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

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## NOTICE OF 2023 SECOND H SHARE CLASS MEETING

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### Chongqing Hongjiu Fruit Co., Limited 重慶洪九果品股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 6689)

#### NOTICE OF SECOND H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2023 second H share class meeting (the “**H Share Class Meeting**”) of Chongqing Hongjiu Fruit Co., Limited (the “**Company**”) will be held on Friday, December 1, 2023 at Conference Room, 22/F, Block B, CREG Fenghui International, 3 Donghu South Road, Yubei District, Chongqing, the PRC immediately upon the conclusion of the 2023 second domestic share class meeting of the Company, to consider and, if thought fit, pass the following resolutions:

#### SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association
2. To consider and approve the proposed amendments to the rules of procedure for general meeting

By order of the Board  
**Chongqing Hongjiu Fruit Co., Limited**  
**Deng Hongjiu**  
*Chairman of the Board and Executive Director*

Chongqing, the PRC  
November 15, 2023

*As at the date of this notice, the Board comprises Mr. Deng Hongjiu as the chairman of the Board and an executive Director, Ms. Jiang Zongying, Mr. Peng He, Mr. Yang Junwen and Ms. Tan Bo as executive Directors, Mr. Xia Bei, Mr. Dong Jiaxun and Mr. Chen Tongtong as non-executive Directors, and Ms. Xu Kemei, Ms. Liu Xiuqin, Mr. An Rui and Mr. Liu Anzhou as independent non-executive Directors.*

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## NOTICE OF 2023 SECOND H SHARE CLASS MEETING

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*Notes:*

### **1. Voting by poll**

Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all votes of resolutions at a general meeting shall be taken by poll. As such, the votes of resolutions at the H Share Class Meeting will be taken by poll. An announcement on the voting results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at <https://www.hjfruit.com> upon the conclusion of the H Share Class Meeting.

### **2. Eligibility for attending the H Share Class Meeting and closure of H Share register of members**

For the purpose of determining the H Shareholders' entitlement to attend the H Share Class Meeting, the H Share register of members of the Company will be closed from Tuesday, November 28, 2023 to Friday, December 1, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. In order to attend the H Share Class Meeting, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, November 27, 2023. H shareholders of the Company whose names appear on the register of members of the Company on Tuesday, November 28, 2023 are entitled to attend the H Share Class Meeting.

A shareholder or his/her proxy should present proof of identity when attending the H Share Class Meeting. If a shareholder is a legal person, its legal representative or other person authorized by the board of directors or other governing body of such shareholder may attend the H Share Class Meeting by providing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

### **3. Proxy**

- (1) Each shareholder who has the right to attend and vote at the H Share Class Meeting convened by the above notice is entitled to appoint one or more proxies in writing to attend and vote on his/her behalf at the meeting. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign or other document of authorization must be notarized.

H shareholders shall lodge the proxy form, together with the notarized power of attorney or other document of authorization, to 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 convening the H Share Class Meeting.

- (3) Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the H Share Class Meeting or any adjournment thereof should he/she so wish.
- (4) In the case of joint shareholders and more than one of the shareholders attending the meeting, whether in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

### **4. Miscellaneous**

- (1) The H Share Class Meeting is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

**ORDINARY RESOLUTIONS****1. ADOPTION OF THE 2023 SHARE INCENTIVE SCHEME OF THE COMPANY**

The Board has resolved to adopt the 2023 Share Incentive Scheme at the Board meeting held on November 10, 2023. The 2023 Share Incentive Scheme is still subject to the consideration and approval of the Shareholders at the EGM.

Pursuant to the 2023 Share Incentive Scheme, the Award Shares will be Shares purchased by the Trustee out of cash to be paid by the Company out of the Company's funds to the Trustee and be held on trust for the relevant Selected Participants until such Awarded Shares are vested with the relevant Selected Participants in accordance with the rules of the 2023 Share Incentive Scheme.

**Listing Rules Implications**

The 2023 Share Incentive Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a share scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of the 2023 Share Incentive Scheme is not subject to Shareholders' approval pursuant to the Listing Rules. Nonetheless, pursuant to the relevant PRC laws and regulations, the 2023 Share Incentive Scheme and the related matters are subject to, among others, the approval of the Shareholders at the Extraordinary General Meeting.

Subject to the approval of the 2023 Share Incentive Scheme by the Shareholders at the Extraordinary General Meeting and following the Board's approval of the list of Selected Participants, if relevant shares will be granted to any participant who is a connected person of the Company, the Company will calculate applicable percentage ratio pursuant to the Listing Rules in respect of the grant of Award Shares to each such connected person and comply with requirements under Chapter 14A of the Listing Rules.

**Principal Terms Of The 2023 Share Incentive Scheme**

The principal terms of the 2023 Share Incentive Scheme are set out as below:

***a. Purpose of the Scheme***

To effectively align the interests of shareholders of the Company, the Company and employees of the Company, draw the focus of all parties on the realization of the Company's strategic goals, further improve the Company's incentive mechanism, attract and retain outstanding talents, and recognize talents who have made significant contributions to the Company, and fully mobilize the enthusiasm of the Company's management and key employees.

*b. Period of the Scheme*

The Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption (being the day of approval by the Shareholders at the EGM), unless it is terminated earlier as approved by the Board. Award Shares under the Scheme should only be granted and vested in accordance with relevant requirements and the conditions of the Scheme within the validity period. Upon expiration of the validity period, Award Shares which have not been granted shall be cancelled. The Scheme terminated earlier shall not affect the subsisting rights of any participants in the Scheme.

*c. Management of the Scheme*

General Meeting:

The general meeting, as the institution vested with the supreme authority of the Company, is responsible for the consideration and approval of the adoption of the Scheme. The general meeting may authorize the Board or its authorized persons to deal with all matters related to the Scheme to the extent of its authority.

Board:

The Board is the executive body of the Scheme and is responsible for the implementation and administration of the Scheme. The Board or its authorized persons may handle other related matters of the Scheme within the scope authorized by the general meeting of shareholders and on the premise of complying with relevant applicable laws and regulations and the Company's Articles of Association. The Board may also entrust independent third parties, such as the trustees of the trust, to assist in the administration of the Scheme.

The Board decisions of all matters relating to the Scheme (except as otherwise provided in the Scheme) and the interpretation thereof shall be final and binding on all parties under the Scheme. The Board has the right to review and determine the eligibility of the Selected Participants, determine the list of incentive Selected Participants, and determine the number and grant price of the Award Shares granted to each Selected Participant.

The Trust will be established under the Scheme and will be administered by the Trustee in accordance with the rules of the Scheme, the provisions of the Trust Deed and the instructions of the Company.

*d. Selected Participants in the Scheme*

The Selected Participants in the Scheme are management personnel at manager level or above within the Group and other employees who have made outstanding contributions or are considered by the Board to be incentivized.

In assessing the eligibility of each Selected Participant, the Board will take into account such factors as the Board may at its discretion consider appropriate. For the Selected Participants who are employees, directors and supervisors of the Group, the Board will assess their eligibility based on their individual performance, service period commitment, responsibilities, or employment conditions according to the prevailing market practice and industry standard, or where appropriate, their contribution to the revenue, profits or business development of the Group for the current financial year or in the future.

Selected Participants shall comply with the provisions of relevant laws and regulations relating to the lock-up period, including the Listing Rules, the Company Law of the PRC (中華人民共和國公司法) and the Securities Law of the PRC (中華人民共和國證券法), in order to avoid situations such as conflict of interest and insider dealing.

No person shall be deemed to be an eligible participant if on the grant date he/she:

- (1) is a Shareholder who individually or jointly hold over 5% of the Shares or is the actual controller of the Company, or the spouses, parents or children of such person;
- (2) is an independent non-executive Director;
- (3) has been publicly censured or declared as an ineligible candidate by the securities regulatory authorities within the last 12 months;
- (4) has been imposed with administrative penalties or barred from entry into the market by the securities regulatory authorities within the last 12 months due to material non-compliance of laws or regulations;
- (5) is prohibited from acting as a Director or a member of the senior management of the Company as required by the Company Law of the PRC (中華人民共和國公司法) or the Listing Rules;
- (6) is prohibited from participating in any incentive schemes as required by laws and regulations;

- (7) has committed other material violation of relevant requirements of the Company or caused material damage to the interest of the Company as determined by the Board; or
- (8) any other circumstances prescribed by the Board for the purpose of safeguarding the Company's interests and ensuring the compliance of applicable laws and regulations relating to the operation of the Scheme.

*e. Source of Funds of the Scheme and the Maximum Limit of the Scheme*

Unless the Company obtains the approval by the Shareholders to refresh the limit of the Scheme, the Company will instruct or appoint a qualified agent to act as the Trustee to utilize funds with an amount equivalent to the market value of no more than 5% of the total number of H shares of the Company (i.e. 47,369,709 Shares, assuming that there will be no change to the share capital of the Company during the period from the date of this announcement and up to the date of the EGM) on the date when the Scheme is passed at the general meeting to purchase H Shares of the Company in the secondary market as Award Shares. The maximum number of the Award Shares under the Scheme shall not exceed 5% of the total number of H shares of the Company in issue on the date when the Scheme is passed at the general meeting of shareholders of the Company. The Scheme is funded by the Company's own funds.

*f. Source of Share(s)*

The Scheme intends to purchase H shares of the Company at market price in the secondary market as Award Shares under the Scheme through the Trustee in accordance with the Trust Agreement and the instructions of the Board or its authorized persons.

*g. Number of Shares Available for Grant*

The maximum number of H Shares that may be granted under the Scheme throughout the duration of the Scheme shall not exceed 5% of the total number of issued H Shares of the Company on the date of adoption of the Scheme.

The maximum number of H Shares that the Trustee can acquire and hold from time to time under the Scheme throughout the duration of the Scheme shall not exceed 5% of the total number of issued H Shares of the Company on the date of adoption of the Scheme.

The total number of H Shares to be obtained by any Selected Participant under the Scheme shall not exceed 1% of the total number of issued shares of the Company on the date of adoption of the Scheme unless approved by way of special resolution at the general meeting.

***h. Grant and Grant Price of Award Shares***

The Board may grant Awards to Selected Participants subject to the terms and conditions of the Awards and grant restrictions from time to time. Any grant of an Award to any connected person of the Company shall be in compliance with the Listing Rules and any applicable laws and regulations.

The grant price of the Shares under the Scheme shall be determined by the Board with reference to the market price of the Company's H Shares. The grant price is not less than 80% of the transaction cost (including direct and indirect expenses incurred in the process of purchasing shares and necessary for the holding of Shares under the Scheme) of the existing H Shares of the Company purchased by the Trustee on the secondary market.

***i. Vesting of Award Shares***

The Board and/or its authorized person (s) may, within a reasonable time after the vesting conditions and time set out below have been met, performed, satisfied or waived

- (a) instruct and procure that the Trustee may determine from time to time to release the Award Shares from the Trust to the Selected Participants by transferring the Award Shares to the Selected Participants; or
- (b) procure the Trustee to sell the Award Shares vested to the Selected Participants at the prevailing market price, and pay the Selected Participants the cash corresponding to the actual selling price of the Award Shares as the Board and/or its authorized person may determine in accordance with the terms of the rules of the Scheme.

The Board may, at its discretion, determine the vesting timing and proportion of the Award Shares under the Scheme.

***j. Voting Rights and Dividends***

Under the Scheme, the Trustee who directly or indirectly holds unvested Award Shares (H Shares) is required to abstain from voting on matters subject to Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with instructions given by a beneficial owner (and such instructions have been given). Any dividends (other than returned shares) on all Award Shares granted to the Selected Participants shall belong to the Selected Participants.

***k. Restrictions***

No instructions and no payments to purchase Shares shall be given to the Trustee nor grant Award Shares to any Selected Participant when the Company has unpublished inside information, in particular, (i) during the period commencing one month immediately before any of: (a) the date of the meeting of the Board (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year or half-year; and (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, and ending on the date of such results announcement; and (ii) 30 days after the repurchase of any Shares by the Company.

The Selected Participants shall not be granted or accept the Award Shares if the dealing with Shares by such Selected Participants is prohibited by the Listing Rules or other relevant laws and regulations or the Selected Grantees have unpublished inside information.

*l. Change of the Scheme*

The Board resolution is required if the Company intends to change the Scheme before to be considered and approved by the general meeting. After the Scheme is approved by the general meeting and becomes effective, the Board has full discretion to change the terms of the Scheme at any time when necessary, which is subject to the relevant laws and regulations.

If there is any discrepancy between the rules of the Scheme and relevant laws, regulations, agreements or the Listing Rules, the requirements of such relevant laws, regulations, agreements or the Listing Rules shall prevail. If any changes to the rules of the Scheme require approval from the Company's shareholders or the Stock Exchange in accordance with laws and regulations, the Board will obtain corresponding approvals for such amendments to the Scheme.

*m. Termination of the Scheme*

The Board resolution is required to terminate the Scheme before a general meeting of shareholders considers the Scheme. Upon the consideration and approval of the Scheme at a general meeting, the Board may terminate the Scheme at any time prior to the expiration of the Scheme. Accordingly, the Scheme will terminate on the earlier of (i) the 10th anniversary of the date of adoption; or (ii) an early date of termination as determined by the Board.

The terms of the Award Shares granted and vested in accordance with the rules of the Scheme prior to its termination shall remain fully valid. Upon termination of the Scheme, any ungranted Award Shares will lapse and the Trustee shall sell the lapsed shares on the market.

The Company or the relevant subsidiary shall notify the Trustee and all participants of the aforesaid termination and how to deal with the assets (including but not limited to any Shares held) and the unvested Award Shares held by the Trustee in trust in the interests of all Selected Participants.

**2. AUTHORIZATION TO THE BOARD TO HANDLE RELEVANT MATTERS ON  
THE 2023 SHARE INCENTIVE SCHEME**

In order to ensure the smooth implementation of the 2023 Share Incentive Scheme of the Company, the Board submits to the EGM of shareholders to authorize the Board to handle relevant matters on the implementation of the 2023 Share Incentive Scheme.

1. It is submitted to the EGM to authorize the Board at its absolute discretion to handle relevant matters on the 2023 Share Incentive Scheme, including but not limited to:
  - (1) to interpret the Plan and formulate detailed implementation rules, and to take necessary measures to implement the 2023 Share Incentive Scheme, including but not limited to setting up a trust, assessing the qualifications of eligible employees and determining the specific participants, the conditions of grant, the grant date, the grant price and the number of grants, etc.;
  - (2) to determine the maximum number of H Shares to be purchased by the Trustee which shall not exceed 5% of the total number of issued H Shares of the Company on the date of adoption of the Scheme;
  - (3) to administer, amend and adjust the 2023 Share Incentive Scheme, including but not limited to: the upper limit of the Plan, the number of Award Shares granted or the acceleration of the expiry date of the vesting of any Award. If such amendments are required by laws, regulations or relevant regulatory authorities to be approved by the general meeting of shareholders or relevant regulatory authorities, such amendments by the Board shall be approved accordingly;
  - (4) to engage banks, trusts, accountants, lawyers, advisers and other professional institutions for the purpose of the 2023 Share Incentive Scheme;
  - (5) to sign, execute, amend and terminate any agreement and other relevant documents in relation to the 2023 Share Incentive Scheme; to perform all procedures in relation to the 2023 Share Incentive Scheme and take other actions to implement the terms of the 2023 Share Incentive Scheme;
  - (6) to determine and adjust the vesting criteria and conditions and the vesting period and evaluate and manage the performance targets of the 2023 Share Incentive Scheme. At the same time, to determine whether eligible employees can be vested with the award and approve the Board to grant the right to the operation management of the Company or the designated authorized person (s) to exercise such right;

- (7) to determine the implementation, modification or termination of the 2023 Share Incentive Scheme, including: the lapse of the Award Shares and the continued vesting of the shares in the event of changes in the personal circumstances of the Selected Participants;
  - (8) be responsible for the interpretation and resolution of any issues and disputes arising out of or in connection with the 2023 Share Incentive Scheme;
  - (9) to exercise any other powers granted by the general meeting from time to time necessary for the implementation of the 2023 Share Incentive Scheme;
  - (10) to establish a trust and execute documents in relation to the establishment of the trust, and to deal with all procedural matters in relation to the establishment of the trust;
  - (11) to administer and implement other matters necessary for the implementation of the 2023 Share Incentive Scheme; and
  - (12) to authorize the Board and allow the Board to further authorize the operation management of the Company or the designated authorized person (s) to handle all the above matters necessary for the 2023 Share Incentive Scheme at their sole discretion within the authorization period under this resolution.
2. It is submitted to the EGM of the Company to agree that the term of authorization to the Board shall be the same as the validity period of the 2023 Share Incentive Scheme.

The above authorization matters may be directly exercised by the management of the Company or authorized persons designated by the Board on behalf of the Board, except for matters specifically required to be approved by the Board in accordance with laws, administrative regulations, rules of securities regulatory authorities, regulatory documents, the 2023 Share Incentive Scheme or the Articles of Association.

### 3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement dated November 10, 2023 in relation to the change of independent non-executive Director, the letter of resignation from Ms. Liu Xiuqin(劉秀琴) (“**Ms. Liu**”), an independent non-executive Director. After careful and thorough consideration, Ms. Liu has tendered her resignation as an independent non-executive Director, a member of each of the audit committee and the nomination committee due to her personal career arrangement. In order to ensure that the compositions of the Board and the relevant special committee of the Board are in compliance with the relevant laws and regulations and the regulatory requirements, the resignation of Ms. Liu will take effect from the date when a

new independent non-executive Director elected at the EGM officially takes office. During this period, Ms. Liu will continue to perform her duties as an independent non-executive Director, a member of the audit committee and the nomination committee.

The Board proposes to appoint Mr. Peng Song (彭松) (“**Mr. Peng**”) as an independent non-executive Director, subject to the approval of the Shareholders at the EGM. Upon Mr. Peng’s appointment as an independent non-executive Director, he also serves as a member of the audit committee and the nomination committee.

The biographical details of Mr. Peng as required to be disclosed by Rule 13.51(2) of the Listing Rules are as follows:

Mr. Peng, aged 41, Mr. Peng served as a full-time lawyer at Shanghai Huarong Law Firm (上海市華榮律師事務所) from June 2007 to January 2008; from January 2008 to May 2011, Mr. Peng worked at Chongqing Dingsheng Law Firm (重慶鼎聖律師事務所) and served as the deputy director of the non-litigation department and the director of the litigation department; From June 2011 to date, Mr. Peng has been working at Beijing DeHeng (Chongqing) Law Office (北京德恒(重慶)律師事務所) as a founding partner and senior partner, mainly engaged in professional services in capital market, investment and financing, providing professional support for Sanfeng Environment (listed on the Shanghai Stock Exchange, stock code: 601827), Lifan Technology (listed on the Shanghai Stock Exchange, stock code: 601777), Chongqing Water (Listed on the Shanghai Stock Exchange, stock code: 601158), Newange Ambient (listed on the Beijing Stock Exchange, stock code: 831370), Wangcheng Technology (listed on the Beijing Stock Exchange, stock code: 830896) and other listed companies and large local state-owned enterprises.

Mr. Peng graduated from Shanghai University of International Business and Economics with a bachelor’s degree in international economic law in June 2005. Mr. Peng was selected as the leading talent of young lawyers of the All China Lawyers Association, and was awarded the title of outstanding lawyer in Chongqing, top ten young lawyers and best non-litigation lawyers for many times, and was recognized by professional rating agencies; He serves as a member of the Bankruptcy and Mergers and Acquisitions Professional Committee of the All China Lawyers Association (全國律協破產與併購專業委員會) and the deputy director of the Securities and Capital Market Committee of the Chongqing Bar Association (重慶市律師協會證券與資本市場委員會); He was appointed as “listing service expert” by Chongqing Local Financial Supervision and Administration and an arbitrator of China Chongqing Arbitration Commission; He possesses the qualifications of independent directors of listed companies on the Shenzhen Stock Exchange, securities investment fund practicing in China, and data security governance etc..

If Mr. Peng is appointed as an independent non-executive Director, the Company will enter into a service contract with Mr. Peng. His term of office shall commence from the date of approval at the EGM until the expiry of the term of the fourth session of the Board, and he is eligible for re-election upon the expiry of his term of office. Mr. Peng’s remuneration shall

be determined in accordance with the Remuneration Plan for Directors and Supervisors of the Company (董事及監事薪酬方案), which will be disclosed in the annual report of the Company. Mr. Peng has confirmed that he has fulfilled the independent factors as stipulated in Rule 3.13 of the Listing Rules. The Company considers that Mr. Peng is independent according to the guidelines on independence under the Listing Rules.

As of Latest Practicable Date, Mr. Peng confirms that he did not hold directorship in any listed company, the securities of which are listed on any securities market either in Hong Kong or overseas in the past three years; does not have any relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company, nor does he hold any position in the Company or any of its subsidiaries. He does not own any interest in the shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance); has no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and does not participate and has never participated in matters that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; nor has he participated in other matters that need to be brought to the attention of the Shareholders.

#### 4. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board received a letter of resignation from Mr. Chen Tongtong (陳彤彤) (“**Mr. Chen**”), a non-executive Director. After careful and thorough consideration, Mr. Chen has tendered his resignation as a non-executive Director due to his personal career arrangement.

In order to ensure that the number of the members of the Board is in compliance with the Articles of Association, the resignation of Mr. Chen will take effect from the date when a new non-executive Director elected at the EGM officially takes office. During this period, Mr. Chen will continue to perform his duties as a non-executive Director.

Mr. Chen has confirmed that he has no disagreement with the Board in any respects and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Company and the Board would like to take this opportunity to express their sincere gratitude to Mr. Chen for his positive contribution to the development of the Company during his term of office.

The Board is pleased to announce that Ms. Shen Chen (沈沉) (“**Ms. Shen**”) has been nominated as a non-executive Director after the consideration and approval of the Board, subject to the approval of the Shareholders at the extraordinary general meeting.

The biographical details of Ms. Shen as required to be disclosed by Rule 13.51(2) of the Listing Rules are as follows:

Ms. Shen, aged 40, holds a master's degree, and is a chartered financial analyst (CFA). Ms. Shen graduated from the School of Economics at Fudan University in June 2004 and from the Business School at Columbia University in May 2010. From August 2004 to April 2018, Ms. Shen worked in China International Capital Corporation Limited (listed on the Stock Exchange, stock code: 3908; listed on the Shanghai Stock Exchange, stock code: 601995), CDH Investments and the World Bank. She joined Alibaba Group Holding Limited (listed on New York Stock Exchange, stock code: BABA; listed on the Stock Exchange, stock code: 9988) in April 2018, and she is currently the director of the strategic investment department of Alibaba Group Holding Limited. Ms. Shen has concurrently served as a director of Best Inc. (listed on the New York Stock Exchange, stock code: BEST) since May 2023. Since June 2023, Ms. Shen has concurrently served as a director of Smart Share Global Limited and Sanjiang Shopping Club Co., Ltd. (listed on the Nasdaq Stock Exchange and the Shanghai Stock Exchange, with stock codes: EM and 601116, respectively), respectively. Since July 2023, Ms. Shen has concurrently served as a director of New Hua Du Shopping Plaza Co., Ltd. (新華都購物廣場股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002264).

If Ms. Shen is appointed as a non-executive Director, the Company will enter into a service contract with Ms. Shen. Her term of office shall commence from the date of consideration and approval at the EGM until the expiry of the term of the fourth session of the Board, and she is eligible for re-election upon the expiry of her term of office. Ms. Shen's remuneration shall be determined in accordance with the Remuneration Plan for Directors and Supervisors of the Company (董事及監事薪酬方案), which will be disclosed in the annual report of the Company.

Save as disclosed in this announcement, Ms. Shen confirms that she did not hold directorship in any listed company, the securities of which are listed on any securities market either in Hong Kong or overseas in the past three years; does not have any relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company, nor does she hold any position in the Company or any of its subsidiaries. She does not own any interest in the shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance); has no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and does not participate and has never participated in matters that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; nor has she participated in other matters that need to be brought to the attention of the Shareholders.

**5. CHANGE OF BUSINESS SCOPE OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In order to further expand the emerging retail channel business, it is proposed to add the business scope of the Company based on the actual situation of the Company's business operation, details of which are as follows (the specific business scope shall be subject to the final approval of the industrial and commercial administrative department):

<b>BUSINESS SCOPE BEFORE CHANGE</b>	<b>BUSINESS SCOPE AFTER CHANGE</b>
<p>General items: acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, except the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities), marketing planning; enterprise management consulting and goods warehouse service (excluding projects of hazardous chemicals and other projects requiring approval) (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p>	<p><b>Licensed items: sale of food through online channels (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities, and specific business items are subject to approval documents or licenses by relevant authorities)</b> General items: marketing planning; enterprise management consulting and goods warehouse service (excluding projects of hazardous chemicals and other projects requiring approval); <b>wholesale of fresh vegetables; retail of fresh vegetables; sales agency; retail of edible agricultural products</b>; acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, except the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities) (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p>

At the same time, due to the change of business scope, it is proposed to amend the relevant articles of the Articles of Association the “**Proposed Amendments**”.

Original Article	New Article
<b>CHAPTER 2 PURPOSE AND SCOPE OF BUSINESS</b>	
<p>Article 12 The Company's business scope registered according to law: General items: acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, except the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities), marketing planning; enterprise management consulting and goods warehouse service (excluding projects of hazardous chemicals and other projects requiring approval) (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p> <p>The specific business scope is subject to the business license issued by the Company registration authority.</p>	<p>Article 12 The Company's business scope registered according to law:</p> <p><b>Licensed items: sale of food through online channels (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities, and specific business items are subject to approval documents or licenses by relevant authorities)</b> General items: marketing planning; enterprise management consulting and goods warehouse service (excluding projects of hazardous chemicals and other projects requiring approval); <b>wholesale of fresh vegetables; retail of fresh vegetables; sales agency; retail of edible agricultural products</b>; acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, except the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities) (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p> <p>The specific business scope is subject to the business license issued by the Company registration authority.</p>

The Board of the Company submits to the EGM to authorize the management of the Company to amend the relevant provisions of the Articles of Association and the relevant rules of the Company in relation to the proposed amendments in accordance with the requirements of domestic and foreign laws, regulations and other regulatory documents, as well as the requirements and suggestions of the relevant domestic and foreign regulatory authorities and the stock exchanges of the places where the Company is listed. After the amendments are considered and approved at the EGM, the management of the Company will process the registration of changes in the business scope of the Company and the industrial and commercial filing of the Articles of Association and other relevant matters.

## 6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On February 14, 2023, the State Council of the People's Republic of China (the “**State Council**”) 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》) (the “**Decision**”), which included the repeal of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on August 4, 1994. On February 17, 2023, the China Securities Regulatory Commission promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and the relevant guidelines, which included the repeal of the Notice on the Implementation of the Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas (《關於執行<到境外上市公司章程必備條款>的通知》). The Decision and Trial Measures (collectively, the “**New PRC Regulations**”) became effective on March 31, 2023. From the effective date of the New PRC Regulations, PRC issuers may prepare 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》), instead of the Mandatory Provisions for the Articles of Association of the Company to be Listed Overseas (《到境外上市公司章程必備條款》). In view of the aforementioned New PRC Regulations, the Stock Exchange also published a consultation paper on Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers (the “**Consultation Paper**”) on February 24, 2023, which provided for consequential amendments to the Listing Rules. On July 21, 2023, the Stock Exchange published conclusions on the Consultation Paper. In particular, the Stock Exchange has introduced consequential amendments to the Listing Rules which came into effect on August 1, 2023 to reflect, among other things, the requirements of the New PRC Regulations. Accordingly, the Board proposes to amend the existing Articles of Association to comply with the requirements of the Listing Rules and applicable PRC laws and regulations, and to make minor adjustments to certain provisions of the Articles of Association in accordance with the operational and management needs of the Company. Please refer to Appendix II for details.

The Board is of the view that domestic shares of the Company (the “**Shares**”) and H Shares are deemed as the same class of ordinary Shares following the repeal of the Mandatory Provisions as stated above, while the substantive rights attached to these two classes of shares (including rights on voting, dividend and asset distribution upon liquidation) are the same. Taking into account recent development of such laws and the Company has complied with the core shareholder protection standards under the Listing Rules, the Proposed Amendments (including the removed class meeting requirement in Articles of Association of the Company upon the repeal of the Mandatory Provisions) would not undermine the protection of holders of H Shares of the Company, and also not have a material effect on protection of shareholders of the Company (the “**Shareholders**”).

The Proposed Amendments are still subject to the consideration and approval by the extraordinary general meeting as well as the H Share Class Meeting and Domestic Share Class Meeting (collectively, the “**Class Meetings**”) to be held immediately following the conclusion of the extraordinary general meeting by way of special resolution. The Board has resolved to seek the approval of the Shareholders at the EGM to authorize the Board who may delegate the authorized persons to amend the articles in the Articles of Association and the relevant rules of the Company relevant to the Proposed Amendments and handle the relevant industrial and commercial registration and filing procedures on behalf of the Company in respect of the amended Articles of Association according to the laws, regulations and other regulatory documents of the PRC and overseas, as well as the requirements and advices from the relevant local and overseas regulatory authorities and stock exchange of the place where the Shares are listed. Prior to the passing of the amendments at the extraordinary general meeting and Class Meetings, the existing Articles of Association and the relevant rules of the Company remain valid.

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

In light of the amendments to the Articles of Association, the Board also proposes to amend correspondingly the certain provisions of Rules of Procedure for General Meeting of the Company. Please refer to Appendix III for details.

The Proposed Amendments are still subject to the consideration and approval by the extraordinary general meeting as well as the H Share Class Meeting and Domestic Share Class Meeting (collectively, the “**Class Meetings**”) to be held immediately following the conclusion of the extraordinary general meeting by way of special resolution. Prior to the passing of the amendments at the extraordinary general meeting and Class Meetings, the existing Rules of Procedure for General Meeting remains valid.

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<b>CHAPTER 1 GENERAL PROVISIONS</b>	
<p><b>Article 1</b> To safeguard the lawful rights and interests of Chongqing Hongjiu Fruit Co., Limited (hereinafter referred to as the “Company”), the shareholders of the Company and to regulate the organizations and acts of the Company, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions in Articles of Association of Joint Stock Limited Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Letter on the Supplementary Opinions to the Articles of Association of Companies to be listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, the Articles of Association are hereby made.</p>	<p><b>Article 1</b> To safeguard the lawful rights and interests of Chongqing Hongjiu Fruit Co., Limited (hereinafter referred to as the “Company”), the shareholders of the Company and to regulate the organizations and acts of the Company, in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <del>the Special Regulations of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions in Articles of Association of Joint Stock Limited Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”),</del> the Letter on the Supplementary Opinions to the Articles of Association of Companies to be listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, the Articles of Association are hereby made.</p>
<p><b>Article 2</b> The Company is a joint stock limited company incorporated by promotion through the Special Regulations and other relevant provisions in accordance with the Company Law. The Company was established by sponsorship, registered with the Market Supervision Administration of Shizhu Tujia Autonomous County (石柱土家族自治县市场监督管理局), and obtained a business license. The unified credit code is 91500103742896264D.</p>	<p><b>Article 2</b> The Company is a joint stock limited company incorporated by promotion through <del>the Special Regulations and</del> other relevant provisions in accordance with the Company Law. The Company was established by sponsorship, registered with the Market Supervision Administration of Shizhu Tujia Autonomous County (石柱土家族自治县市场监督管理局), and obtained a business license. The unified credit code is 91500103742896264D.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 9</b> The Articles of Association shall be a document that regulates the organizations and acts of the Company as well as the rights and obligations between the Company and the shareholders and among the shareholders from the effective date. The Articles of Association shall be legally binding upon the Company and its shareholders, directors, supervisors and senior management. Shareholders may sue shareholders; shareholders may sue directors, supervisors, managers and other senior management of the Company; shareholders may sue the Company, and Company may sue shareholders, directors, supervisors, managers and other senior management in accordance with the Articles of Association.</p> <p>The legal action referred to in the preceding paragraph includes applications to competent courts or arbitral bodies.</p>	<p><b>Article 9</b> The Articles of Association shall be a document that regulates the organizations and acts of the Company as well as the rights and obligations between the Company and the shareholders and among the shareholders from the effective date. The Articles of Association shall be legally binding upon the Company and its shareholders, directors, supervisors and senior management. Shareholders may sue shareholders; shareholders may sue directors, supervisors, <b>general</b> manager and other senior management of the Company; shareholders may sue the Company, and Company may sue shareholders, directors, supervisors, <b>general</b> manager and other senior management in accordance with the Articles of Association.</p> <p><del>The legal action referred to in the preceding paragraph includes applications to competent courts or arbitral bodies.</del></p>
<b>CHAPTER 2 PURPOSE AND SCOPE OF BUSINESS</b>	
<p><b>Article 12</b> The Company’s business scope registered according to law: General items: acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, expect the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities); (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p> <p>The specific business scope is subject to the business license issued by the Company registration authority.</p>	<p><b>Article 12</b> The Company’s business scope registered according to law: General items: acquisition, sales of fruits; sales of primary agricultural products; import and export of goods, expect the special cases that prohibited by laws and administrative regulations, and the projects that restricted by laws and administrative regulations can be operated after obtained licenses; (below operating scope only can be engaged and operated by the qualified branch) sales of pre-packaged foods, bulk foods and agricultural products; housing leasehold services; lease of venue (for the items pending approval according to the law, which could commence operation only after obtaining approval from relevant authorities), <b>marketing planning; enterprise management consulting and goods warehouse service (excluding projects of hazardous chemicals and other projects requiring approval)</b> (except for items subject to approval required by laws, business activities set forth in the business license may be conducted independently in accordance with law).</p> <p>The specific business scope is subject to the business license issued by the Company registration authority.</p>

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Existing Articles	Amended Articles
<b>CHAPTER 3 SHARES</b>	
<p><b>Article 14</b> Issuance of shares of the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights.</p> <p>The stock of the same batch and the same class shall be issued in the same terms and price. Each unit or individual shall pay the same price per share for the subscribed shares. The domestic shares and overseas listed foreign shares issued by the Company shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>The Company shall have ordinary shares at all times. With the approval of company examination and approval department authorized by the State Council, the Company may have other forms of shares when needed.</p>	<p><b>Article 14</b> Issuance of shares of the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall have equal rights.</p> <p>The stock of the same batch and the same class shall be issued in the same terms and price. Each unit or individual shall pay the same price per share for the subscribed shares. The domestic shares and <del>overseas listed foreign shares</del> <b>H Shares</b> issued by the Company shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>The Company shall have ordinary shares at all times. <b><u>Subject to the fulfilling the registration or filing procedures with the securities regulatory authority of the State Council according to laws,</u></b> the Company may have other forms of shares when needed.</p>
<p><b>Article 16</b> Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>...</p>	<p><b>Article 16</b> <b><u>Subject to the fulfilling the registration or filing procedures with the securities regulatory authority of the State Council according to laws,</u></b> the Company may issue shares to domestic investors and foreign investors.</p> <p>...</p>
<p><b>Article 17</b> Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Overseas listed foreign shares are referred to as overseas listed foreign shares, which the overseas listed foreign shares listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) refer to “H Shares”. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.</p>	<p><b>Article 17</b> Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares.</p> <p><b><u>The shares of the Company listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) are refer to as “H Shares”.</u></b></p>

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<p>After obtaining the approval from the State Council or its authorized bodies and the consent of the Hong Kong Stock Exchange, holders of domestic shares of the Company may transfer all or part of their shares to overseas investors and list the said shares on an overseas stock exchange; all or part of the domestic shares may be converted into overseas listed foreign shares, and the listing of the converted shares on an overseas stock exchange shall also comply with the regulatory procedure, regulations and requirements of the overseas stock market. No general meeting or class meeting is required to be held to resolve on the listing of the transferred shares or foreign shares converted from domestic shares on an overseas stock exchange. After the domestic shares are converted into overseas listed foreign shares, the converted shares shall be the same class of shares as the original overseas listed foreign shares.</p> <p>Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland and Hong Kong or other overseas stock markets.</p> <p>“Foreign currencies” mean the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to pay the share price to the Company.</p>	<p><b><u>After fulfilling the registration or filing procedures with the securities regulatory authority of the State Council, holders of domestic shares of the Company may convert all or part of their shares into H Shares, and the listing of the converted shares on Hong Kong Stock Exchange shall also comply with the regulatory procedure, regulations and requirements of the Hong Kong Stock Exchange. No general meeting is required to be held to resolve on the listing of the H shares converted from domestic shares on Hong Kong Stock Exchange. After the domestic shares are converted into H shares, the converted shares shall be the same class of shares as the original H shares.</u></b></p> <p>Qualified investors may purchase the shares of the Company through the stock connect schemes between Chinese Mainland and Hong Kong or other overseas stock markets.</p> <p><del>“Foreign currencies” mean the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to pay the share price to the Company.</del></p>

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Existing Articles	Amended Articles
<p><b>Article 18</b> As approved by the examination and approval department authorized by the State Council, the total number of ordinary shares issued by the Company is 1,417,066,406. Among others:</p> <p>(I) The Company issued a total of 5,000,000 shares to the two promoters, Deng Hongjiu and Jiang Zongying, at the time of its establishment.</p> <p>(II) After the establishment of the Company, the Company has undergone a second capital increase, and capitalization of the capital reserve. As at the date before issuance of H Shares, the total number of ordinary shares issued by the Company is 453,073,902 shares.</p> <p>(III) The total number of ordinary shares of the Company is 467,368,802 after the initial offering of H shares by the Company and the exercise of the Over-allotment Option, among which 14,012,500 shares are newly issued, 282,400 shares are over-allocated, 296,516,495 domestic stock shares, and 42 Shareholders (including Deng Hongjiu) convert 296,516,495 domestic unlisted shares they held in the Company into overseas listed foreign shares.</p> <p>(IV) The total number of ordinary shares of the Company was 1,417,066,406 after a capitalization of capital reserve and an issuance of new H shares under the general mandate.</p> <p>The Company's share capital structure is as follows: the total number of ordinary shares is 1,417,066,406, of which 469,672,221 domestic shares account for 33.14% of the Company's total shares; 947,394,185 H shares (including 889,549,485 H shares converted from domestic unlisted shares), accounting for 66.86% of the Company's total shares.</p>	<p><b>Article 18</b> <u>The total number of ordinary shares issued by the Company is 1,417,066,406.</u></p>

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<p><b>Article 19</b> After the Company’s plan for the issuance of overseas listed foreign shares and domestic shares has been approved by the securities regulatory authorities of the State Council, the Board of Directors of the Company may arrange for implementation of such plan by means of separate offerings.</p> <p>The Company may, according to the preceding paragraph, implement the plan for the issuance of overseas listed foreign shares and domestic shares within 15 months, respectively, from the date of approval by the securities regulatory authorities of the State Council, except as otherwise stipulated by the securities regulatory authorities of the State Council.</p>	(Deleted)
<p><b>Article 20</b> Where the Company issues overseas listed foreign shares and domestic shares separately within the total number of shares stated in the Company’s proposal for the issuance of shares, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time in special circumstances, the shares may be issued through separate offerings subject to the approval of the securities regulatory authorities of the State Council.</p>	<p><b>Article 19</b> Where the Company issues <b>H Shares</b> and domestic shares separately within the total number of shares stated in the Company’s proposal for the issuance of shares, such shares shall be fully subscribed at one time respectively. If the shares cannot be fully subscribed at one time in special circumstances, the shares may be issued through separate offerings <del>subject to the approval of the securities regulatory authorities of the State Council.</del></p>
<p><b>Article 21</b> Pursuant to the requirements of laws, regulations and the securities regulatory rules of the stock exchange where the Company’s shares are listed, the Company may, based on its business and development needs, the Company may increase its registered capital in the following ways:</p> <p>(I) issue new shares to non-specified investors;</p> <p>(II) by placing new shares to its existing shareholders;</p> <p>(III) issue bonus shares to existing shareholders;</p> <p>(IV) by capitalising its capital reserves;</p>	<p>Article <b>20</b> Pursuant to the requirements of laws, regulations and the securities regulatory rules of the stock exchange where the Company’s shares are listed, the Company may, based on its business and development needs, the Company may increase its registered capital in the following ways:</p> <p>(I) <b><u>by public offering of shares;</u></b></p> <p>(II) <b><u>by private placement of shares;</u></b></p> <p>(III) <del>issue</del> <b><u>by allotting</u></b> bonus shares to existing shareholders;</p> <p>(IV) by capitalising its capital reserves;</p>

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<p>(V) by other ways permitted by the laws, administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association be conducted in accordance with the procedures stipulated in the relevant national laws and administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p>	<p>(V) by other ways permitted by the laws, administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p> <p>The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association be conducted in accordance with the procedures stipulated in the relevant national laws and administrative regulations and the securities regulatory rules of the stock exchange where the Company's shares are listed.</p>
<p><b>Article 24</b> The Company may buy back its shares in one of the following manners with the approval from relevant national competent authorities or relevant authorities:</p> <p>(I) by making a pro rata general offer of buy-back to all shareholders;</p> <p>(II) by repurchasing shares through public trading on a stock exchange;</p> <p>(III) by repurchasing through an off-market agreement.</p> <p>When the Company acquires its shares due to the circumstances in the Items (III), (V) and (VI) to Clause I of the Article 23 of the Articles of Association, it shall be conducted through public centralized trading. It shall be carried out in accordance with the laws and regulations and the relevant regulations of the securities regulatory rules of the stock exchange where the Company's shares are listed.</p>	<p><b><u>Article 23</u></b> <b><u>When the Company buy back its shares, it may be conducted through public centralized trading or other methods permitted by the laws and regulations and the China Securities Regulatory Commission and/or the Securities and Futures Commission of Hong Kong.</u></b></p> <p><b><u>When the Company acquires its shares due to the circumstances in the Items (III), (V) and (VI) to Clause I of the Article 22 of the Articles of Association, it shall be conducted through public centralized trading.</u></b></p>

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<p><b>Article 25</b> Where the Company buys back its shares through an off-market agreement, it shall seek prior approval of the general meeting in accordance with the Articles of Association. The Company may terminate or amend an agreement entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the general meeting obtained in the same manner.</p> <p>The agreement for the share buy-back referred to in the preceding paragraph includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back.</p> <p>The Company shall not assign an agreement for repurchasing its own shares or any of its rights thereunder.</p>	(Deleted)
<p><b>Article 26</b> Insofar as the Company has the right to repurchase redeemable shares, if they are not bought back on the market or by way of tender, the purchase prices of these shares shall not exceed certain maximum price; if they are bought back by way of tender, the tenders shall be available and proposed to all shareholders in the same manner.</p>	(Deleted)
<p><b>Article 27</b> When the Company acquires its shares due to the circumstances required in the Items (I) and (II) to Clause I of Article 23 of the Articles of Association, it shall be resolved by the general meeting. When the Company acquires the its shares due to the circumstances required in the Items (III), (V) and (VI) to Clause I of Article 23 of the Articles of Association, it may be resolved by the Board Meeting attended by more than two-thirds of the directors according to the provisions of the Articles of Association or the authorization of the general meeting.</p>	<p><b>Article 24</b> When the Company acquires its shares due to the circumstances required in the Items (I) and (II) to Clause I of Article <del>23</del><u>22</u> of the Articles of Association, it shall be resolved by the general meeting. When the Company acquires the its shares due to the circumstances required in the Items (III), (V) and (VI) to Clause I of Article <del>23</del><u>22</u> of the Articles of Association, it <b>shall</b> be resolved by the Board Meeting attended by more than two-thirds of the directors <del>according to the provisions of the Articles of Association or the authorization of the general meeting.</del></p>

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<p>When the Company acquire its shares in accordance with Clause I of Article 23 of the Articles of Association, in case of (I), the shares shall be cancelled within 10 days from the date of purchase; in case of (II) and (IV), the shares shall be transferred or cancelled within 6 months; and in case of (III), (V) and (VI), the aggregate number of shares held by the Company shall not exceed 10% of the total amount of issued shares of the Company, and shall be transferred or cancelled within 3 years.</p> <p>After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares bought back and shall apply to the original company registration authority for registration of the change in the registered capital. The amount of the Company's registered capital shall be reduced by the aggregate nominal value of those cancelled shares.</p> <p>Where the relevant laws and regulations, regulatory documents and relevant provisions of the securities regulatory authority at the places where the Company's shares are listed have any other provisions in respect of the matters relating to the aforesaid share buyback, such provisions shall prevail.</p>	<p>When the Company acquire its shares in accordance with Clause I of Article <del>23</del><b>22</b> of the Articles of Association, in case of (I), the shares shall be cancelled within 10 days from the date of purchase; in case of (II) and (IV), the shares shall be transferred or cancelled within 6 months; and in case of (III), (V) and (VI), the aggregate number of shares held by the Company shall not exceed 10% of the total amount of issued shares of the Company, and shall be transferred or cancelled within 3 years.</p> <p><del>After the shares are bought back by the Company pursuant to the laws, the Company shall cancel such shares bought back and shall apply to the original company registration authority for registration of the change in the registered capital. The amount of the Company's registered capital shall be reduced by the aggregate nominal value of those cancelled shares.</del></p> <p>Where the relevant laws and regulations, regulatory documents, relevant provisions of the securities regulatory authority at the places where the Company's shares are listed <b><u>or the Securities and Futures Commission of Hong Kong and the China Securities Regulatory Commission have any other provisions</u></b> in respect of the matters relating to the aforesaid share buyback, such provisions shall prevail.</p>
<p><b>Article 28</b> Unless the Company is under liquidation, it shall comply with the following provisions in respect of the buy-back of its outstanding shares:</p> <p>(I) where the Company buys back its shares at nominal value, the amount thereof shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the buy-back of shares;</p>	<p>(Deleted)</p>

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<p>(II) where the Company buys back its shares at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the buy-back of the old shares. The portion in excess of the nominal value shall be handled as follows:</p> <ol style="list-style-type: none"> <li>1. if the shares bought back were issued at nominal value, payment shall be deducted from the book balance of the distributable profits of the Company;</li> <li>2. if the shares bought back were issued at a price higher than their nominal value, payment shall be deducted from the book balance of the distributable profits of the Company and/or from the proceeds of a new issue of shares made for the buy-back of the old shares, provided that the amount deducted from the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the shares bought back nor shall it be more than the amount of the Company's premium account (or capital reserve account) at the time of such buy-back (including the premiums on the new issue of shares).</li> </ol> <p>(III) payment by the Company for the following purposes shall be paid out of the Company's distributable profits:</p> <ol style="list-style-type: none"> <li>1. acquisition of rights to buy-back shares of the Company;</li> <li>2. modification of any agreement for repurchasing shares of the Company;</li> <li>3. release of any of the Company's obligations under any agreement for repurchasing its shares.</li> </ol>	

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<p>(IV) after the aggregate nominal value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount deducted from the distributable profits for payment for repurchasing shares at their nominal value shall be accounted for in the Company's premium account (or capital reserve account).</p> <p>Where the laws, regulations, normative documents and relevant requirements of the Securities Regulatory Authorities or stock exchange in the place where the Company's securities are listed contain any other provisions in respect of the accounting treatment related to the aforementioned share buy-back, such provisions shall prevail.</p>	
	<p>(Newly added) <b><u>Article 25 The Company or its subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.</u></b></p>
<p><b>Article 29</b> Unless otherwise specified in the laws, administrative regulations, and by the securities regulatory authorities in the place where the shares of the Company are listed, shares of the Company can be freely transferred and are not subject to any lien. The transfer of shares shall be registered with the local stock registration institution entrusted by the Company. If any fee is required for such registration, such fee shall not exceed the maximum fee specified in the Hong Kong Listing Rules from time to time.</p>	<p>(Deleted)</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p>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;</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>	

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<b>Existing Articles</b>	<b>Amended Articles</b>
<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 “Recognized Clearing House”) 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 address of the Company’s registered office, share registrar or such address as the Board of Directors may specify from time to time.</p>	
<p><b>Article 31</b> The shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares issued prior to any public offer of shares shall not be transferred within one year of the date on which the shares of the company are listed and traded on a stock exchange.</p>	<p><b>Article 27</b> The shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. Shares issued prior to any public offer of shares shall not be transferred within one year of the date on which the shares of the company are listed and traded on a stock exchange.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p>The Directors, Supervisors and senior management of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares in the Company per annum. The shares held by them shall not be transferred within one year of the date on which the shares are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.</p> <p>Where relevant requirements of the Securities Regulatory Authorities in the place where the Company's shares are listed contain any other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.</p>	<p>The Directors, Supervisors and senior management of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares in the Company per annum. The shares held by them shall not be transferred within one year of the date on which the shares are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.</p> <p>Where relevant requirements of the Securities Regulatory Authorities in the place where the Company's shares are listed contain any other provisions on the transfer restrictions of <b>H Shares</b>, such provisions shall prevail.</p>
<b>Section 4 Financial assistance for purchase of the Company's shares</b>	(The whole section was deleted)
<b>CHAPTER 4 SHAREHOLDERS AND GENERAL MEETING</b>	
<p><b>Article 36</b> During the listing of the H Shares in Hong Kong, the Company shall ensure that the following statements are included in the relevant H Shares documents (including H Shares certificates) and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:</p> <p>(I) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, the Special Provisions and other relevant laws, administrative regulations and the Articles of Association.</p>	(Deleted)

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<p>(II) the purchaser of the shares agrees with the Company and each of its shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of the directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims of rights arising from the Articles of Association, or disputes and claims of rights in relation to the Company’s affairs arising from any rights or obligations under the Company Law or other relevant laws or administrative regulations in accordance with the provisions of the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct an open hearing and to publish its arbitration award. Such arbitration shall be final and conclusive.</p> <p>(III) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferred by the holders.</p> <p>(IV) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</p> <p>The overseas listed shares issued by the Company may take the form of overseas depositary receipt or other derivative form of share certificate in accordance with laws and securities registration and depository practice of the place where the Company’s shares are listed.</p>	

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<p>Where the share capital of the Company includes shares without voting rights, the words “non-voting” shall appear in the designation of such shares.</p> <p>Where the share capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	
<p><b>Article 37</b> The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior management of the Company are required by the stock exchange where the Company’s shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing or imprinting of the Company seal to the share certificates shall be authorised by the Board. The signature of the Chairman of the Board or such other senior management of the Company on the share certificates may also be in printed form.</p> <p>In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities in the place where the Company’s shares are listed shall apply.</p>	<p><del><b>Article 29</b> The share certificates shall be signed by the Chairman of the Board. Where the signatures of other senior management of the Company are required by the stock exchange where the Company’s shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing or imprinting of the Company seal to the share certificates shall be authorised by the Board. The signature of the Chairman of the Board or such other senior management of the Company on the share certificates may also be in printed form.</del></p> <p>In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities in the place where the Company’s shares are listed shall apply.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 38</b> The Company shall establish a register of shareholders in accordance with certificates from the share registrar, or conduct shareholder registration in accordance with laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed. The register of shareholders is a sufficient evidence of the Shareholders’ shareholdings in the Company. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The register of shareholders shall include the following particulars:</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 for the shares held by each Shareholder;</p> <p>(IV) the serial number of the share certificate held by each Shareholder;</p> <p>(V) the date on which each shareholder is registered as a Shareholder;</p> <p>(VI) the date on which each shareholder ceases to be a Shareholder.</p> <p>The register of shareholders is a sufficient evidence of the Shareholders’ shareholdings in the Company unless there is evidence to the contrary.</p>	<p><b>Article 30</b> The Company shall establish a register of shareholders in accordance with certificates from the share registrar, or conduct shareholder registration in accordance with laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company’s shares are listed. The register of shareholders is a sufficient evidence of the Shareholders’ shareholdings in the Company. A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The register of shareholders shall include the following particulars:</p> <p><b><u>(I) the name and address of shareholder;</u></b></p> <p><b><u>(II) the capital contribution made by shareholder;</u></b></p> <p><b><u>(III) the serial number of the capital contribution certificate.</u></b></p> <p><b><u>The shareholders recorded in the register of shareholders may, pursuant to the register of shareholders, claim and exercise shareholders’ rights.</u></b></p> <p><b><u>The Company shall register the name of shareholder at the Company registration authority. The Company shall carry out amendment of the registration in the event of any change in the registered details. Any registration detail that fails to be registered or amended shall not be valid against any third-party.</u></b></p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 39</b> The Company may keep overseas the original register of shareholders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities. The original register of holders of H Shares listed on the Hong Kong Stock Exchange shall be kept in Hong Kong.</p> <p>The Company shall keep at its domicile a copy of the register of shareholders of overseas listed foreign shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.</p> <p>Where the original and copies of the register of shareholders of overseas listed foreign shares are inconsistent, the original shall prevail.</p>	(Deleted)
<p><b>Article 40</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(s) of shareholders kept at the Company's domicile other than those specified in items (II) and (III);</p> <p>(II) the register(s) of shareholders of overseas listed foreign shares kept in the place(s) of the overseas stock exchange(s) where the shares are listed;</p> <p>(III) the register(s) of shareholders kept in other places as the Board of Directors may decide and consider necessary for listing purposes.</p>	(Deleted)

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 41</b> The various parts of the register of shareholders shall not overlap with each another. 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, be registered in any other part of the register of shareholders.</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 each part is kept.</p>	<p>(Deleted)</p>
<p><b>Article 42</b> Within 20 days prior to the convening of the general meeting or 5 days prior to the record date of which the Company decides to distribute dividends, the change of share register arising from share transfer shall not be registered. If the laws, administrative regulations, rules of department, normative documents of the PRC and rules of relevant stock exchanges or regulatory authorities in the place where the Company’s shares are listed provide otherwise, such provisions shall prevail.</p>	<p><del><b>Article 31</b> Within 20 days prior to the convening of the general meeting or 5 days prior to the record date of which the Company decides to distribute dividends, the change of share register arising from share transfer shall not be registered. If the laws, administrative regulations, rules of department, normative documents of the PRC and rules of relevant stock exchanges or regulatory authorities in the place where the Company’s shares are listed</del> <b><u>have provisions on the period during which the share registrar is suspended before the general meeting or before the base date on which the Company decides to distribute dividends, such provisions shall prevail.</u></b></p>
<p><b>Article 43</b> When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the Board of Directors shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date shall be the shareholders of the Company.</p>	<p><b>Article 32</b> When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the Board of Directors <b><u>or convener of the general meeting</u></b> shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date shall be the shareholders of the Company.</p>

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<p>Any party which raises objection to a register of shareholders and requests its name (title) to be registered in the register of shareholders or requests that its name (title) be deleted from the register of shareholders may apply to the court having jurisdiction to amend that register of shareholders.</p>	<p><del>Any party which raises objection to a register of shareholders and requests its name (title) to be registered in the register of shareholders or requests that its name (title) be deleted from the register of shareholders may apply to the court having jurisdiction to amend that register of shareholders.</del></p>
<p><b>Article 44</b> If any shareholder in the register of shareholders or any person requesting to have his/her name (title) recorded in the register of shareholders loses his/her share certificates (hereinafter referred to as the “Original Share Certificates”), the said shareholder or person may apply to the Company to issue replacement certificates in respect of the said shares (hereinafter referred to as the “Relevant Shares”).</p> <p>If a shareholder whose share certificate of domestic shares has been lost applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>If a shareholder whose share certificate of overseas listed foreign shares has been lost applies to the Company for a replacement new share certificate, it may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of holders of overseas listed foreign shares is maintained.</p>	<p><b>Article 33</b> If any shareholder in the register of shareholders or any person requesting to have his/her name (title) recorded in the register of shareholders loses his/her share certificates (hereinafter referred to as the “Original Share Certificates”), the said shareholder or person may apply to the Company to issue replacement certificates in respect of the said shares (hereinafter referred to as the “Relevant Shares”).</p> <p>If a shareholder whose share certificate of domestic shares has been lost applies to the Company for a replacement new share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.</p> <p>If an <b>H-share shareholder</b> has been lost applies to the Company for a replacement new share certificate, it may be dealt with in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the original register of <b>holders of H Shares</b> is maintained.</p>

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<p>If a shareholder whose share certificate of overseas listed foreign shares has been lost, the issue of a replacement new share certificate shall comply with the following requirements:</p> <p>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(II) Before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares has been received.</p> <p>(III) The Company shall, if it decides to issue a replacement new share certificate, publish an announcement in respect of the issue of a replacement new share certificate in such newspapers as may be designated by the Board of Directors; the period of announcement shall be 90 days and the announcement shall be reissued at least once every 30 days.</p> <p>(IV) The Company shall, prior to the publication of the announcement of its proposed issue of a replacement new share certificate, submit to the Hong Kong Stock Exchange a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from the Hong Kong Stock Exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the Hong Kong Stock Exchange for a period of 90 days. If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</p>	<p><del>If a shareholder whose share certificate of overseas listed foreign shares has been lost, the issue of a replacement new share certificate shall comply with the following requirements:</del></p> <p><del>(I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and the evidence of the loss, and declaring that no other person is entitled to have his/her name entered in the register of shareholders in respect of the Relevant Shares.</del></p> <p><del>(II) Before the Company decides to issue the replacement new share certificate, no statement made by any person other than the applicant declaring that his/her name shall be entered in the register of shareholders in respect of such shares has been received.</del></p> <p><del>(III) The Company shall, if it decides to issue a replacement new share certificate, publish an announcement in respect of the issue of a replacement new share certificate in such newspapers as may be designated by the Board of Directors; the period of announcement shall be 90 days and the announcement shall be reissued at least once every 30 days.</del></p> <p><del>(IV) The Company shall, prior to the publication of the announcement of its proposed issue of a replacement new share certificate, submit to the Hong Kong Stock Exchange a copy of the announcement to be published, and may publish the announcement upon receiving confirmation from the Hong Kong Stock Exchange that the announcement has been exhibited at the premises of the said stock exchange. Such announcement shall be exhibited at the premises of the Hong Kong Stock Exchange for a period of 90 days. If the application for replacement of a share certificate is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a photocopy of the announcement to be published.</del></p>

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<p>(V) If, upon expiry of the 90-day period referred to in Items (III) and (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issue of replacement share certificate, the Company may issue a replacement new share certificate to the applicant accordingly.</p> <p>(VI) Where the Company issues a replacement new share certificate under this Article, it shall immediately cancel the Original Share Certificates and record the cancellation and replacement issue in the register of shareholders accordingly.</p> <p>(VII) All expenses relating to the cancellation of the Original Share Certificates and the issue of a replacement new share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until the applicant has provided reasonable security.</p>	<p><del>(V) If, upon expiry of the 90-day period referred to in Items (III) and (IV) of this Article, the Company has not received from any person any objection to such application in respect of the issue of replacement share certificate, the Company may issue a replacement new share certificate to the applicant accordingly.</del></p> <p><del>(VI) Where the Company issues a replacement new share certificate under this Article, it shall immediately cancel the Original Share Certificates and record the cancellation and replacement issue in the register of shareholders accordingly.</del></p> <p><del>(VII) All expenses relating to the cancellation of the Original Share Certificates and the issue of a replacement new share certificate by the Company shall be borne by the applicant and the Company is entitled to refuse to take any action until the applicant has provided reasonable security.</del></p>
<p><b>Article 45</b> After the Company reissues new shares in accordance with the provisions of the Articles of Association, the name (title) of a bona fide purchaser gaining possession of such new share certificate or the person who is subsequently entered in the register of shareholders as holder of such shares (if he/she is a bona fide purchaser) shall not be removed from the register of shareholders.</p>	<p>(Deleted)</p>

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<p><b>Article 46</b> The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificates or the issuance of a new replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p> <p>The Company shall have the right to issue share warrants to bearers. No new share warrant shall be issued to replace one that has been lost, unless the Company is reasonably satisfied that the original has been destroyed.</p>	<p><b>Article 46<del>34</del></b> The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificates or the issuance of a new replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.</p> <p><del>The Company shall have the right to issue share warrants to bearers. No new share warrant shall be issued to replace one that has been lost, unless the Company is reasonably satisfied that the original has been destroyed.</del></p>
<p><b>Article 47</b> A Shareholder is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of shareholders. A Shareholder of the Company shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The ordinary Shareholders shall enjoy the following rights:</p> <p>(I) the right to receive dividends and other profit distributions in proportion to their shareholdings;</p> <p>(II) the right to attend or appoint proxies to attend general meetings lawfully and to exercise voting rights in proportion to their shareholdings;</p> <p>(III) the right to supervise and manage the business operation of the company, to present proposals or to raise enquires;</p>	<p><b>Article 35</b> A Shareholder is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of shareholders. A Shareholder of the Company shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.</p> <p>The <del>ordinary</del> Shareholders shall enjoy the following rights:</p> <p>(I) the right to receive dividends and other profit distributions in proportion to their shareholdings;</p> <p>(II) the right to attend or appoint proxies to attend general meetings lawfully and to exercise voting rights in proportion to their shareholdings;</p> <p>(III) the right to supervise and manage the business operation of the company, to present proposals or to raise enquires;</p>

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<p>(IV) the right to transfer or pledge shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain the Articles of Association, subject to payment of cost;</li> <li>2. the right to inspect and copy, subject to payment of a reasonable charge:</li> </ol> <ol style="list-style-type: none"> <li>(1) the register of all the Shareholders;</li> <li>(2) personal particulars of each of the Company's Directors, Supervisors, general managers and other senior management members, including: <ol style="list-style-type: none"> <li>(a) present and former name and alias;</li> <li>(b) principal address (domicile);</li> <li>(c) nationality;</li> <li>(d) primary and all other part-time occupations and duties;</li> <li>(e) identification documents and the numbers thereof.</li> </ol> </li> <li>(3) the status of the Company's share capital;</li> <li>(4) reports showing the aggregate nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last financial year and the aggregate amount incurred by the Company for this purpose;</li> </ol>	<p>(IV) the right to transfer, <b>bestow</b> or pledge shares in accordance with laws, administrative regulations and provisions of the Articles of Association;</p> <p>(V) <b><u>to inspect the Articles of Association, register of shareholders, counterfoils of corporate bonds, Minutes of general meeting, resolutions of the Board of Directors, resolutions of the Supervisory Committee and financial accounting reports;</u></b></p> <p>(VI) <b><u>in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;</u></b></p> <p>(VII) <b><u>with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;</u></b></p> <p>(VIII) other rights under laws, administrative regulations, the relevant rules of regulatory authorities and the stock exchanges in the place where the Company's securities are listed and the Articles of Association.</p> <p><del>The Company shall not exercise its rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</del></p> <p><b><u>The branch register of members in Hong Kong shall be open for inspection by members but the Company may close the register on terms equivalent to section 632 of the Hong Kong Companies Ordinance.</u></b></p>

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<p>(5) Minutes of general meeting (for shareholders' inspection only); special resolutions of the general meeting;</p> <p>(6) the latest audited financial report of the Company and the reports of the Board of Directors, auditors and the Supervisory Committee;</p> <p>(7) a copy of the latest annual return (if applicable) that has been filed with the PRC administration for market regulation or other competent authorities;</p> <p>(8) counterfoils of corporate bonds, resolutions of the Board of Directors, resolutions of the Supervisory Committee and financial accounting reports.</p> <p>The Company shall keep the above documents stated in items (1) to (7) other than item (2) at the Company's address in Hong Kong, according to the requirements of the Hong Kong Listing Rules, for the public and H-share shareholders to inspect free of charge.</p> <p>(VI) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares in the Company;</p> <p>(VII) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;</p> <p>(VIII) other rights under laws, administrative regulations, the relevant rules of regulatory authorities and the stock exchanges in the place where the Company's securities are listed and the Articles of Association.</p>	

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<p>The Company shall not exercise its rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.</p>	
<p><b>Article 54</b> Except for the obligations required by the laws, administrative regulations or the listing rules of the stock exchanges in which the Company’s shares are listed, the Controlling Shareholder shall not exercise its voting rights on the following issues to the detriment of all or part of the Shareholders:</p> <p>(I) Exempting Directors and Supervisors from acting in good faith with the best interests of the Company;</p> <p>(II) Approving Directors and Supervisors (for the benefit of themselves or others) to deprive the Company’s property in any form, including (but not limited to) any opportunity that is beneficial to the Company;</p> <p>(III) Approving Directors and Supervisors (for the benefit of themselves or others) to deprive other Shareholders’ own rights, including (but not limited to) any distribution rights and voting rights, but does not include the reorganisation of the Company approved by the shareholders’ general meeting in accordance with the Company’s Articles of Association.</p>	(Deleted)

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<p><b>Article 56</b> “Controlling shareholder” referred to in Article 54 and Article 55 of the Articles of Association refers to a person that satisfies any of the following conditions:</p> <p>(I) he/she, acting alone or in concert with others, has the power to elect half or more of the total number of directors;</p> <p>(II) he/she, acting alone or in concert with others, has the power to exercise above 30% (including 30%) of the Company’s voting rights or control the exercise of above 30% (including 30%) of the Company’s voting rights;</p> <p>(III) he/she, acting alone or in concert with others, holds more than 30% (including 30%) of the outstanding shares of the Company in issue;</p> <p>(IV) he/she, acting alone or in concert with others, has de facto control over the Company in any other manner;</p> <p>(V) other persons as defined under relevant laws, administrative regulations or the securities regulatory rules in the place where the Company’s shares are listed.</p>	<p><b>Article 43</b> <u>“Controlling shareholder” in the Articles of Association refers to an entity that that satisfies any of the following conditions:</u></p> <p><u>(I) a shareholder whose shareholdings account for 50% or more of the total amount of share capital of the Company;</u></p> <p><u>(II) a shareholder, even though the proportion of his/her shareholdings is less than 50%, who is entitled to voting rights in proportion to his/her shareholdings which are sufficient to produce material impact on the resolutions of general meetings;</u></p> <p><u>(III) a shareholder or other person (one or a group of persons) who is entitled to exercise or control the exercise of 30% or more of the voting rights at general meetings of the Company;</u></p> <p><u>(IV) a shareholder or other person (one or a group of persons) who have the ability to control a majority of the members of the Board of Directors of the Company;</u></p> <p><u>(V) other entity as defined under relevant laws, administrative regulations or the securities regulatory rules in the place where the Company’s shares are listed.</u></p>

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<p><b>Article 57</b> The general meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:</p> <p>(I) to decide the Company’s operational policies and investment plans;</p> <p>(II) to elect and change the Directors and the Supervisors who are not employee representatives and decide on the remunerations of Directors and Supervisors;</p> <p>(III) to examine and approve reports of the Board of Directors and the Supervisory Committee;</p> <p>(IV) to examine and approve the proposed annual financial budgets, final accounts of the Company;</p> <p>(V) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) to make resolutions on the increase or reduction of the registered capital of the Company;</p> <p>(VII) to make resolutions on the merger, division, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds;</p> <p>(IX) to amend the Articles of Association;</p> <p>(X) to determine the Company’s engagement, removal or discontinuance of engagement of accounting firms;</p>	<p><b>Article 44</b> The general meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:</p> <p>(I) to decide the Company’s operational policies and investment plans;</p> <p>(II) to elect and change the Directors and the Supervisors who are not employee representatives and decide on the remunerations of Directors and Supervisors;</p> <p>(III) to examine and approve reports of the Board of Directors and the Supervisory Committee;</p> <p>(IV) to examine and approve the proposed annual financial budgets, final accounts of the Company;</p> <p>(V) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VI) to make resolutions on the increase or reduction of the registered capital of the Company;</p> <p>(VII) to make resolutions on the merger, division, dissolution, liquidation or change in the corporate form of the Company;</p> <p>(VIII) to make resolutions on the issuance of corporate bonds;</p> <p>(IX) to amend the Articles of Association;</p> <p>(X) to determine the Company’s engagement, removal or discontinuance of engagement of accounting firms;</p>

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<p>(XI) to consider the proposal of shareholders representing more than 5% (inclusive) voting shares of the Company;</p> <p>(XII) to examine and approve the guarantees required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company’s shares are listed;</p> <p>(XIII) to examine and approve the material transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company’s shares are listed; to consider and approve matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest edited total assets, within one year;</p> <p>(XIV) to examine and approve the connected transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company’s shares are listed;</p> <p>(XV) to review and approve the change of the use of the proceeds;</p> <p>(XVI) to review and approve the equity incentive plan;</p> <p>(XVII) to consider other matters required to be resolved by the shareholders’ general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company’s shares are listed and the Articles of Association.</p>	<p>(XI) to consider the proposal of shareholders representing more than <u>3</u>% (inclusive) voting shares of the Company;</p> <p>(XII) to examine and approve the guarantees required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company’s shares are listed;</p> <p>(XIII) to examine and approve the material transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company’s shares are listed; to consider and approve matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest edited total assets, within one year;</p> <p>(XIV) to examine and approve the connected transactions required to be approved by the general meeting in accordance with the securities regulatory rules in the place where the Company’s shares are listed;</p> <p>(XV) to review and approve the change of the use of the proceeds;</p> <p>(XVI) to review and approve the equity incentive plan;</p> <p>(XVII) to consider other matters required to be resolved by the shareholders’ general meeting pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company’s shares are listed and the Articles of Association.</p>

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<p><b>Article 58</b> The Company shall not enter into contracts with a party (other than a Director, Supervisor, general managers and other senior management members) in relation to handover of the administration of all business or the important business of the Company to that party without the pre-approval of the general meeting.</p>	<p><b>Article 45 <u>Except for special situations such as crisis</u></b>, the Company shall not enter into contracts with a party (other than a Director, Supervisor, <b>general</b> manager and other senior management members) in relation to handover of the administration of all business or the important business of the Company to that party without the pre-approval of the general meeting.</p>
<p><b>Article 64</b> Shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Board of Directors to hold an extraordinary general meeting or a class meeting, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting or class meeting within 10 days after receiving the written request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting or class meeting, a notice of the extraordinary general meeting or class meeting shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting or class meeting or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Supervisory Committee to hold the extraordinary general meeting or class meeting in writing.</p>	<p><b>Article 51</b> Shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Board of Directors to hold an extraordinary general meeting <del>or a class meeting</del>, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting <del>or class meeting</del> within 10 days after receiving the written request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the extraordinary general meeting <del>or class meeting</del> shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting <del>or class meeting</del> or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Supervisory Committee to hold the extraordinary general meeting <del>or class meeting</del> in writing.</p>

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<p>If the Supervisory Committee agrees to hold the extraordinary general meeting or class meeting, a notice of the extraordinary general meeting or class meeting shall be given within 5 days after receiving the request. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting or class meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting or class meeting. The shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene the general meeting by themselves.</p>	<p>If the Supervisory Committee agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the extraordinary general meeting <del>or class meeting</del> shall be given within 5 days after receiving the request. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting <del>or class meeting</del> within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting <del>or class meeting</del>. The shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene the general meeting by themselves.</p>
<p><b>Article 69</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and announce the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph and provided in the Hong Kong Listing Rules, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p>	<p><b>Article 56</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and announce the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph and provided in the Hong Kong Listing Rules, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p>

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Proposals not listed in the notice of the general meeting or in non-conformity with the regulations of Article 68 in this Articles of Association shall not be voted with a resolution in the general meeting.	Proposals not listed in the notice of the general meeting or in non-conformity with the regulations of Article <del>68</del> <u>55</u> in this Articles of Association shall not be voted with a resolution in the general meeting.
<p><b>Article 71</b> The notice of the general meeting shall meet the following requirements:</p> <p>(I) being in written form;</p> <p>(II) specifying the place, date and time of the meeting;</p> <p>(III) describing the matters and proposals to be discussed at the meeting;</p> <p>(IV) providing information and explanation necessary for shareholders to make informed decision on the matters to be discussed, including but not limited to the detailed conditions and contracts (if any) in respect of the transactions to be considered when proposals on the merger, repurchase of shares, capital restructuring or other reorganizations of the Company are submitted, and a detailed explanation on the reasons and results thereof;</p> <p>(V) where any director, supervisor, manager or other senior management has material interests in the matters to be discussed, the nature and extent of his/her interests shall be disclosed; if the impact of the matters to be discussed on such director, supervisor, manager or other senior management as a shareholder is different from that on the other shareholders of the same class, reasons shall be provided;</p>	<p><b>Article 58</b> The notice of the general meeting shall meet the following requirements:</p> <p><u><b>(I) the time, the place, and the duration of the meeting;</b></u></p> <p><u><b>(II) matters and proposals to be considered at the meeting;</b></u></p> <p><u><b>(III) containing a conspicuous statement that all ordinary shareholders are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy need not be a shareholder of the Company; and in the case where the shareholder being a corporation, it may appoint a proxy to attend and vote at any general meeting of the issuer and such corporation shall be deemed to be present in person at any such meeting if it has appointed a proxy to attend thereat. Such corporation may execute a form of proxy by its duly authorized officer;</b></u></p> <p><u><b>(IV) the record date for determining the entitlement of shareholders to attend and vote at the general meeting;</b></u></p> <p><u><b>(V) the name and telephone number of permanent contact person for the meeting;</b></u></p>

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<p>(VI) the notice or supplementary notice of the general meeting shall contain the information required by the Hong Kong Listing Rules and the Articles of Association and shall sufficiently and completely disclose the details of all proposals. If opinions from independent directors are needed for the matters to be discussed, when the notice or supplementary notice of the general meeting is issued, the opinions and reasons from the independent directors shall also be disclosed;</p> <p>(VII) conspicuously stating: a shareholder entitled to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote at the meeting on his/her behalf and a proxy need not be a shareholder of the Company;</p> <p>(VIII) containing the time at which and the place to which the proxy form for use at the meeting shall be delivered, the meeting convener, the record date for determining the entitlement of shareholders to attend and vote at the general meeting, and the name and telephone number of the permanent contact person for the meeting;</p> <p>(IX) if voting online or by correspondence is adopted at the general meeting, stating the time and procedures for voting online or by correspondence and the matters to be considered; and</p> <p>(X) other requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</p>	<p><b><u>(VI) voting time and voting procedure for voting online or by other ways;</u></b></p> <p><b><u>(VII) other requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></b></p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 73</b> Unless otherwise required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid post to each of the shareholders (whether or not such shareholders have the right to vote at the general meeting) to the address specified in the register of members. For holders of domestic shares, the notice of a general meeting can be issued by announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Once such announcement is made, all holder of domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>In compliance with the relevant requirements of laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the shares of the Company are listed and after the relevant procedures have been performed, for holders of H shares, the notice of a general meeting can also be published on the website of the Company and the website designated by the Hong Kong Stock Exchange or delivered by other means as permitted under the Hong Kong Listing Rules and the Articles of Association in lieu of delivering the notice to the holders of H shares by hand or prepaid post. Once such announcement is made, all holder of H shares shall be deemed to have received the notice of the general meeting.</p>	<p><b>Article 60</b> Unless otherwise required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid post to each of the shareholders (whether or not such shareholders have the right to vote at the general meeting) to the address specified in the register of members. For holders of domestic shares, the notice of a general meeting can be issued by announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published <del>in one or more newspapers designated by the securities regulatory authority of the State Council</del> <b><u>on the official website of the Company pursuant to the notice period requirement under the Articles of Association.</u></b> Once such announcement is made, all holder of domestic shares shall be deemed to have received the notice of the general meeting.</p> <p>In compliance with the relevant requirements of laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the shares of the Company are listed and after the relevant procedures have been performed, for holders of H shares, the notice of a general meeting can also be published on the website of the Company and the website designated by the Hong Kong Stock Exchange or delivered by other means as permitted under the Hong Kong Listing Rules and the Articles of Association in lieu of delivering the notice to the holders of H shares by hand or prepaid post. Once such announcement is made, all holder of H shares shall be deemed to have received the notice of the general meeting.</p>

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<p><b>Article 77</b> Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting or class meeting and creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p>	<p><b>Article 64</b> Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) to act as his or her proxy to attend and vote at the meeting on his or her behalf. The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights <del>by a show of hands or</del> by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting or <del>class meeting and</del> creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual shareholder of the Company.</p>

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<p><b>Article 78</b> All shareholders of the Company and their proxies recorded on the date for registration of equity rights shall have right to attend the Shareholders' Meeting and exercise the voting power according to laws, administrative regulations and the Articles of Association.</p> <p>Shareholders may either attend the general meeting in person or appoint a proxy to attend the meeting and make decisions for them.</p> <p>If a proxy is appointed to attend the meeting, the appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorised in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its Director or attorney duly authorised.</p>	<p><b>Article 65</b> All shareholders of the Company and their proxies recorded on the date for registration of equity rights shall have right to attend the Shareholders' Meeting, <b><u>speak at the Shareholders' Meeting</u></b> and exercise the voting power according to laws, administrative regulations and the Articles of Association <b><u>(unless individual shareholders are required by the Hong Kong Listing Rules to abstain from voting rights in respect of individual matters)</u></b>.</p> <p>Shareholders may either attend the general meeting in person or appoint a proxy to attend the meeting and make decisions for them.</p> <p>If a proxy is appointed to attend the meeting, the appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorised in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its Director or attorney duly authorised.</p> <p><b><u>Clearing house must be entitled to appoint proxies or corporate representatives to attend the issuer's general meetings and creditor's meetings and those proxies or corporate representatives must enjoy rights equivalent to the legal rights of other shareholders, including the right to speak and vote.</u></b></p>

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<p><b>Article 91</b> Minutes of a general meeting shall be kept by the secretary of the Board of Director. The minutes shall state the following contents:</p> <p>(I) the time, location, agenda, name or title of the convener of the meeting;</p> <p>(II) name of the meeting chairman and directors, supervisors, manager and other senior management personnel present at the meeting or attending the meeting;</p> <p>(III) the number of shareholders and proxies present at the meeting, total voting shares held by them and the proportion of the total shares of the Company;</p> <p>(IV) the examination procedure, key points of the speech and voting result of each proposal;</p> <p>(V) inquiries or suggestions of the shareholders and corresponding answers or explanations;</p> <p>(VI) name of the lawyer, vote counter and counting witness;</p> <p>(VII) other content that should be included in the meeting minutes as specified by the Articles of Association.</p>	<p><b>Article 78</b> Minutes of a general meeting shall be kept by the secretary of the Board of Director. The minutes shall state the following contents:</p> <p>(I) the time, location, agenda, name or title of the convener of the meeting;</p> <p>(II) name of the meeting chairman and directors, supervisors, <b>general</b> manager and other senior management personnel present at the meeting or attending the meeting;</p> <p>(III) the number of shareholders and proxies present at the meeting, total voting shares held by them and the proportion of the total shares of the Company;</p> <p>(IV) the examination procedure, key points of the speech and voting result of each proposal;</p> <p>(V) inquiries or suggestions of the shareholders and corresponding answers or explanations;</p> <p>(VI) name of the lawyer, vote counter and counting witness;</p> <p>(VII) other content that should be included in the meeting minutes as specified by the Articles of Association.</p>
<p><b>Article 93</b> Shareholders may examine photocopies of the minutes of meetings during the Company’s office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings from the Company, the Company shall send such photocopies within seven days upon receipt of the payment for reasonable charges.</p>	<p>(Deleted)</p>

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<p><b>Article 97</b> Voting at general meetings shall be conducted by a show of hands, only when the chairman of the meeting make the decision on the principle of good faith, and on purely procedural or administrative matters. Other matters shall be voted by way of polls.</p> <p>If the chairman of the meeting decides to vote on a show of hands, the general meeting shall vote on a show of hands unless a vote is demanded by the following persons before or after the show of hands:</p> <p>(I) chairman of the meeting;</p> <p>(II) at least two voting shareholders or proxies of voting shareholders;</p> <p>(III) one or more shareholders (including shareholder’s proxy) holding more than 10% (including 10%) of the voting shares at the meeting shall be calculated separately or jointly.</p> <p>If the chairman of the meeting decides to vote on a show of hands, unless a poll is proposed, the chairman of the meeting shall, on the basis of the result of the show of hands, announce the adoption of the proposal and record it in the minutes of the meeting as the final basis, without proving the number or proportion of votes for or against the resolution passed at the meeting.</p> <p>The demand for a poll can be withdrawn by the proposer.</p>	<p>(Deleted)</p>
<p><b>Article 98</b> If the matter required to be voted by way of a poll relates to election of chairman or adjournment of meeting, a poll shall be conducted immediately; in respect of other matters required to be voted by way of a poll, the chairman may decide the time of a poll, and the meeting may proceed to consider other matters. The voting results shall still be deemed as resolutions passed at the said meeting.</p>	<p>(Deleted)</p>

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<p><b>Article 100</b> When the numbers of votes against and in favour are equal, the chairman of the meeting shall be entitled to an additional vote.</p>	<p><b>Article 84</b> When the numbers of votes against and in favour are equal, the chairman of the meeting shall be entitled to an additional vote.</p>
<p><b>Article 102</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and relevant members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) annual budget plans, financial account plans, the balance sheet, profit statement and other financial statements of the Company;</p> <p>(V) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>	<p><b>Article 86</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and relevant members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) annual budget plans, <b><u>financial account plans, the annual report</u></b> of the Company;</p> <p><b><u>(V) employment, dismissal or refusal of the renewal of the employment of an accounting firm;</u></b></p> <p>(VI) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>

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<p><b>Article 103</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p>(I) the increase or reduction of the Company’s registered capital and the issuance of any class of shares, warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger, dissolution and liquidation of the Company or change in the corporate form of the Company;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company’s shares are listed or the Company’s Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</p>	<p><b>Article 87</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p><u>(I) the increase or reduction of the Company’s registered capital;</u></p> <p><u>(II) division, spin-off, merger, dissolution and liquidation of the Company;</u></p> <p><u>(III) amendments to the Articles of Association;</u></p> <p><u>(IV) matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest audited total assets, within one year;</u></p> <p><u>(V) equity incentive plan;</u></p> <p><u>(VI) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company’s shares are listed or the Company’s Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</u></p>
<p><b>Article 106</b> Except for special situations such as crisis, without being prior approved as a special resolution on the general meeting, the Company shall not sign contracts to consign other person to be in charge of the management of all or part of important business with people other than directors, general manager and other senior management personnel.</p>	<p>(Deleted)</p>

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<p><b>Article 114</b> If the chair of meeting has any doubt about the voting results, a recounting of votes can be organized; if there is no recounting and a shareholders or proxy has any doubt on the chair’s announced results, then such shareholder or proxy may ask for a recounting immediately after the announcement of voting results, while the chair of meeting shall organize the recounting immediately.</p> <p>If votes are recounted at a general meeting, the result of the recounting shall be recorded in the minute book.</p> <p>The minutes, together with the shareholders’ attendance lists and proxy forms shall be kept at the domicile of the Company.</p>	<p><b>Article 97</b> If the chair of meeting has any doubt about the voting results, a recounting of votes can be organized; if there is no recounting and a shareholders or proxy has any doubt on the chair’s announced results, then such shareholder or proxy may ask for a recounting immediately after the announcement of voting results, while the chair of meeting shall organize the recounting immediately.</p> <p><del>If votes are recounted at a general meeting, the result of the recounting shall be recorded in the minute book.</del></p> <p><del>The minutes, together with the shareholders’ attendance lists and proxy forms shall be kept at the domicile of the Company.</del></p>
	<p>(Newly added) <b><u>Article 100 Matters that need to be considered separately by holders of H shares or holders of domestic shares according to the relevant laws and regulations and the requirements of the stock exchange on which the Company’s shares are listed or the China Securities Regulatory Commission or the Securities and Futures Commission shall be subject to the approval procedures in accordance with applicable laws and regulations.</u></b></p>

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Existing Articles	Amended Articles
<b>Section 8 Special procedures for voting of class shareholders</b>	(The whole section was deleted)
<b>CHAPTER 5 BOARD OF DIRECTORS</b>	
<p><b>Article 125</b> Directors shall be elected or replaced by the general meeting and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. Directors shall serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiration of his/her term.</p> <p>The term of office of directors shall be computed from the date of formal appointment to the expiration of the term of office of the Board of Directors. In case of failure to re- elect directors in a timely manner upon the expiration of the term of office of directors, the incumbent directors shall continue performing their duties until the new directors assume office according to laws, administrative regulations, department rules and the Articles of Association.</p> <p>The general meeting, at the premise of abiding by the provisions of relevant laws and administrative regulations, may by ordinary resolutions to remove any director (but without prejudice to any claim for damages under any contract).</p> <p>Directors may be taken by general manager or other senior management personnel. But directors who hold concurrent posts of general manager or other senior management personnel shall not exceed 1/2 of the total directors of the Company.</p> <p>Directors need not be the shareholders of the Company.</p> <p>The Company does not have any directors taken by worker representatives.</p>	<p><b>Article 101</b> Directors shall be elected or replaced by the general meeting and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. Directors shall serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiration of his/her term.</p> <p>The term of office of directors shall be computed from the date of formal appointment to the expiration of the term of office of the Board of Directors. In case of failure to re- elect directors in a timely manner upon the expiration of the term of office of directors, the incumbent directors shall continue performing their duties until the new directors assume office according to laws, administrative regulations, department rules and the Articles of Association.</p> <p><b><u>At a general meeting and before the expiration of the term of office of any director, shareholders shall have the right to,</u></b> at the premise of abiding by the provisions of relevant laws and administrative regulations, <del>may by ordinary resolutions to</del> remove any director (but without prejudice to any claim for damages under any contract) <b><u>by ordinary resolutions.</u></b></p> <p>Directors may be taken by general manager or other senior management personnel. But directors who hold concurrent posts of general manager or other senior management personnel shall not exceed 1/2 of the total directors of the Company.</p> <p>Directors need not be the shareholders of the Company.</p> <p>The Company does not have any directors taken by worker representatives.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 128</b> If a director fails to attend in person twice in succession, and hasn't authorized other director to attend the meeting, such director shall be regarded as failure to fulfill his obligations, and the Board of Directors shall suggest the general meeting for dismissal and replacement.</p> <p>The general meeting, at the premise of abiding by the provisions of relevant laws and administrative regulations, may by ordinary resolutions to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his term of office.</p>	<p><b>Article 104</b> If a director fails to attend in person twice in succession, and hasn't authorized other director to attend the meeting, such director shall be regarded as failure to fulfill his obligations, and the Board of Directors shall suggest the general meeting for dismissal and replacement.</p> <p><del>The general meeting, at the premise of abiding by the provisions of relevant laws and administrative regulations, may by ordinary resolutions to remove any director (but without prejudice to any claim for damages under any contract) before the expiration of his term of office.</del></p>
<p><b>Article 135</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(I) to convene the general meeting and to report on its work to the general meeting;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plans and investment plans of the Company;</p> <p>(IV) to formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(V) to formulate the plans for profit distribution and making-up losses of the Company;</p> <p>(VI) to formulate the plans for increasing or decreasing the registered capital of the Company, for issuing bonds or other securities and the plans for the listing;</p> <p>(VII) to formulate the plans for the material acquisition and acquisition of shares of the Company pursuant to the Article 23 (I) and (II) of the Articles of Association;</p> <p>(VIII) to formulate the plans for the merger, division, dissolution and changing corporate form of the Company;</p>	<p><b>Article 111</b> The Board of Directors shall exercise the following functions and powers:</p> <p>(I) to convene the general meeting and to report on its work to the general meeting;</p> <p>(II) to implement the resolutions of the general meeting;</p> <p>(III) to decide on the business plans and investment plans of the Company;</p> <p>(IV) to formulate the proposed annual financial budgets and final accounts of the Company;</p> <p>(V) to formulate the plans for profit distribution and making-up losses of the Company;</p> <p>(VI) to formulate the plans for increasing or decreasing the registered capital of the Company, for issuing bonds or other securities and the plans for the listing;</p> <p>(VII) to formulate the plans for the material acquisition and acquisition of shares of the Company pursuant to the Article 23<del>2</del> (I) and (II) of the Articles of Association;</p> <p>(VIII) to formulate the plans for the merger, division, dissolution and changing corporate form of the Company;</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p>(IX) to decide on the plan of the Company’s shares repurchase and share disposal pursuant to the Articles 23 (III), (V) and (VI) of the Articles of Association;</p> <p>(X) to decide upon external investment, acquisition of disposal assets, assets pledge, external guaranty issues, entrustment of financing, related party transactions and other matters of the Company in accordance with the securities regulatory rules of the place where the Company’s shares are listed within the scope authorized by the general meeting;</p> <p>(XI) to decide on the establishment of the Company’s internal management organization;</p> <p>(XII) to engage or dismiss the general manager and the secretary of the Board of Directors of the Company; and, upon the recommendation of the general manager, to engage or dismiss the executive deputy general manager, deputy general manager, heads of financial department and other senior management personnel of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;</p> <p>(XIII) to formulate the basic management system of the Company;</p> <p>(XIV) to formulate proposals for amendment of the Articles of Association;</p> <p>(XV) to manage the disclosure of information of the Company;</p> <p>(XVI) to propose the amount of Directors’ remuneration and the scheme of payment method, and report to the general meeting for decision;</p> <p>(XVII) to submit to the general meeting a recommendation regarding the engagement or change of the accounting firm that provided auditing services to the Company;</p>	<p>(IX) to decide on the plan of the Company’s shares repurchase and share disposal pursuant to the Articles 23<del>2</del> (III), (V) and (VI) of the Articles of Association;</p> <p>(X) to decide upon external investment, acquisition of disposal assets, assets pledge, external guaranty issues, entrustment of financing, related party transactions, <b>donation to a third party</b> and other matters of the Company in accordance with the securities regulatory rules of the place where the Company’s shares are listed within the scope authorized by the general meeting;</p> <p>(XI) to decide on the establishment of the Company’s internal management organization;</p> <p>(XII) to engage or dismiss the general manager and the secretary of the Board of Directors of the Company; and, upon the recommendation of the general manager, to engage or dismiss the executive deputy general manager, deputy general manager, heads of financial department and other senior management personnel of the Company, and to decide upon matters concerning their remuneration, rewards and punishment;</p> <p>(XIII) to formulate the basic management system of the Company;</p> <p>(XIV) to formulate proposals for amendment of the Articles of Association;</p> <p>(XV) to manage the disclosure of information of the Company;</p> <p>(XVI) to propose the amount of Directors’ remuneration and the scheme of payment method, and report to the general meeting for decision;</p> <p>(XVII) to submit to the general meeting a recommendation regarding the engagement or change of the accounting firm that provided auditing services to the Company;</p>

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<p>(XVIII) to listen to the work reports prepared by the general manager and to examine the work of the general manager;</p> <p>(XIX) other functions and rights empowered by laws, administrative regulations, department rules, listing rules of the places where the shares of the Company are listed or the Articles of Association and the general meeting.</p> <p>Unless otherwise specified by the Articles of Association or listing rules of the places where the shares of the Company are listed, resolutions relating to the above, with the exception of Items (VI), (VIII) and (XIV) which shall be approved by not less than two-thirds of the Directors, shall be approved by not less than half of the Directors.</p> <p>Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the place(s) where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review. Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration and review.</p>	<p>(XVIII) to listen to the work reports prepared by the general manager and to examine the work of the general manager;</p> <p>(XIX) other functions and rights empowered by laws, administrative regulations, department rules, listing rules of the places where the shares of the Company are listed or the Articles of Association and the general meeting.</p> <p>Unless otherwise specified by the Articles of Association or listing rules of the places where the shares of the Company are listed, resolutions relating to the above <b><u>shall be approved by not less than half of the Directors.</u></b></p> <p>Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing rules of the place(s) where the Company's shares are listed, such shall be submitted to the general meeting for consideration and review. Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration and review.</p>
<p><b>Article 138</b> When the Board of Directors disposes assets, if the sum of the expected value of the fixed assets to be disposed of, and the amount or value of the cost received from the fixed assets of the Company disposed of within the four months immediately preceding this suggestion for disposal exceeds 33% of the value of fixed assets of the Company indicated on the latest balance sheet reviewed at the general meeting, the Board of Directors shall not dispose or agree to dispose such fixed assets without prior approval by the general meeting.</p>	<p>(Deleted)</p>

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<p>A disposition of fixed assets in this Article includes certain acts of transfer of interests in assets but does not include the provision of fixed assets as security.</p> <p>The validity of the transactions with respect to the disposal of fixed assets of the Company shall not be affected by the violation of the above restrictions contained in the first paragraph of this Article.</p>	
<p><b>Article 139</b> The provision of guarantee by the Company for the debts of others shall comply with the provisions of the Articles of Association and be subject to the consideration of the Board of Directors or the general meeting. The provision of guarantee by the Company for a related party, regardless of the amount, shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors.</p>	<p><b>Article 114</b> The provision of guarantee by the Company for the debts of others shall comply with the provisions of the Articles of Association and be subject to the consideration of the Board of Directors or the general meeting. <u><b>The provision of guarantee for a shareholders, the actual controller of the Company and their related parties shall be submitted to the general meeting for consideration unless otherwise specified by the stock exchange on which the Company's shares are listed).</b></u></p>
<p><b>Article 141</b> The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meeting and to convene and preside over meetings of the Board of Directors;</p> <p>(II) to check and procure the implementation of resolutions of the board of directors and listen to relevant reports;</p> <p>(III) to procure and organize the formulation of various rules and coordinate operation of the board of directors;</p> <p>(IV) to sign on important legally binding documents on behalf of the Company and sign the securities issued by the Company;</p> <p>(V) other functions and powers authorized by the laws, administrative regulations or the Articles of Association and the Board of Directors.</p>	<p><b>Article 116</b> The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(I) to preside over the general meeting and to convene and preside over meetings of the Board of Directors;</p> <p>(II) <u><b>to procure and check the implementation of resolutions of the Board of Directors and listen to relevant reports;</b></u></p> <p>(III) to procure and organize the formulation of various rules and coordinate operation of the board of directors;</p> <p>(IV) to sign on important legally binding documents on behalf of the Company <del>and sign</del> the securities issued by the Company;</p> <p>(V) other functions and powers authorized by the laws, administrative regulations or the Articles of Association and the Board of Directors.</p>

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<p><b>Article 144</b> The shareholders, representing one-tenth or more of the voting power and one-third or more of the directors or the Supervisory Committee, may put forward a proposal to convene the Extraordinary Board Meeting. The chairman shall convene and preside over the Board Meeting within 10 days after receiving the proposal.</p> <p>In the event of emergency matters, an extraordinary meeting of the Board of Directors may be proposed by five or above directors or by the general manager of the Company.</p>	<p><b>Article 119</b> The shareholders, representing one-tenth or more of the voting power and one-third or more of the directors or the Supervisory Committee, may put forward a proposal to convene the Extraordinary Board Meeting. The chairman shall convene and preside over the Board Meeting within 10 days after receiving the proposal.</p> <p>In the event of emergency matters, an extraordinary meeting of the Board of Directors may be proposed by five or above directors or by the general manager of the Company.</p>
<b>CHAPTER 7 THE GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL</b>	
<p><b>Article 159</b> The provisions on the faithful obligations of Directors in Article 126 and assiduous obligations in Article 127 of the Articles of Association are applicable to senior management personnel. In the exercise of their functions and powers, the managers of the Company shall perform their faithful and assiduous duties in accordance with laws, administrative regulations and the Articles of Association.</p>	<p><b>Article 134</b> The provisions on the faithful obligations of Directors in Article <del>126</del><b>102</b> and assiduous obligations in <del>the Items (IV), (V) and (VI) of</del> Article <del>127</del><b>103</b> of the Articles of Association are applicable to senior management personnel. In the exercise of their functions and powers, the <b>general</b> manager of the Company shall perform their faithful and assiduous duties in accordance with laws, administrative regulations and the Articles of Association.</p>
<p><b>Article 162</b> The general manager of the Company shall be accountable to the Board and shall exercise the following functions and powers:</p> <p>(I) To be in charge of the day-to-day management of the operations of the Company and report his work to the Board;</p> <p>(II) To organize the implementation of decision on the minutes of the resolutions of the Board of Directors;</p> <p>(III) To draft the Company’s annual business plans, investment, financing and entrusted financial management plans, and organize the implementation of the Company’s annual business plans and investment plans;</p> <p>(IV) To draft the Company’s annual financial budget and final accounting proposals as per the instructions of the Board of Directors;</p>	<p><b>Article 137</b> The general manager of the Company shall be accountable to the Board and shall exercise the following functions and powers:</p> <p>(I) To be in charge of the day-to-day management of the operations of the Company and report his work to the Board;</p> <p>(II) To organize the implementation of decision on the minutes of the resolutions of the Board of Directors;</p> <p>(III) To draft the Company’s annual business plans, investment, financing and entrusted financial management plans, and organize the implementation of the Company’s annual business plans and investment plans;</p> <p>(IV) To draft the Company’s annual financial budget and final accounting proposals as per the instructions of the Board of Directors;</p>

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<p>(V) To draft the policies of employee’s wages, benefits, rewards and punishment and the overall plans;</p> <p>(VI) To draft the plan for establishment of the Company’s internal management organization;</p> <p>(VII) To propose the plan for establishment of the Company’s branches and other sub-branches;</p> <p>(VIII) To draft the Company’ s basic management system;</p> <p>(IX) To formulate the basic rules and regulations of the Company;</p> <p>(X) To propose the Board to conduct the employment or dismissal of the senior management other than the general manager and the Board secretary of the Company and advise on their remuneration, rewards and the punishment;</p> <p>(XI) To hire or dismiss other management personnel other than those to be hired or dismissed by the Board, and decide on their assessments, remunerations, incentives and punishments;</p> <p>(XII) Other functions and powers granted by the Articles of Association and the Board.</p> <p>The manager of the Company shall attend the Board Meetings; the manager who is not a Director does not have any voting rights at Board meetings.</p>	<p>(V) To draft the policies of employee’s wages, benefits, rewards and punishment and the overall plans;</p> <p>(VI) To draft the plan for establishment of the Company’s internal management organization;</p> <p>(VII) To propose the plan for establishment of the Company’s branches and other sub-branches;</p> <p>(VIII) To draft the Company’ s basic management system;</p> <p>(IX) To formulate the basic rules and regulations of the Company;</p> <p>(X) To propose the Board to conduct the employment or dismissal of the senior management other than the general manager and the Board secretary of the Company and advise on their remuneration, rewards and the punishment;</p> <p>(XI) To hire or dismiss other management personnel other than those to be hired or dismissed by the Board, and decide on their assessments, remunerations, incentives and punishments;</p> <p>(XII) Other functions and powers granted by the Articles of Association and the Board.</p> <p>The <b>general</b> manager of the Company shall attend the Board Meetings; the <b>general</b> manager who is not a Director does not have any voting rights at Board meetings.</p>
<b>CHAPTER 8 SUPERVISORY COMMITTEE</b>	
<p><b>Article 181</b> The Supervisory Committee shall formulate rules of procedure and define the discussion methods and voting procedures to ensure the working efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be taken as the annex of the Articles of Association, drawn up by the Board of Directors and approved by the general meeting.</p>	<p><b>Article 156</b> The Supervisory Committee shall formulate rules of procedure and define the discussion methods and voting procedures to ensure the working efficiency and scientific decision-making of the Supervisory Committee. The rules of procedure of the Supervisory Committee shall be taken as the annex of the Articles of Association, drawn up by the <b>Supervisory Committee</b> and approved by the general meeting.</p>

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<b>CHAPTER 9 QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY’S DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT</b>	
<p><b>Article 185</b> None of the following persons may serve as a director, supervisor, general manager or other senior management of the Company:</p> <p>(I) Persons without capacity or with limited capacity for civil acts;</p> <p>(II) Persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence;</p> <p>(III) Persons who are former directors, or factory directors or managers of a company or enterprise which has become insolvent due to mismanagement and bear personal liability for the insolvency where three years have not lapse following the date of completion of such bankruptcy liquidation;</p> <p>(IV) The legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefor and three years have not lapsed following the date of revocation of such business licenses;</p> <p>(V) Persons with relatively heavy individual debts that have not been settled upon maturity;</p> <p>(VI) Persons whose cases have been placed on file for investigation by the judicial authorities as a result of violation of the criminal law, and have not been closed;</p> <p>(VII) Persons who may not act as leaders of enterprises by virtue of laws and administrative regulations;</p>	<p><b>Article 160</b> None of the following persons may serve as a director, supervisor, general manager or other senior management of the Company:</p> <p>(I) Persons without capacity or with limited capacity for civil acts;</p> <p>(II) Persons who were sentenced for crimes for corruption, bribery, encroachment or embezzlement of property or disruption of the social or economic order where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime where five years have not lapsed following the serving of the sentence;</p> <p>(III) Persons who are former directors, or factory directors or <b>general</b> manager of a company or enterprise which has become insolvent due to mismanagement and bear personal liability for the insolvency where three years have not lapse following the date of completion of such bankruptcy liquidation;</p> <p>(IV) The legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefor and three years have not lapsed following the date of revocation of such business licenses;</p> <p>(V) Persons with relatively heavy individual debts that have not been settled upon maturity;</p> <p>(VI) Persons whose cases have been placed on file for investigation by the judicial authorities as a result of violation of the criminal law, and have not been closed;</p> <p>(VII) Persons who may not act as leaders of enterprises by virtue of laws and administrative regulations;</p>

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<p>(VIII) Non-natural persons;</p> <p>(IX) Persons ruled by a relevant competent authority for violating securities-related regulations, where such violation involved fraudulent or dishonest acts and five years have not lapsed following the date of the ruling;</p> <p>(X) Circumstances specified by laws and regulations of the place where the shares of the Company are listed.</p>	<p>(VIII) Non-natural persons;</p> <p>(IX) Persons ruled by a relevant competent authority for violating securities-related regulations, where such violation involved fraudulent or dishonest acts and five years have not lapsed following the date of the ruling;</p> <p>(X) Circumstances specified by laws and regulations of the place where the shares of the Company are listed.</p>
<p><b>Article 186</b> The validity of an act of a director, general manager or other senior management of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his current position, election or qualifications.</p>	<p>(Deleted)</p>
<p><b>Article 189</b> The Company’ s directors, supervisors, general manager and other senior management must, in the discharge of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. Such principles shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(I) To act honestly in the best interests of the Company;</p> <p>(II) To exercise powers within the scope of their functions and powers and not to act beyond such powers;</p> <p>(III) To personally exercise the discretion granted to them, not to allow themselves to be manipulated by another person and, not to delegate the exercise of their discretion to another party unless permitted by laws and administrative regulations or with the informed consent of the general meeting;</p>	<p><b>Article 163</b> The Company’ s directors, supervisors, general manager and other senior management must, in the discharge of their duties, abide by the principles of honesty and credibility and shall not place themselves in a position where there is a conflict between their personal interests and their duties. Such principles shall include (but not limited to) the fulfillment of the following obligations:</p> <p>(I) To act honestly in the best interests of the Company;</p> <p>(II) To exercise powers within the scope of their functions and powers and not to act beyond such powers;</p> <p>(III) To personally exercise the discretion granted to them, not to allow themselves to be manipulated by another person and, not to delegate the exercise of their discretion to another party unless permitted by laws and administrative regulations or with the informed consent of the general meeting;</p>

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(IV) To be impartial to shareholders of the same category and of different categories;	<del>(IV) To be impartial to shareholders of the same category and of different categories;</del>
(V) Not to enter into a contract, transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the approval of the general meeting that has been informed;	<u>(IV)</u> Not to enter into a contract, transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the approval of the general meeting that has been informed;
(VI) Not to use the Company’s property for their own benefit in any way without the informed consent of the general meeting;	<u>(V)</u> Not to use the Company’s property for their own benefit in any way without the informed consent of the general meeting;
(VII) Not to use their functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate the Company’s property in any way, including (but not limited to) any opportunities that are favorable to the Company;	<u>(VI)</u> Not to use their functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate the Company’s property in any way, including (but not limited to) any opportunities that are favorable to the Company;
(VIII) Not to accept commissions in connection with the Company’s transactions without the informed consent of the general meeting;	<u>(VII)</u> Not to accept commissions in connection with the Company’s transactions without the informed consent of the general meeting;
(IX) To abide by the Articles of Association, perform their duties faithfully and protect the interests of the Company but not to seek personal gain with their position, functions and powers in the Company;	<u>(VIII)</u> To abide by the Articles of Association, perform their duties faithfully and protect the interests of the Company but not to seek personal gain with their position, functions and powers in the Company;
(X) Not to compete with the Company in any way unless with the informed consent of the general meeting;	<u>(IX)</u> Not to compete with the Company in any way unless with the informed consent of the general meeting;
(XI) Not to embezzle the Company’s funds or lend them to others, not to deposit the Company’s assets in accounts opened in their own or in another’s name, not to use the Company’s assets as security for the debts of the Company’s shareholders or other individuals except for otherwise required by laws, regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;	<u>(X)</u> Not to embezzle the Company’s funds or lend them to others, not to deposit the Company’s assets in accounts opened in their own or in another’s name, not to use the Company’s assets as security for the debts of the Company’s shareholders or other individuals except for otherwise required by laws, regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;

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<p>(XII) Not to disclose confidential information relating to the Company that was acquired by them during their office without the informed consent of the general meeting, 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> <p>1. Provided by law;</p> <p>2. Required in the public interest;</p> <p>3. Required in the interest of such directors, supervisors, general manager and other senior management.</p>	<p><u>(XI)</u> Not to disclose confidential information relating to the Company that was acquired by them during their office without the informed consent of the general meeting, 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> <p>1. Provided by law;</p> <p>2. Required in the public interest;</p> <p>3. Required in the interest of such directors, supervisors, general manager and other senior management.</p>
<p><b>Article 192</b> Directors, supervisors, general manager and other senior management of the Company may be relieved from liability for a specific breach of obligations after the general meeting has been informed, except in circumstances as specified in Article 54 hereof.</p>	<p><b>Article 166</b> Directors, supervisors, general manager and other senior management of the Company may be relieved from liability for a specific breach of obligations after the general meeting has been informed, <del>except in circumstances as specified in Article 54</del> hereof.</p>
<p><b>Article 198</b> A loan security provided by the Company in violation of the first paragraph of Article 196 hereof is not enforceable, except:</p> <p>(I) When the loan is provided to affiliated persons of directors, supervisors, general manager and other senior management of the Company or its parent company, and the loan provider is not aware of the condition;</p> <p>(II) When collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	<p><b>Article 172</b> A loan security provided by the Company in violation of the first paragraph of Article <del>196</del><b>170</b> hereof is not enforceable, except:</p> <p>(I) When the loan is provided to affiliated persons of directors, supervisors, general manager and other senior management of the Company or its parent company, and the loan provider is not aware of the condition;</p> <p>(II) When collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>

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<p><b>Article 201</b> The Company shall enter into a written contract with each director, supervisor and senior management of the Company concerning their emoluments. Such contract shall be approved by the general meeting before it is entered into. The above-mentioned emoluments shall include:</p> <p>(I) Emoluments in respect of the service as a director, supervisor or senior management of the Company;</p> <p>(II) Emoluments in respect of the service as a director, supervisor or senior management of a subsidiary of the Company;</p> <p>(III) Emoluments otherwise in connection with the management of the Company or its subsidiaries;</p> <p>(IV) Funds as compensation for aforementioned directors and supervisors' loss of office or retirement;</p>	<p>(Deleted)</p>

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<p>The aforementioned written contract shall include the following provisions:</p> <p>(I) An undertaking by the directors, supervisors and senior management to the Company to observe and comply with the Company Law, the Special Regulations, the Articles of Association, the Codes on Takeover and Mergers and the Codes on Share Buy-backs and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall be entitled to the remedies provided in the Articles of Association, and that neither the contract nor their office is transferable;</p> <p>(II) An undertaking by the directors, supervisors and senior management to the Company representing each shareholder to observe and perform their obligations to shareholders in accordance with the Articles of Association; and</p> <p>(III) Arbitration clause as provided in the Articles of Association and the Hong Kong Listing Rules.</p> <p>A director or supervisor may not sue the Company for the benefits he may enjoy on the basis of the above-mentioned matters, except under a contract as mentioned above.</p>	

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<p><b>Article 202</b> The Company shall specify in the contract entered into with a director or supervisor of the Company concerning his emoluments that in the event of a takeover of the Company, a director or supervisor of the Company shall, subject to prior approval of the general meeting, have the right to receive the compensation or other funds for loss of office or retirement. For the purpose of the preceding sentence, the term “a takeover of the Company” shall refer to any of the following circumstances:</p> <p>(I) Anyone makes a takeover offer to all the shareholders;</p> <p>(II) Anyone makes a takeover offer so that the offeror becomes a controlling shareholder as defined in Article 56 hereof.</p> <p>If the relevant director or supervisor has failed to comply with this Article, any fund received by him shall belong to those persons that have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in distribution of such fund on a pro rata basis shall be borne by the relevant director or supervisor and may not be deducted from such fund.</p>	(Deleted)
<b>CHAPTER 10 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT</b>	
<p><b>Article 206</b> The Board of Directors of the Company shall submit such financial reports of the Company as required by relevant laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and normative documents promulgated by the local government and the authorities to the shareholders at each annual general meeting.</p>	(Deleted)

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Existing Articles	Amended Articles
<p><b>Article 207</b> The financial reports of the Company shall be made available at the Company for inspection by shareholders twenty days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall send copies of the report of directors and the balance sheet (including each document appended to the balance sheet as required by laws) and the statement of profit or loss or the statement of income and expenditure, or summary of financial report to each holder of overseas listed foreign shares by prepaid mail at the recipient's address shown in the register of shareholders not later than twenty-one days before the date of every annual general meeting. It can also inform the shareholders by way of publishing an announcement (including publishing the same on the Company's website) subject to laws, administrative regulations and the listing rules of the stock exchange where the Company is listed.</p>	(Deleted)
<p><b>Article 208</b> The financial statements of the Company shall be prepared in accordance with the China's accounting standards and regulations, as well as the international accounting standards or the accounting standards of the place of overseas listing. If there is a significant discrepancy in the financial statements prepared according to the two accounting standards, it shall be noted in the notes to the financial statements. When the Company distributes the after-tax profits of the relevant fiscal year, it shall take the lower of the after-tax profits in the two financial statements stated above.</p>	(Deleted)

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<p><b>Article 209</b> The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the China’s accounting standards and regulations, as well as the international accounting standards or the accounting standards of the place of overseas listing.</p>	(Deleted)
<p><b>Article 210</b> The Company shall publish two financial reports in each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. If the securities regulatory rules of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</p>	<p><b><u>Article 178</u></b> <b><u>The Company shall publish two financial reports prepared in accordance with the international accounting standards or the accounting standards of the place of overseas listing in each fiscal year, namely an interim financial report within three months after the end of the first six months of the fiscal year and an annual financial report within four months after the end of the fiscal year. If the securities regulatory rules of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></b></p>
<p><b>Article 214</b> The Company shall appoint a receiving agent for holders of overseas listed foreign shares to receive on behalf of the relevant shareholders the dividends distributed and other funds payable by the Company in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the law of the place, or the relevant regulations of the stock exchange where the shares are listed. The receiving agent for the holders of overseas listed foreign shares listed in Hong Kong appointed by the Company shall be the trust company registered in accordance with the Trustee Ordinance of Hong Kong.</p>	(Deleted)

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 215</b> Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holders of the shares to receive a dividend subsequently declared.</p> <p>Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until the applicable deadline expires.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas listed foreign shares. However, the Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. Such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>	<p><b>Article 182</b> Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holders of the shares to receive a dividend subsequently declared.</p> <p>Where power is taken to forfeit unclaimed dividends, that power shall not be exercised until the applicable deadline expires.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of <b>H shares</b>. However, the Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. Such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p>
<p>The Company has the right to sell, by such means as the Board of Directors considered appropriate, the shares of a holder of overseas listed foreign shares who is untraceable under the following circumstances:</p> <p>(I) During a period of 12 years at least three dividends in respect of the shares in question have been distributed by the Company and no dividend during that period has been claimed; and</p> <p>(II) Upon expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the stock exchange where the shares of the Company are listed.</p>	<p>The Company has the right to sell, by such means as the Board of Directors considered appropriate, the shares of a holder of <b>H shares</b> who is untraceable under the following circumstances:</p> <p>(I) During a period of 12 years at least three dividends in respect of the shares in question have been distributed by the Company and no dividend during that period has been claimed; and</p> <p>(II) Upon expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company's shares are listed and notifies the stock exchange where the shares of the Company are listed.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 218</b> If the position of accounting firm becomes vacant, the Board of Directors may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firms of the Company holding the position while such vacancy still exists, such accounting firms shall continue to act.</p>	<p>(Deleted)</p>
<p><b>Article 221</b> The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided by the general meeting and reported to the competent securities authority under the State Council for filing.</p>	<p><b>Article 187</b> The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided by the general meeting, <b><u>and the Board of Directors shall not appoint accounting firms prior to the decision of the general meeting.</u></b></p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p>When the general meeting is to make any resolution concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, re-appointment of an accounting firm which was appointed by the Board of Directors of the Company to fill a casual vacancy, or removal of an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) A copy of the proposal of employment and dismissing shall be sent before notice of the general meeting is given to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall take the following measures unless the representations are received too late:</p> <ol style="list-style-type: none"> <li>1. To state the fact of the representations having been made in any notice of the resolutions given;</li> <li>2. To deliver a copy of the representations as an attachment to the notice to each shareholder in the way regulated in the Articles of Association.</li> </ol> <p>(III) If the accounting firm's representations are not sent in accordance with Item (II) hereof, the relevant accounting firm may require that the representations are read out at the meeting and may make further appeals.</p>	<p><del>When the general meeting is to make any resolution concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, re-appointment of an accounting firm which was appointed by the Board of Directors of the Company to fill a casual vacancy, or removal of an accounting firm before the expiration of its term of office, the following provisions shall apply:</del></p> <p><del>(I) A copy of the proposal of employment and dismissing shall be sent before notice of the general meeting is given to the accounting firm proposed to be appointed or proposing to leave its post, or the accounting firm which has left its post in the relevant fiscal year.</del></p> <p><del>Leaving includes leaving by removal, resignation and retirement.</del></p> <p><del>(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall take the following measures unless the representations are received too late:</del></p> <ol style="list-style-type: none"> <li><del>1. To state the fact of the representations having been made in any notice of the resolutions given;</del></li> <li><del>2. To deliver a copy of the representations as an attachment to the notice to each shareholder in the way regulated in the Articles of Association.</del></li> </ol> <p><del>(III) If the accounting firm's representations are not sent in accordance with Item (II) hereof, the relevant accounting firm may require that the representations are read out at the meeting and may make further appeals.</del></p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p>(IV) An accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. The general meeting at which its term of office would otherwise have expired;</li> <li>2. Any general meeting at which it is proposed to fill the vacancy caused by its removal;</li> <li>3. Any general meeting convened on its resignation.</li> </ol> <p>An accounting firm which is leaving its post shall be entitled to receive all notices of, or other information relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</p> <p>The term of employment of an accounting firm employed by the Company shall be between the conclusion of the annual general meeting of the Company and the conclusion of the next annual general meeting.</p>	<p><del>(IV) An accounting firm which is leaving its post shall be entitled to attend the following meetings:</del></p> <ol style="list-style-type: none"> <li><del>1. The general meeting at which its term of office would otherwise have expired;</del></li> <li><del>2. Any general meeting at which it is proposed to fill the vacancy caused by its removal;</del></li> <li><del>3. Any general meeting convened on its resignation.</del></li> </ol> <p><del>An accounting firm which is leaving its post shall be entitled to receive all notices of, or other information relating to, any such meetings, and to speak at any such meetings on matters concerning its role as the former accounting firm of the Company.</del></p> <p><del>The term of employment of an accounting firm employed by the Company shall be between the conclusion of the annual general meeting of the Company and the conclusion of the next annual general meeting.</del></p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<p><b>Article 222</b> When the Company dismisses or does not renew the employment of an accounting firm, it shall give advance notice to the accounting firm. The accounting firm shall have the right to present its views to the general meeting. Where an accounting firm tenders its resignation, it shall inform the general meeting of whether there is any irregularity in the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's registered office a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <p>(I) A statement to the effect that there are no matters in relation to its resignation which should be brought to the attention of the shareholders or creditors of the Company; or</p> <p>(II) A statement of any such circumstances.</p> <p>Where a notice is deposited as mentioned in the preceding paragraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under Item (II) hereof, a copy of such statement shall be placed at the Company for inspection by shareholders. The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares (being those entitled to receive the reports on the financial position of the Company) at the address registered in the register of shareholders.</p> <p>Where the accounting firm's notice of resignation contains a statement of any circumstance which should be brought to the attention of the shareholders or creditors of the Company, it may require the Board of Directors to convene the extraordinary general meeting for the purpose of receiving an explanation of the circumstances in relation to its resignation.</p>	<p>(Deleted)</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<b>CHAPTER 11 NOTICE &amp; ANNOUNCEMENT</b>	
<p><b>Article 223</b> In compliance with the relevant requirements of the laws, administrative regulations and regulatory rules of the place where the shares of the Company are listed, notices of the Company shall be delivered by the following means:</p> <p>(I) By hand;</p> <p>(II) By mail;</p> <p>(III) By facsimile or email;</p> <p>(IV) By publishing on the websites designated by the Company and the Hong Kong Stock Exchange;</p> <p>(V) By other means.</p> <p>Notice of general meeting, data or written statement to holders of overseas listed foreign shares shall be delivered by any of the following means:</p> <p>(I) by hand or mail to the registered address of each of the holders of overseas listed foreign shares;</p> <p>(II) in compliance with the requirements of applicable laws, administrative regulations and relevant listing rules, by publishing them on the websites designated by the securities regulatory authorities or stock exchanges of the place where the securities and shares of the Company are listed;</p> <p>(III) otherwise in accordance with the requirements of the stock exchanges and the listing rules of the place where the securities and shares of the Company are listed.</p>	<p><b>Article 188</b> In compliance with the relevant requirements of the laws, administrative regulations and regulatory rules of the place where the shares of the Company are listed, notices of the Company shall be delivered by the following means:</p> <p>(I) By hand;</p> <p>(II) By mail;</p> <p>(III) By facsimile or email;</p> <p>(IV) By publishing on the websites designated by the Company and the Hong Kong Stock Exchange;</p> <p>(V) By other means.</p> <p>Notice of general meeting, data or written statement to holders of <b>H shares</b> shall be delivered by any of the following means:</p> <p>(I) by hand or mail to the registered address of each of the holders of <b>H shares</b>;</p> <p>(II) in compliance with the requirements of applicable laws, administrative regulations and relevant listing rules, by publishing them on the websites designated by the securities regulatory authorities or stock exchanges of the place where the securities and shares of the Company are listed;</p> <p>(III) otherwise in accordance with the requirements of the stock exchanges and the listing rules of the place where the securities and shares of the Company are listed.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p>Notwithstanding any other requirements of the Articles of Association on the means of delivery of any document, notice or other communications, in compliance with the relevant requirements of the securities regulatory rules of the place where the shares of the Company are listed, the Company may select to deliver corporate communications of the Company by the means set out in Item (IV) of the first paragraph of this article or as otherwise required by the stock exchanges where the shares of the Company are listed in lieu of delivering written documents to each of the holders of overseas listed foreign shares by hand or by mail. The above corporate communications refer to any documents delivered or to be delivered by the Company for reference by shareholders or for shareholders to take action, including but not limited to annual report (including annual financial report), interim report (including interim financial report), directors' report (together with balance sheet and income statement), notice of general meeting, circular and other communication documents.</p>	<p>Notwithstanding any other requirements of the Articles of Association on the means of delivery of any document, notice or other communications, in compliance with the relevant requirements of the securities regulatory rules of the place where the shares of the Company are listed, the Company may select to deliver corporate communications of the Company by the means set out in Item (IV) of the first paragraph of this article or as otherwise required by the stock exchanges where the shares of the Company are listed in lieu of delivering written documents to each of the holders of <del>overseas listed foreign</del> <b>H shares</b> by hand or by mail. The above corporate communications refer to any documents delivered or to be delivered by the Company for reference by shareholders or for shareholders to take action, including but not limited to annual report (including annual financial report), interim report (including interim financial report), directors' report (together with balance sheet and income statement), notice of general meeting, circular and other communication documents.</p>
<p><b>Article 226</b> To confirm shareholders or directors have served notices, documents, materials or written statements on the Company, evidences that the relevant notices, documents, materials or written statements have been served within the prescribed period of time by the means set out in Article 223 of the Articles of Association must be provided. For delivery by hand, confirmation of receipt by the Company should be provided, and for delivery by registered mail, only clear evidence of delivery to the correct address by prepaid post is needed.</p>	<p><b>Article 191</b> To confirm shareholders or directors have served notices, documents, materials or written statements on the Company, evidences that the relevant notices, documents, materials or written statements have been served within the prescribed period of time by the means set out in Article <del>223</del><b>188</b> of the Articles of Association must be provided. For delivery by hand, confirmation of receipt by the Company should be provided, and for delivery by registered mail, only clear evidence of delivery to the correct address by prepaid post is needed.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<b>CHAPTER 12 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION</b>	
<p><b>Article 228</b> Upon approval at the general meeting by special resolution, the Company may divide itself or merge with another company in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>For the purpose of merger or division, the Board of Directors of the Company shall propose a plan, which shall be subject to approval procedures under the laws after being passed in accordance with the Articles of Association. Shareholders who are against the merger or division plans of the Company may request the Company or shareholders agreeing on such merger or division plans of the Company to purchase their shares at a fair price. Special document containing the relevant information on the merger or division of the Company shall be made available to the shareholders.</p> <p>For holders of H shares, the abovementioned document shall be delivered by mail or other means as provided in the Articles of Association.</p>	<p><b>Article 193</b> Upon approval at the general meeting by special resolution, the Company may divide itself or merge with another company in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>For the purpose of merger or division, the Board of Directors of the Company shall propose a plan, which shall be subject to approval procedures under the laws after being passed in accordance with the Articles of Association. Shareholders who are against the merger or division plans of the Company may request the Company <del>or shareholders agreeing on such merger or division plans of the Company</del> to purchase their shares at a fair price. Special document containing the relevant information on the merger or division of the Company shall be made available to the shareholders.</p> <p><del>For holders of H shares, the abovementioned document shall be delivered by mail or other means as provided in the Articles of Association.</del></p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 235</b> The Company shall be dissolved when:</p> <p>(I) the term of business operation as stipulated in the Articles of Association expires or other causes for dissolution as stipulated in the Articles of Association occur;</p> <p>(II) a resolution on dissolution is adopted by the general meeting;</p> <p>(III) merger or division of the Company necessitates its dissolution;</p> <p>(IV) the Company is declared bankrupt because it is unable to pay its debts due;</p> <p>(V) the business license of the Company is revoked, or the Company is ordered to close down, or its registration is cancelled, according to law;</p> <p>(VI) the Company is confronted with serious difficulties in operation and management, as a result of which its continued existence may seriously harm the interests of its shareholders, and the difficulties cannot be surmounted by other means, in which case the shareholders holding 10% or more of the voting rights held by all the shareholders of the Company may request a people’s court to dissolve the Company.</p>	<p><b>Article 200</b> The Company shall be dissolved when:</p> <p>(I) the term of business operation as stipulated in the Articles of Association expires or other causes for dissolution as stipulated in the Articles of Association occur;</p> <p>(II) a resolution on dissolution is adopted by the general meeting;</p> <p>(III) merger or division of the Company necessitates its dissolution;</p> <p><del>(IV) the Company is declared bankrupt because it is unable to pay its debts due;</del></p> <p><u>(IV)</u> the business license of the Company is revoked, or the Company is ordered to close down, or its registration is cancelled, according to law;</p> <p><u>(V)</u> the Company is confronted with serious difficulties in operation and management, as a result of which its continued existence may seriously harm the interests of its shareholders, and the difficulties cannot be surmounted by other means, in which case the shareholders holding 10% or more of the voting rights held by all the shareholders of the Company may request a people’s court to dissolve the Company.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 236</b> Where any of the circumstances as prescribed in Item (I) of Article 235 of the Articles of Association occurs, the Company may continue to exist by amending the Articles of Association.</p> <p>Amending the Articles of Association according to the preceding paragraph shall be subject to approval by two thirds or more of the voting rights of the shareholders present at the general meeting.</p> <p>Where the Company is dissolved according to the provisions of Article 235 (I), (II), or (VI) of the Articles of Association, a liquidation group shall be formed within fifteen days after the occurrence of the cause of dissolution to carry out the liquidation. The liquidation group shall be composed of directors or persons as determined by the general meeting. Where no liquidation group is formed within the time limit, the creditors may apply to a people’s court for designating relevant persons to form a liquidation group to conduct the liquidation.</p> <p>Where the Company dissolves according to Article 235 (IV), the people’s court shall, in accordance with relevant requirements of the laws, arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</p> <p>Where the Company dissolves according to Article 235 (V), relevant competent authorities shall arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</p>	<p><b>Article 201</b> Where any of the circumstances as prescribed in Item (I) of Article <del>235</del><b>200</b> of the Articles of Association occurs, the Company may continue to exist by amending the Articles of Association.</p> <p>Amending the Articles of Association according to the preceding paragraph shall be subject to approval by two thirds or more of the voting rights of the shareholders present at the general meeting.</p> <p>Where the Company is dissolved according to the provisions of Article <del>235</del><b>200</b> (I), (II), <b>(IV) and (V)</b> of the Articles of Association, a liquidation group shall be formed within fifteen days after the occurrence of the cause of dissolution to carry out the liquidation. The liquidation group shall be composed of directors or persons as determined by the general meeting. Where no liquidation group is formed within the time limit, the creditors may apply to a people’s court for designating relevant persons to form a liquidation group to conduct the liquidation.</p> <p><del>Where the Company dissolves according to Article 235 (IV), the people’s court shall, in accordance with relevant requirements of the laws, arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</del></p> <p><del>Where the Company dissolves according to Article 235 (V), relevant competent authorities shall arrange the shareholders, relevant agencies and relevant professionals to form a liquidation group to conduct the liquidation.</del></p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<p><b>Article 237</b> Where the Board of Directors decides to liquidate the Company (except liquidation due to being declared bankrupt), in the notice convening the general meeting for this purpose, it shall be stated that the Board of Directors has conducted a comprehensive investigation on the Company’s position and considers that the Company will be able to fully settle its debts within 12 months after the commencement of the liquidation.</p> <p>Upon the passing of the resolution on the liquidation at the general meeting, the powers and duties of the Board of Directors of the Company shall cease immediately.</p> <p>The liquidation group shall, at least once per annum, report its income and expenditure and the business and process of the liquidation to the general meeting, and submit its final report to the general meeting upon completion of the liquidation.</p>	<p>(Deleted)</p>
<p><b>Article 241</b> In the event of liquidation due to dissolution, if, after checking up on the property of the Company and preparing the balance sheet and the checklist of assets, the liquidation group finds that the assets of the Company is insufficient to pay off its debts, it shall, in accordance with law, apply to a people’s court for declaration of bankruptcy of the Company.</p> <p>After the people’s court has ruled to declare the Company bankrupt, the liquidation group shall turn the liquidation matters over to the people’s court.</p>	<p><del><b>Article 205</b></del> <del>In the event of liquidation due to dissolution;</del> If, after checking up on the property of the Company and preparing the balance sheet and the checklist of assets, the liquidation group finds that the assets of the Company is insufficient to pay off its debts, it shall, in accordance with law, apply to a people’s court for declaration of bankruptcy of the Company.</p> <p>After the people’s court has ruled to declare the Company bankrupt, the liquidation group shall turn the liquidation matters over to the people’s court.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 242</b> After the liquidation of the Company is completed, the liquidation group shall prepare a liquidation report and an income and expenditure statement and financial accounts for the liquidation period, which after being verified by a Chinese CPA shall be submitted to the general meeting or a people’s court for confirmation.</p> <p>The liquidation group shall, within 30 days after the confirmation by the general meeting or the people’s court, submit the abovementioned documents to the company registration authority applying for cancellation of the registration of the Company and shall announce termination of the Company.</p>	<p><b>Article 206</b> After the liquidation of the Company is completed, the liquidation group shall prepare a liquidation report <del>and an income and expenditure statement and financial accounts for the liquidation period,</del> which <del>after being verified by a Chinese CPA</del> shall be submitted to the general meeting or a people’s court for confirmation, <u><b>and shall submit the abovementioned documents to the registration authority of the Company for the purpose of applying for cancellation of the registration of the Company. It shall announce the termination of the Company.</b></u></p> <p><del>The liquidation group shall, within 30 days after the confirmation by the general meeting or the people’s court, submit the abovementioned documents to the company registration authority applying for cancellation of the registration of the Company and shall announce termination of the Company.</del></p>
<b>CHAPTER 13 AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b>	
<p><b>Article 248</b> Amendments to the Articles of Association involving the contents of the Mandatory Provisions shall be subject to the approval by the company approving authority authorized by the State Council and the securities regulatory agency under the State Council. Amendments to the Articles of Association involving registration particulars shall be registered according to law.</p>	<p><b>Article 212</b> Amendments to the Articles of Association <del>involving the contents of the Mandatory Provisions shall be subject to the approval by the company approving authority authorized by the State Council and the securities regulatory agency under the State Council.</del> Amendments to the Articles of Association involving registration particulars shall be registered according to law.</p>

**APPENDIX II      COMPARISON TABLE OF PROPOSED AMENDMENTS  
TO THE ARTICLES OF ASSOCIATION**

Existing Articles	Amended Articles
<b>CHAPTER 14 DISPUTE SETTLEMENT</b>	(The whole chapter was deleted)
<b>CHAPTER 14 SUPPLEMENTARY PROVISIONS</b>	
<p><b>Article 255</b> After being considered and approved at the general meeting of the Company, the Articles of Association shall be submitted to the relevant regulatory authorities for approval or filing and shall take effect from the date of the listing of the shares of the Company on the Main Board of the Hong Kong Stock Exchange.</p>	<p><b>Article 218</b> <u>After being considered and approved at the general meeting of the Company, the Articles of Association shall take effect from the date when being considered and approved at the general meeting of the Company. If the securities regulatory rules of the places where the shares of the Company are listed have other provisions, such provisions shall prevail.</u></p>

Except for the above amended articles and corresponding adjustments to the serial numbers of certain articles, the other contents of articles in the Articles of Association are unchanged.

**APPENDIX III    COMPARISON TABLE OF PROPOSED AMENDMENTS TO  
THE RULES OF PROCEDURE FOR GENERAL MEETING**

<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 8</b> Shareholders individually or jointly holding 10% or more of the voting shares at the proposed meeting have the right to request the Board of Directors to hold an extraordinary general meeting or a class meeting, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the securities regulatory rules of the stock exchange where the Company’s shares are listed (such as the Hong Kong Listing Rules) and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting within 10 days after receiving the request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting or class meeting, a notice of the general meeting shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting or class meeting or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Supervisory Committee to hold the extraordinary general meeting or class meeting in writing.</p>	<p><b>Article 8</b> Shareholders individually or jointly holding 10% or more of the voting shares at the proposed meeting have the right to request the Board of Directors to hold an extraordinary general meeting <del>or a class meeting</del>, and such request shall be in writing and specify the matters to be considered at the meeting. According to laws, administrative regulations, the securities regulatory rules of the stock exchange where the Company’s shares are listed (such as the Hong Kong Listing Rules) and the Articles of Association, the Board of Directors shall give written feedback on agreeing or disagreeing to hold the extraordinary general meeting within 10 days after receiving the request.</p> <p>If the Board of Directors agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the general meeting shall be given within 5 days after the Board of Directors makes such decision. Changes to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Directors disagrees to hold the extraordinary general meeting <del>or class meeting</del> or fails to give feedback within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the Company’s shares have the right to request the Supervisory Committee to hold the extraordinary general meeting <del>or class meeting</del> in writing.</p>

**APPENDIX III    COMPARISON TABLE OF PROPOSED AMENDMENTS TO  
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<b>Existing Articles</b>	<b>Amended Articles</b>
<p>If the Supervisory Committee agrees to hold the extraordinary general meeting or class meeting, a notice of the extraordinary general meeting or class meeting shall be given within 5 days after receiving the request. Changes to the original request in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting or class meeting. The shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene the general meeting by themselves.</p>	<p>If the Supervisory Committee agrees to hold the extraordinary general meeting <del>or class meeting</del>, a notice of the extraordinary general meeting <del>or class meeting</del> shall be given within 5 days after receiving the request. Changes to the original request in the notice shall be approved by relevant shareholders.</p> <p>If the Supervisory Committee fails to give the notice of the general meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting <del>or class meeting</del>. The shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene the general meeting by themselves.</p>
<p><b>Article 12</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and notify the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p> <p>Proposals not listed in the notice of the general meeting or in non-conformity with the requirement of the laws, regulations, Articles of Association and these Rules shall not be voted with a resolution in the general meeting.</p>	<p><b>Article 12</b> When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and the shareholders individually or jointly holding over 3% of the shares of the Company have the right to submit proposals to the Company.</p> <p>Shareholders individually or jointly holding over 3% of the shares of the Company may put forward interim proposal and submit to the convener in writing 10 days before the general meeting. The convener shall send a supplementary notice of the general meeting within 2 days after receiving the proposal and <b>notify</b> the content of the interim proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not alter the proposals listed in the notice or add new proposals after sending the notice of the general meeting.</p> <p>Proposals not listed in the notice of the general meeting or in non-conformity with the requirement of the laws, regulations, Articles of Association and these Rules shall not be voted with a resolution in the general meeting.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 15</b> The notice and supplementary notice of the general meeting shall be in written form, and shall meet the following requirements:</p> <p>(I) the date, the time and the place of the meeting;</p> <p>(II) matters and proposals to be considered at the meeting and the meeting convener;</p> <p>(III) the record date for determining the entitlement of shareholders to attend and vote at the general meeting;</p> <p>(IV) containing the time at which and the place to which the proxy form for use at the meeting shall be delivered; and</p> <p>(V) other matters required by the laws, administrative regulations, departmental rules, and the securities regulatory rules in the place where the Company's shares are listed.</p> <p>Where the general meeting is held online or in other methods, the voting time and procedures online or in other methods shall be clearly stated in the notice of the general meeting.</p>	<p><b>Article 15</b> The notice and supplementary notice of the general meeting shall be in written form, and shall meet the following requirements:</p> <p><b><u>(I) the time, the place, and the duration of the meeting;</u></b></p> <p><b><u>(II) matters and proposals to be considered at the meeting;</u></b></p> <p><b><u>(III) containing a conspicuous statement that all ordinary shareholders are entitled to attend at the general meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy need not be a shareholder of the Company; and in the case where the shareholder being a corporation, it may appoint a proxy to attend and vote at any general meeting of the issuer and such corporation shall be deemed to be present in person at any such meeting if it has appointed a proxy to attend thereat. Such corporation may execute a form of proxy by its duly authorized officer;</u></b></p> <p><b><u>(IV)</u></b> the record date for determining the entitlement of shareholders to attend and vote at the general meeting;</p> <p><b><u>(V) the name and telephone number of permanent contact person for the meeting;</u></b></p> <p><b><u>(VI) voting time and voting procedure for voting online or by other ways;</u></b></p> <p><b><u>(VII) other requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.</u></b></p> <p>Where the general meeting is held online or in other methods, the voting time and procedures online or in other methods shall be clearly stated in the notice of the general meeting.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 17</b> The Company shall hold the general meeting at its address or any other place specified in the notice of meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company should make it convenient for Shareholders to attend such meetings by using secure, economic and convenient network or other methods. A Shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>A Shareholder may either attend the general meeting in person and exercise his/her voting rights, or appoint one or more proxies (who may not be Shareholders) to attend and exercise his/her voting rights within his/her authority. The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its attorney duly authorized. If the appointing Shareholder is a legal person, then its proxy to attend the general meeting shall be the legal representative, or other person authorized by the Board of Directors or other decision- making body and is deemed to be present in person.</p>	<p><b>Article 17</b> The Company shall hold the general meeting at its address or any other place specified in the notice of meeting.</p> <p>The general meeting shall have a venue and be held on-site. The Company should make it convenient for Shareholders to attend such meetings by using secure, economic and convenient network or other methods. A Shareholder who participates in a general meeting in the aforesaid manner shall be deemed to have been present at the meeting.</p> <p>A Shareholder may either attend the general meeting in person and exercise his/her voting rights, or appoint one or more proxies (who may not be Shareholders) to attend and exercise his/her voting rights within his/her authority. The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such proxy form shall be affixed with its seal or signed by its attorney duly authorized. If the appointing Shareholder is a legal person, then its proxy to attend the general meeting shall be the legal representative, or other person authorized by the Board of Directors or other decision- making body and is deemed to be present in person.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p>The proxy (ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the Shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other Shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting or class meeting and creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual Shareholder of the Company.</p>	<p>The proxy (ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights (including but not limited to):</p> <p>(I) the Shareholders’ right to speak at the general meeting;</p> <p>(II) the right to demand a poll by himself/herself or jointly with others;</p> <p>(III) the right to exercise voting rights by <del>a show of hands or by</del> a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.</p> <p>If the Shareholder is an accredited clearing house (or its proxy), it shall have the same legal rights as other Shareholders and it may, as it thinks fit, appoint one or more persons or company representative as its proxies to attend and vote at any general meeting <del>or class meeting</del> and creditors’ meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. The instrument of proxy may be signed by the authorized person of the accredited clearing house. Such person so appointed may attend the meeting and exercise the rights on behalf of the accredited clearing house (or its proxy) (not requiring presence of the shareholding voucher, notarized authorization and/or further evidences to prove the duly authorization) as if such person is an individual Shareholder of the Company.</p>
<p><b>Article 18</b> Where the general meeting is held online or in other methods, the voting time and procedures online or in other methods shall be clearly stated in the notice of the general meeting.</p>	<p>(Deleted)</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 38</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) annual budget plans, financial account plans, the balance sheet, profit statement and other annual report of financial statements of the Company;</p> <p>(V) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>	<p><b>Article 37</b> The following matters shall be passed as ordinary resolutions in a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and dismissal of the Board and relevant members of the Supervisory Committee (non-employee representative supervisors) and remuneration and payment methods thereof;</p> <p>(IV) <b><u>annual budget plans, financial account plans of the Company;</u></b></p> <p>(V) <b><u>employment, dismissal or refusal of the renewal of the employment of an accounting firm;</u></b></p> <p>(VI) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Articles of Association.</p>

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<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 39</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p>(I) the increase or reduction of the Company's registered capital and the issuance of any class of shares, warrants and other similar securities;</p> <p>(II) division, merger, dissolution and liquidation of the Company or change in the corporate form of the Company;</p> <p>(III) amendments to the Articles of Association;</p> <p>(IV) issuance of corporate bonds;</p> <p>(V) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Company's Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</p>	<p><b>Article 38</b> The following matters shall be passed as special resolutions in a general meeting:</p> <p>(I) the increase or reduction of the Company's registered capital—<del>and the issuance of any class of shares, warrants and other similar securities;</del></p> <p><b><u>(II) division, spin-off, merger, dissolution and liquidation of the Company;</u></b></p> <p>(III) amendments to the Articles of Association;</p> <p><b><u>(IV) matters relating to the purchases, disposals of material assets, or provisions of guarantees, which are more than 30% of the latest audited total assets, within one year;</u></b></p> <p><b><u>(V) equity incentive plan;</u></b></p> <p>(VI) other matters stipulated by laws, administrative regulations, the rules of securities regulations where the Company's shares are listed or the Company's Articles of Association, and the general meeting adopting ordinary resolutions that are considered to have a significant impact on the Company, requiring approval by special resolutions.</p>
<p><b>Article 49</b> These Rules shall be implemented from the date of the Company's public offering of overseas-listed foreign shares and listing on The Stock Exchange of Hong Kong Limited after being considered and approved by the general meeting, and the same shall apply in case of amendments.</p>	<p><b>Article 48</b> <b><u>These Rules shall be implemented from the date of consideration and adoption by the general meeting after they have been considered and approved by the general meeting, and the same shall apply in the event of amendments.</u></b></p>

The serial numbers of the articles in this amendment to the Rules of Procedure for General Meeting and the serial numbers of the articles quoted in the main text are automatically adjusted by default and are no longer shown separately.