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CAPINFO COMPANY LIMITED*

首都信息發展股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1075)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) PROPOSED AMENDMENTS TO THE RELEVANT RULES AND
PROCEDURES FOR MEETINGS
(3) PROPOSED ELECTION OF DIRECTOR
AND
(4) PROPOSED REMOVAL OF DIRECTOR

This announcement has been made by Capinfo Company Limited* (首都信息發展股份有限公司) (the “**Company**”) pursuant to Rule 13.51(1) and Rule 13.51(2) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 14 February 2023, the State Council (the “**State Council**”) of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》), and on 17 February 2023, the China Securities Regulatory Commission (“**CSRC**”) issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) and relevant guidance (collectively, the “**New Regulations**”), which came into effect on 31 March 2023. On the same day when the New Regulations became effective, the Mandatory Provisions for Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) and the State Council’s Special Regulations on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) were repealed. Pursuant to the New Regulations, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and holders of the domestic shares and H shares are no longer regarded as different classes of shareholders, and therefore, the class meeting requirement applicable to holders of domestic shares and H shares are no longer necessary. On 1 July 2024, the newly amended Company Law of the People’s Republic of China (the “**Company Law**”) came into effect and was implemented. It permits companies to operate without a board of supervisors, instead being supervised by an audit committee, while also strengthening mechanisms for protecting shareholders’ rights and accountability. On 28 March 2025,

CSRC issued the latest revised Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) and the Rules and Procedures of General Meetings (《股東會議事規則》), which clarified that the board of supervisors of a listed company shall be abolished, the relevant duties shall be assumed by the audit committee, and the relevant expressions were concurrently amended for the purpose of alignment with the Company Law.

In accordance with the aforesaid changes in laws, regulations and regulatory rules, and taking into account the actual situation of the Company, the board (the “**Board**”) of directors of the Company (the “**Directors**”) held a meeting on 31 October 2025 to propose the amendments to the articles of association of the Company (the “**Articles of Association**”), the abolition of class meeting system and the amendments to business scope.

The major amendments include:

1. Pursuant to the relevant requirements, it is proposed to amend the Articles of Association, to dissolve the board of supervisors of the Company (the “**Board of Supervisors**”) and to abolish the Rules and Procedures for Meetings of the Board of Supervisors. At the same time, there are updates or refinements to other provisions of the Articles of Association in accordance with the latest laws and regulations and normative documents, and corresponding modifications to the Articles of Association based on these amendments. For details of the proposed amendments to the Articles of Association in relation to the dissolution of the Board of Supervisors and the corresponding amendments etc., please refer to Appendix I to this announcement;
2. Changes to the existing rights of the Company’s class shareholders and the existing arrangements concerning class meetings. In accordance with PRC laws, domestic shares and H shares are already regarded as ordinary shares, and the substantive rights attached to both (including voting rights, dividend rights, and asset distribution rights upon liquidation) are identical. Therefore, it is proposed to delete the provisions relating to class meetings in the existing Articles of Association. For details regarding the abolition of the class meeting system, please refer to Appendix II to this announcement; and
3. It is proposed to amend the business scope under the Articles of Association based on the needs for business development. It is intended to add Category I value-added telecommunications business, Category II value-added telecommunications business, basic telecommunications business, professional design services, construction engineering, etc. For details of the amendments to business scope, please refer to Appendix III to this announcement.

The proposed amendments to the Articles of Association shall come into effect upon consideration and approval by a special resolution at the general meeting and class meetings.

PROPOSED AMENDMENTS TO THE RELEVANT RULES AND PROCEDURES FOR MEETINGS

Given the proposed amendments to the Articles of Association, it is proposed by the Board to make corresponding amendments to the Company's (i) Rules and Procedures for General Meetings; (ii) Rules and Procedures for Meetings of the Board (collectively, the **"Proposed Amendments to the Relevant Rules and Procedures for Meetings"**). Details of the amendments will be set out in a circular, and the Proposed Amendments to the Relevant Rules and Procedures for Meetings shall come into effect upon the consideration and approval by a special resolution at the general meeting.

PROPOSED DISSOLUTION OF BOARD OF SUPERVISORS AND ABOLITION OF THE RULES AND PROCEDURES FOR MEETINGS OF BOARD OF SUPERVISORS

According to the relevant requirements under the Company Law, and taking into account the actual situation of the Company, the Company will cease to have the Board of Supervisors upon completion of the proposed amendments to the Articles of Association by the Board of Supervisors, and the powers and functions of the Board of Supervisors will be exercised by the audit committee. The dissolution of the Board of Supervisors is accompanied by the abolition of the Rules and Procedures for Meetings of the Board of Supervisors.

PROPOSED ELECTION OF DIRECTOR

In accordance with the Implementation Plan for Deepening the Reform of the Board of Supervisors of Municipal Enterprises (《深化市管企業監事會改革實施方案》) and the spirit of the amendments to the Company Law, the Company proposes to dissolve the Board of Supervisors and revoke the employee supervisor, with their functions to be assumed by the audit committee of the Board. According to the Company Law, after the revocation of the employee supervisor by the Company, the Board shall include representatives of the Company's employees. As the current Board composition does not include an employee Director position, an adjustment is required to appoint one employee Director, who shall be elected by the Company's employee representative meeting.

The Board of the Company announces that Mr. DONG Jin (**"Mr. DONG"**) has resigned as an independent non-executive Director and ceased to serve as a member of the strategy committee due to other work arrangements, effective from the end of the extraordinary general meeting (the **"EGM"**) of the Company to be held on 28 November 2025. Mr. DONG has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the **"Shareholders"**). The Board hereby wishes to express its gratitude to Mr. DONG for his valuable contributions to the Company during his term of office.

To further enhance the synergy among Shareholders within the system, the Company proposes that Beijing Industrial Developing Investment Management Co., Ltd. (**"Beijing Industrial Investment"**) appoint one non-executive Director to the Company. After comprehensive consideration of the shareholding ratios and management requirements of domestic Shareholders, Beijing Industrial

Investment recommends Mr. HU Yong (“**Mr. HU**”) as the candidate for the Director position. The Company’s nomination committee and the Board believe that Mr. HU’s knowledge, background, and work experience are beneficial to enhancing Shareholder synergy. Therefore, the Board intends to propose a resolution at the EGM to elect Mr. HU as a non-executive Director, with his term of office commencing upon approval at the EGM and until the expiration of the Company’s ninth session of the Board.

The biography of Mr. HU is set out as follows:

Mr. HU, aged 43, currently serves as the department manager of the asset management department at Beijing Industrial Investment, a director of BAIC BluePark New Energy Technology Co., Ltd. (北汽藍谷新能源科技股份有限公司), a non-executive director of Dynagreen Environmental Protection Group Co., Ltd.* (綠色動力環保集團股份有限公司), a legal representative and director of Beijing Guozhichuangke Education Technology Co., Ltd. (北京國智創科教育科技有限公司). He previously worked at KPMG Huazhen LLP, Tianjin Yufeng Equity Investment Management Co., Ltd.* (天津裕豐股權投資管理有限公司), and the Beijing Branch of Shenzhen Jingxin Jialong Investment Management Co., Ltd.* (深圳京信嘉隆投資管理有限公司), with extensive experience in finance and equity investment. Mr. HU graduated from Dongbei University of Finance and Economics in 2005 with a Bachelor’s degree in Tourism Management and from Beijing International Studies University in 2008 with a Master’s degree in Tourism Management. Save as disclosed above, Mr. HU does not hold any position with the Company or other members of the Company’s group. He does not hold any directorship in any other listed public companies in the past three years.

Subject to approval from the Shareholders at the EGM, the Company will enter into a service contract with Mr. HU. Mr. HU’s office as Director shall remain effective up to the expiration date of the term of the ninth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association of the Company. Mr. HU will not receive any remuneration in respect of his office as non-executive Director, if being appointed. As at the date of this announcement, Mr. HU does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. HU is not connected with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Other than disclosed above, there are no other matters relating to the election of Mr. HU as a non-executive Director that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

PROPOSED REMOVAL OF DIRECTOR

The Board hereby announces that at the Board Meeting, the Board also resolved to propose removal of Mr. JIANG Wei (“**Mr. JIANG**”) as the non-executive Director (the “**Proposed Removal**”) at the EGM. The Proposed Removal shall be subject to the passing of an ordinary resolution to approve the Proposed Removal.

Reasons for the Proposed Removal

Given the limited number of seats for non-executive Directors, and after considering the shareholding proportion of the domestic Shareholders and the management requirements, it is proposed that one non-executive Director shall be appointed by each of the top 5 Shareholders with the highest shareholding proportion. That means, Beijing Industrial Investment shall nominate one candidate to take over the position of the Company's non-executive Director currently assumed by Mr. JIANG, who was appointed by China Financial Computerization Co., Ltd. China Financial Computerization Co., Ltd. shall no longer nominate any Director candidate. In view of the above and to ensure the good and effective functioning of the Board, on 31 October 2025, the Board proposed removal of Mr. JIANG at the Board Meeting.

The Directors, other than Mr. JIANG, consider that the Proposed Removal, if it becomes effective, will not cause any significant adverse impact to the business operation of the Group. Save as disclosed above, the Board does not notice any other matters which shall be brought to the attention of the Shareholders.

Provision of the Articles of Association

In accordance with Article 92 under the Articles of Association, subject to the relevant laws and regulations, the shareholders' general meeting may remove any Director by ordinary resolution prior to the expiration of such Director's term, but without prejudice to any claim for damages which such Director may have under any contract.

Accordingly, the Proposed Removal shall be subject to the approval by the Shareholders by way of an ordinary resolution at the EGM. The Board intends to propose an ordinary resolution to remove Mr. JIANG from his position of non-executive Director at the forthcoming EGM.

EGM, CLASS MEETINGS AND CIRCULAR

In accordance with the Articles of Association and relevant laws and regulations, the proposed amendments to the Articles of Association shall be submitted in the form of a special resolution to the Company's EGM and the class meetings for consideration and approval by the Shareholders. The proposed amendments to the Rules and Procedure for General Meetings, and Rules and Procedure for Meetings of the Board shall be considered and approved by special resolutions to take effect. The Company will, in due course, despatch a circular (including the notice of the EGM and the notices of class meetings) to the Shareholders, which will include, among other things, details of the proposed amendments to the Articles of Association, Rules and Procedure for General Meetings, Rules and

Procedure for Meetings of the Board, the proposed dissolution of the Board of Supervisors and abolition of the Rules and Procedure for Meetings of the Board of Supervisors, the proposed election of Director and the proposed removal of Director.

By Order of the Board of
CAPINFO COMPANY LIMITED*
YU Donghui
Chairman

Beijing, the People's Republic of China, 31 October 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Yu Donghui and Mr. Zhang Yiqian; the non-executive Directors of the Company are Ms. Yan Yi, Mr. Xin Shuangbai, Ms. Zhao Shujie, Mr. Jiang Wei and Mr. Wang Yuzheng; and the independent non-executive Directors of the Company are Mr. Gong Zhiqiang, Mr. Cheung, Wai Hung Boswell, Mr. Dong Jin, Mr. Li Jianqiang and Mr. Zhou Jinglin.

* *For identification purpose only*

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROPOSED DISSOLUTION OF BOARD OF SUPERVISORS AND ABOLITION OF THE RULES AND PROCEDURES FOR MEETINGS OF BOARD OF SUPERVISORS, AND OTHER RELEVANT AMENDMENTS

The proposed amendments to the Articles of Association, the proposed dissolution of the Board of Supervisors and the abolition of the Rules and Procedures for Meetings of Board of Supervisors are as follows:

COMPARISON TABLE IN RELATION TO AMENDMENTS TO THE ARTICLES OF ASSOCIATION (I)

Remark to the amendments:

The bold parts in the table are new or modified content, and the parts with ~~striketrough~~ are deleted content.

Before Amendments	After Amendments
Article 1 The Company is a joint-stock company with limited liability established under “The Company Law of the People’s Republic of China” (the “Company Law”), “State Council’s Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), and other relevant laws and regulations of the People’s Republic of China (“PRC”). The Articles of Association are formulated under the objective of safeguarding the legal interests of the Company, its shareholders and creditors and regulating the Company’s organization and behavior, in accordance with the Company Law, “The Securities Law of the People’s Republic of China”, “Constitution of the Communist Party of China”, the Special Regulations, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas”, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant requirements.	Article 1 The Company is a joint-stock company with limited liability established under “The Company Law of the People’s Republic of China” (the “Company Law”); “State Council’s Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”); and other relevant laws and regulations of the People’s Republic of China (“PRC”). The Articles of Association are formulated under the objective of safeguarding the legal interests of the Company, its shareholders and creditors and regulating the Company’s organization and behavior, in accordance with the Company Law, “The Securities Law of the People’s Republic of China”, “Constitution of the Communist Party of China”, the Special Regulations, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas”; the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter the “Listing Rules”) and other relevant requirements.

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Before Amendments	After Amendments
The Company, having been approved by the Beijing Municipal Government upon its Document Jing Zheng Han (2000) No. 74 and established by way of initiation on June 30, 2000, was registered with the Administration for Industry and Commerce of Beijing Municipality on July 14, 2000. The unified social credit code of the business license of the Company is 911100006336972074. The initiators of the Company are Beijing State-owned Assets Management Corporation Limited, Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., Beijing Gehua Cable TV Network Co., Ltd., Post and Telecom Data Network Integration Development Center, Beijing Telecommunications Investment Co., Ltd. and China Financial Data Network Co., Ltd.	The Company, having been approved by the Beijing Municipal Government upon its Document Jing Zheng Han (2000) No. 74 and established by way of initiation on June 30, 2000, was registered with the Administration for Industry and Commerce of Beijing Municipality on July 14, 2000. The unified social credit code of the business license of the Company is 911100006336972074. The initiators of the Company are Beijing State-owned Assets Management Corporation Limited, Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., Beijing Gehua Cable TV Network Co., Ltd., Post and Telecom Data Network Integration Development Center, Beijing Telecommunications Investment Co., Ltd. and China Financial Data Network Co., Ltd.
Article 4 The Chairman of the Board of Directors is the legal representative of the Company.	Article 4 The chairman of the Board shall beserve as the legal representative of the Company. Where the chairman of the Board resigns, such person shall be deemed to have resigned as the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.
Article 7 The Articles shall be binding on the Company and its shareholders, Directors, Supervisors, general manager and other senior officers. These personnel above may, pursuant to the Articles, make claims relating to the affairs of the Company. Pursuant to the Articles, shareholders may make claims against the Company, the Company may make claims against shareholders, shareholders may make claims against other shareholders, and shareholders may make claims against Directors, Supervisors, general manager and other senior officers of the Company. In this Article, “claims” include legal proceedings in court and arbitration proceedings.	Article 7 The Articles shall be binding on the Company and its shareholders, Directors, Supervisors, general manager and other senior officers. These personnel above may, pursuant to the Articles, make claims relating to the affairs of the Company. Pursuant to the Articles, shareholders may make claims against the Company, the Company may make claims against shareholders, shareholders may make claims against other shareholders, and shareholders may make claims against Directors, Supervisors, general manager and other senior officers of the Company. In this Article, “claims” include legal proceedings in court and arbitration proceedings.

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Before Amendments	After Amendments
	Pursuant to the Articles of Association, any dispute between the Company, the Shareholders, the Directors, and senior management in relation to this Articles of Association should be resolved through negotiation. In case of failure to resolve through negotiation, shareholders may sue other shareholders, shareholders may sue the Company's directors, general managers and other senior management, shareholders may sue the Company, and the Company may sue its shareholders, directors, general managers and other senior management. Shareholders and the Company shall apply the laws of the People's Republic of China to file a lawsuit in the People's Court where the Company is located.
Article 9 In accordance with provisions of the Constitution of the Communist Party of China, the Company shall establish an organization under the Party, which is affiliated with the committee of Beijing State-owned Assets Management Co., Ltd. of the Communist Party of China. The Party Committee shall take a leading role of guiding the direction, managing the overall situation, ensuring implementation, and discussing and deciding on major issues of the Company in accordance with regulations. The Company shall establish a working organization for the Party so as to carry out party activities. The Company shall provide necessary conditions for the party organization to implement its normal activities, including the establishment of the Party organization and staffing of party members into the enterprise's management organization, staffing, and inclusion of the party organization's work funding into the Company's management budget.	Article 9 In accordance with provisions of the Constitution of the Communist Party of China, the Company shall establish an organization under the Party, which is affiliated with the committee of Beijing State-owned Assets Management Co., Ltd. Beijing Data Group Company Limited of the Communist Party of China. The Party Committee shall take a leading role of guiding the direction, managing the overall situation, ensuring implementation, and discussing and deciding on major issues of the Company in accordance with regulations. The Company shall establish a working organization for the Party so as to carry out party activities. The Company shall provide necessary conditions for the party organization to implement its normal activities, including the establishment of the Party organization and staffing of party members into the enterprise's management organization, staffing, and inclusion of the party organization's work funding into the Company's management budget.

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Before Amendments	After Amendments
Article 14 The Company shall have ordinary shares at all times. Upon obtaining approval from the regulatory authorities for companies authorised by the State Council, the Company may, depending on its requirements, issue other types of shares.	Article 14 The shares of the Company shall take the form of share certificate. The Company shall have ordinary shares at all times. Upon obtaining approval from the regulatory authorities for companies authorised by the State Council, The Company may, depending on its requirements, issue other types of shares according to the requirements under the relevant laws and administrative regulations.
Article 16 The Company may, upon obtaining approval from the securities regulatory authority under the State Council, issue shares to domestic investors and overseas investors. In this Article, “domestic investors” refer to investors in the PRC who subscribe for shares issued by the Company, and “overseas investors” refer to investors in foreign countries and in Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan who subscribe for shares issued by the Company.	Article 16 The Company may, upon obtaining approval registration at or filing to from the securities regulatory authority under the State Council, issue shares to domestic investors and overseas investors. In this Article, “domestic investors” refer to investors in the PRC who subscribe for shares issued by the Company, and “overseas investors” refer to investors in foreign countries and in Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan who subscribe for shares issued by the Company.

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Before Amendments	After Amendments
Article 18 Upon the examination and approval by the regulatory authority authorised by the State Council, the Company issued a total amount of 219,399,700 domestic invested ordinary shares of a par value of RMB1.00 Yuan each at the time of its establishment. Upon the approval by the State Council's securities regulatory authority, each of the ordinary shares of a par value of RMB1.00 Yuan was split into 10 ordinary shares of a par value of RMB0.1 Yuan each. Therefore, post share split, the total amount of ordinary shares are 2,193,997,000, of which 1,850,971,000 shares are held by Beijing State-owned Assets Management Corporation Limited, 102,832,000 shares are held by Beijing SinoSky Radio, TV & Communication Technology Co., Ltd., 102,832,000 shares are held by Beijing Gehua Cable TV Network Co., Ltd., 52,832,000 shares are held by Post and Telecom Data Network Integration Development Center, 52,832,000 shares are held by Beijing Telecommunications Investment Co., Ltd., and 31,698,000 shares are held by China Financial Data Network Co., Ltd., representing approximately 84.36 percent (84.36%), 4.69 percent (4.69%), 4.69 percent (4.69%), 2.41 percent (2.41%), 2.41 percent (2.41%), and 1.44 percent (1.44%), respectively of the total shares issued by the Company. Upon the approval of the state-owned shares administration authority under the State Council, Beijing State-owned Assets Management Corporation Limited, Post and Telecom Data Network Co., Ltd. and China Financial Data Network Co., Ltd. allocated respectively 67,339,081 shares, 1,922,163 shares and 1,147,665 shares (70,408,909 shares in total) to the Council of the National Social Security Fund. Upon the approval of the securities regulatory authority under the State Council, such 70,408,909 shares were sold to the public when the Company conducted its initial public offering overseas.	Article 18 Upon the examination and approval by the regulatory authority authorised by the State Council, the Company issued a total amount of 219,399,700 domestic invested ordinary shares of a par value of RMB1.00 Yuan each at the time of its establishment. Upon the approval by the State Council's securities regulatory authority, each of the ordinary shares of a par value of RMB1.00 Yuan was split into 10 ordinary shares of a par value of RMB0.1 Yuan each. Therefore, post share split, the total amount of ordinary shares are 2,193,997,000, of which 1,850,971,000 shares are held by Beijing State-owned Assets Management Corporation Limited, 102,832,000 shares are held by Beijing SinoSky Radio, TV & Communication Technology Co., Ltd., 102,832,000 shares are held by Beijing Gehua Cable TV Network Co., Ltd., 52,832,000 shares are held by Post and Telecom Data Network Integration Development Center, 52,832,000 shares are held by Beijing Telecommunications Investment Co., Ltd., and 31,698,000 shares are held by China Financial Data Network Co., Ltd., representing approximately 84.36 percent (84.36%), 4.69 percent (4.69%), 4.69 percent (4.69%), 2.41 percent (2.41%), 2.41 percent (2.41%), and 1.44 percent (1.44%), respectively of the total shares issued by the Company. Upon the approval of the state-owned shares administration authority under the State Council, Beijing State-owned Assets Management Corporation Limited, Post and Telecom Data Network Co., Ltd. and China Financial Data Network Co., Ltd. allocated respectively 67,339,081 shares, 1,922,163 shares and 1,147,665 shares (70,408,909 shares in total) to the Council of the National Social Security Fund. Upon the approval of the securities regulatory authority under the State Council, such 70,408,909 shares were sold to the public when the Company conducted its initial public offering overseas.

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Before Amendments	After Amendments																																										
The Company increased its share capital by issuing additional ordinary shares in the form of 774,498,000 overseas listed foreign invested shares (including 70,408,909 overseas listed foreign invested shares converted from domestic invested shares).	The Company increased its share capital by issuing additional ordinary shares in the form of 774,498,000 overseas listed foreign invested shares (including 70,408,909 overseas listed foreign invested shares converted from domestic invested shares). The names of the initiators at the establishment of the Company, their numbers and proportions of shareholdings, and their way and time of capital contribution are as follows: <table><tr><th>NO.</th><th>Name of the Initiators</th><th>Number of Shareholdings</th><th>Proportion of Shareholdings</th><th>Way of Capital Contribution</th><th>Time of Capital Contribution</th></tr><tr><td>1</td><td>Beijing State-owned Assets Management Corporation Limited</td><td>185,097,100</td><td>84.36%</td><td>Net assets converted into shares</td><td>2000.06.30</td></tr><tr><td>2</td><td>Post and Telecom Data Network Integration Development Center</td><td>5,283,200</td><td>2.41%</td><td>Net assets converted into shares</td><td>2000.06.30</td></tr><tr><td>3</td><td>Beijing Telecommunications Investment Co., Ltd.</td><td>5,283,200</td><td>2.41%</td><td>Net assets converted into shares</td><td>2000.06.30</td></tr><tr><td>4</td><td>Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd.</td><td>10,283,200</td><td>4.69%</td><td>Net assets converted into shares</td><td>2000.06.30</td></tr><tr><td>5</td><td>Beijing Gehua Cable TV Network Co., Ltd.</td><td>10,283,200</td><td>4.69%</td><td>Net assets converted into shares</td><td>2000.06.30</td></tr><tr><td>6</td><td>China Financial Data Network Co., Ltd.</td><td>3,169,800</td><td>1.44%</td><td>Net assets converted into shares</td><td>2000.06.30</td></tr></table>	NO.	Name of the Initiators	Number of Shareholdings	Proportion of Shareholdings	Way of Capital Contribution	Time of Capital Contribution	1	Beijing State-owned Assets Management Corporation Limited	185,097,100	84.36%	Net assets converted into shares	2000.06.30	2	Post and Telecom Data Network Integration Development Center	5,283,200	2.41%	Net assets converted into shares	2000.06.30	3	Beijing Telecommunications Investment Co., Ltd.	5,283,200	2.41%	Net assets converted into shares	2000.06.30	4	Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd.	10,283,200	4.69%	Net assets converted into shares	2000.06.30	5	Beijing Gehua Cable TV Network Co., Ltd.	10,283,200	4.69%	Net assets converted into shares	2000.06.30	6	China Financial Data Network Co., Ltd.	3,169,800	1.44%	Net assets converted into shares	2000.06.30
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5	Beijing Gehua Cable TV Network Co., Ltd.	10,283,200	4.69%	Net assets converted into shares	2000.06.30																																						
6	China Financial Data Network Co., Ltd.	3,169,800	1.44%	Net assets converted into shares	2000.06.30																																						
Article 19 The share capital structure of the Company is as follows: the Company has issued a total of 289,808,609 ordinary shares, of which 212,358,809 shares (73.28% of the total) are domestic invested shares and 77,449,800 shares (26.72% of the total) are overseas listed foreign invested shares. Of the 212,358,809 domestic invested shares, 183,454,176 shares are held by Beijing State owned Assets Management Corporation Limited, 10,283,200 shares are held by Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., 5,283,200 shares are held by Beijing Telecommunications Investment Co., Ltd. and the rest 13,338,233 shares are held by other domestic shareholders.	Article 19 The share capital structure of the Company is as follows: the Company has issued a total of 289,808,609 ordinary shares, of which 212,358,809 shares (73.28% of the total) are domestic invested shares and 77,449,800 shares (26.72% of the total) are overseas listed foreign invested shares. Of the 212,358,809 domestic invested shares, 183,454,176 shares are held by Beijing State owned Assets Management Corporation Limited, 10,283,200 shares are held by Beijing Sino-Sky Radio, TV & Communication Technology Co., Ltd., 5,283,200 shares are held by Beijing Telecommunications Investment Co., Ltd. and the rest 13,338,233 shares are held by other domestic shareholders.																																										

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	Upon approval from the securities regulatory authority of the State Council, the Company initially issued 774,498,000 overseas-listed foreign shares (including 70,408,909 overseas-listed foreign shares converted from domestic shares) to overseas investors, with a par value of RMB0.1 per share. The shares were listed on GEM of the Hong Kong Stock Exchange on 21 December 2001. The Company obtained approval from the China Securities Regulatory Commission on 23 November 2010, and transferred its listing from GEM to Main Board of the Hong Kong Stock Exchange on 21 January 2011. On 28 June 2024, the Company completed a share consolidation, consolidating every 10 shares into one share, with a par value of RMB 1.00 per share.
Article 20 Where the Company’s resolution for issuing overseas listed foreign invested shares or domestic invested shares has been approved by the securities regulatory authority under the State Council, the Board of Directors may arrange for these shares to be issued separately. Under the provision of this Article, the Company’s plans for the issuance of overseas listed foreign invested shares and domestic invested shares may be implemented separately within fifteen (15) months from the date of the approval of the securities regulatory authority under the State Council.	Article 20 Where the Company’s resolution for issuing overseas listed foreign invested shares or domestic invested shares has been approved by the securities regulatory authority under the State Council, the Board of Directors may arrange for these shares to be issued separately. Under the provision of this Article, the Company’s plans for the issuance of overseas listed foreign invested shares and domestic invested shares may be implemented separately within fifteen (15) months from the date of the approval of the securities regulatory authority under the State Council.
/	Article 20 Shares shall be issued in a fair and equal manner and shares of the same class shall carry the same rights. Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by subscribers.

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Article 21 The total number of shares that the Company has resolved to issue respectively, including the oversea listed foreign invested shares and domestic invested shares are required to be fully subscribed in their offering; under special circumstances where they cannot be fully subscribed in their offering, the shares may be issued by installments with the approval of the securities regulatory authority under the State Council.	Article 21 The total number of shares that the Company has resolved to issue respectively, including the oversea listed foreign invested shares and domestic invested shares are required to be fully subscribed in their offering; under special circumstances where they cannot be fully subscribed in their offering, the shares may be issued by installments with the approval of the securities regulatory authority under the State Council.
Article 23 The Company may, depending on its business and development requirements, increase its capital pursuant to the approval required under the relevant provisions of the Articles. The Company may increase its capital by way of: (1) offer of new shares to investors not particularly designated; (2) rights issue to existing shareholders; (3) bonus issue of new shares to existing shareholders; (4) capitalisation of the common reserve fund; and (5) other methods as permitted by laws and administration rules. Where the Company proposes the increasing of its capital by issuing new shares, it shall seek for approval under the relevant provisions of the Articles, and then proceed in accordance with the laws and regulations of the PRC.	Article 223 The Company may, depending on its business and development requirements, increase its capital pursuant to the approval required under the relevant provisions of the Articles. The Company may increase its capital by way of: (1) offer of new shares to investors not particularly designated;public offering of shares; (2) rights issue to existing shareholders;private offering of shares; (3) bonus issue of new bonus shares to existing shareholders; (4) capitalisation of the common reserve fund; and (5) other methods as permitted by laws and administration rules. Where the Company proposes the increasing of its capital by issuing new shares, it shall seek for approval under the relevant provisions of the Articles, and then proceed in accordance with the laws and regulations of the PRC.
Article 24 Subject to contrary provisions in any laws and regulations, the shares of the Company may be transferred freely, clear of any lien.	Article 24 Subject to contrary provisions in any laws and regulations, the shares of the Company may be transferred freely, clear of any lien.

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Article 26 When the Company proposes to reduce its registered capital, it must draw up a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the resolution authorizing the reduction of capital and publish an announcement in newspapers within thirty (30) days from the date of the resolution. Creditors shall, within thirty (30) days of receiving the notice or forty-five (45) days of the publication of the public notice (for those who have not received a notification), have a right to require the Company to settle its debts or to offer corresponding guarantees for their settlement.	Article 264 When the Company proposes to reduce its registered capital, it must draw up a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days of the date of the resolution authorizing the reduction of capital and publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within thirty (30) days from the date of the resolution. Creditors shall, within thirty (30) days of receiving the notice or forty-five (45) days of the publication of the public notice (for those who have not received a notification), have a right to require the Company to settle its debts or to offer corresponding guarantees for their settlement.
Article 27 In the following circumstances, the Company may repurchase the issued shares subject to a resolution in accordance with the provisions of the Articles and with the approval of the relevant regulatory authority under the State Council: (1) to cancel shares for purpose of capital reduction; (2) to amalgamate with another company which holds shares in the Company; (3) to grant incentive shares to staff of the Company; (4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company; and (5) other circumstances which are permitted by laws and regulations.	Article 275 In the following circumstances, the Company may repurchase the issued shares subject to a resolution in accordance with the provisions of the Articles and with the approval of the relevant regulatory authority under the State Council: (1) to cancel shares for purpose of reduce registered capital reduction; (2) to amalgamate with another company which holds shares in the Company; (3) to grant incentive use shares to staff of the Company for employee shareholding scheme or as share incentive; (4) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company; and (5) to use shares for conversion of corporate bonds issued by the Company which are convertible into shares;

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The Company’s purchase of its own shares for any of the reasons as mentioned in items (1) to (3) above shall be subject to a resolution of a general meeting of shareholders. Where the Company purchases its own shares pursuant to the preceding paragraph, shares shall be cancelled within ten (10) days thereafter (in case of the reason mentioned in item (1) applies), or shall be transferred or cancelled within six (6) months thereafter (in case of the reason mentioned in item (2) or (4) applies). Shares purchased by the Company in accordance with item (3) shall not exceed 5% of the total issued shares of the Company. The share purchase shall be funded by the Company’s profits after taxation. Shares so purchased shall be transferred to its staff within 1 year.	(6) necessary for the protection of the Company’s value and the interests of the shareholders; and (7) other circumstances which are permitted by laws and regulations. The Company’s purchase of its own shares for any of the reasons as mentioned in items (1) to (3) item (1), Item (2) above shall be subject to a resolution of a general meeting of shareholders. The purchase of the Company’s shares for reasons specified in item (3), (5), (6) as mentioned above shall be approved by a resolution of a Board meeting attended by more than two-thirds of the Directors as authorized by the general meeting. Where the Company purchases its own shares pursuant to the preceding paragraph, shares shall be cancelled within ten (10) days thereafter (in case of the reason mentioned in item (1) applies), or shall be transferred or cancelled within six (6) months thereafter (in case of the reason mentioned in item (2) or (4) applies). In the event of a purchase of shares made pursuant to item (3), (5) or (6), the total number of the Company’s shares held by the Company shall not exceed ten percent (10%) of the total outstanding shares and shall be transferred or cancelled within three years of the purchase. Shares purchased by the Company in accordance with item (3) shall not exceed 5% of the total issued shares of the Company. The share purchase shall be funded by the Company’s profits after taxation. Shares so purchased shall be transferred to its staff within 1 year.

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Article 28 The Company may, with the approval of the relevant regulatory authority under the State Council, repurchase its shares by one of the means as follows: (1) to make an offer of repurchase to all shareholders in equal proportions; (2) to repurchase through open transactions in stock exchanges; or (3) to repurchase through off-market agreements outside a stock exchange.	Article 286 The Company may, with the approval of the relevant regulatory authority under the State Council, repurchase the Company's shares by one of the means as follows: (1) to make an offer of repurchase to all shareholders in equal proportions; (2) to repurchase through open transactions in stock exchanges; or (3) to repurchase through off-market agreements outside a stock exchange; or (4) other means approved by the national laws, administrative regulations, listing rules of the place where the Company's securities are listed and the relevant competent authorities. Where the Company repurchases its own shares under any of the circumstances stipulated in item (3), (5) or (6) of the first clause under Article 25 of the Articles of Association, such repurchase shall be carried out through public centralized trading.
Article 29 Where the Company proposes to repurchase its shares through an off- market agreement outside a stock exchange, it must seek prior approval of the shareholders in general meeting under the relevant provisions of the Articles. But the Company may rescind or vary an agreement so entered into by the Company or waive any of its rights thereunder with prior approval by the shareholders in general meeting obtained in the way mentioned above. In the preceding Article, an “agreement for the repurchase of shares” includes, but not limited to, an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares.	Article 29 Where the Company proposes to repurchase its shares through an off- market agreement outside a stock exchange, it must seek prior approval of the shareholders in general meeting under the relevant provisions of the Articles. But the Company may rescind or vary an agreement so entered into by the Company or waive any of its rights thereunder with prior approval by the shareholders in general meeting obtained in the way mentioned above. In the preceding Article, an “agreement for the repurchase of shares” includes, but not limited to, an agreement to become obliged to repurchase shares or to acquire the right to repurchase shares.

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The Company shall not assign an agreement on repurchase of its own shares or any rights provided thereunder.	The Company shall not assign an agreement on repurchase of its own shares or any rights provided thereunder.
Article 30 Where the Company cancels its shares as a result of share repurchases, it shall apply to the original company registration authority for alteration of its registered capital. The amount of the Company's registered capital shall be reduced by the par value of the shares cancelled.	Article 30 Where the Company cancels its shares as a result of share repurchases, it shall apply to the original company registration authority for alteration of its registered capital. The amount of the Company's registered capital shall be reduced by the par value of the shares cancelled.
Article 31 Except where the Company is in the course of liquidation, it must comply with the following provisions in repurchasing its own issued shares: (1) Where the Company repurchases its shares at their par value, the amount of the total par value shall be deducted from the Company's distributable profits or out of the proceeds of a fresh issue of shares made for that purpose; (2) Where the Company repurchases its shares at a premium, an amount equivalent to their total par value shall be deducted from the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of their par value shall be effected as follows: (i) if the shares being repurchased were issued at their par value, payment shall be made out of distributable profits of the Company; or (ii) if the shares being repurchased were issued at a premium, payment shall be made out of distributable profits of the Company or the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the Company's capital common reserve account (inclusive of the premiums from the fresh issue);	Article 31 Except where the Company is in the course of liquidation, it must comply with the following provisions in repurchasing its own issued shares: (1) Where the Company repurchases its shares at their par value, the amount of the total par value shall be deducted from the Company's distributable profits or out of the proceeds of a fresh issue of shares made for that purpose; (2) Where the Company repurchases its shares at a premium, an amount equivalent to their total par value shall be deducted from the distributable profits of the Company or out of the proceeds of a fresh issue of shares made for that purpose. Payment of the portion in excess of their par value shall be effected as follows: (i) if the shares being repurchased were issued at their par value, payment shall be made out of distributable profits of the Company; or (ii) if the shares being repurchased were issued at a premium, payment shall be made out of distributable profits of the Company or the proceeds of a fresh issue of shares made for that purpose, provided that the amount paid out of the proceeds of the fresh issue may not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased or the current balance of the Company's capital common reserve account (inclusive of the premiums from the fresh issue);

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(3) Payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company: (i) the acquisition of rights to repurchase shares of the Company; (ii) the variation of any contract to repurchase shares of the Company; or (iii) the release of any of the Company's obligations under any contract to repurchase shares of the Company; and (4) To the extent that shares are repurchased out of an amount deducted from the distributable profits of the Company, the amount of the Company's registered capital reduced under the relevant requirements shall be transferred to the Company's capital reserve account.	(3) Payment by the Company in consideration for the following purposes shall be made out of the distributable profits of the Company: (i) the acquisition of rights to repurchase shares of the Company; (ii) the variation of any contract to repurchase shares of the Company; or (iii) the release of any of the Company's obligations under any contract to repurchase shares of the Company; and (4) To the extent that shares are repurchased out of an amount deducted from the distributable profits of the Company, the amount of the Company's registered capital reduced under the relevant requirements shall be transferred to the Company's capital reserve account.
Article 32 The Company and its subsidiaries shall not at any time give financial assistance in any way to any person acquiring or proposing to acquire shares in the Company. The persons acquiring shares in the Company include those who have incurred, directly or indirectly, any liability for the purpose of acquiring shares in the Company. The Company or its subsidiaries shall not at any time give financial assistance in any way to the persons who have incurred such liability for the purpose of reducing or discharging that liability. This Article is not applicable to the circumstances described in Article 34.	Article 32 The Company and its subsidiaries shall not at any time give financial assistance in any way to any person acquiring or proposing to acquire shares in the Company. The persons acquiring shares in the Company include those who have incurred, directly or indirectly, any liability for the purpose of acquiring shares in the Company. The Company or its subsidiaries shall not at any time give financial assistance in any way to the persons who have incurred such liability for the purpose of reducing or discharging that liability. This Article is not applicable to the circumstances described in Article 34.

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Article 33 In this chapter, financial assistance includes, but not limited to, the following: (1) financial assistance given by way of gift; (2) financial assistance given by means of guarantee (including the provision of an undertaking or property to secure the performance of obligations by the obligor) or indemnity (exclusive of an indemnity in respect of the Company’s own neglect or default), or by way of release or waiver; (3) financial assistance given by means of a loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party to the agreement, or by the novation of, or the assignment of rights arising under, the aforesaid loan or agreement; or (4) any other form of financial assistance given by the Company where the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. In this chapter, incurring a liability includes the incurring of a liability by making an agreement or arrangement (whether enforceable or unenforceable, and whether made on his own account or jointly with any other person) or through changing one’s financial position by any other means.	Article 33 In this chapter, financial assistance includes, but not limited to, the following: (1) financial assistance given by way of gift; (2) financial assistance given by means of guarantee (including the provision of an undertaking or property to secure the performance of obligations by the obligor) or indemnity (exclusive of an indemnity in respect of the Company’s own neglect or default); or by way of release or waiver; (3) financial assistance given by means of a loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party to the agreement, or by the novation of, or the assignment of rights arising under, the aforesaid loan or agreement; or (4) any other form of financial assistance given by the Company where the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. In this chapter, incurring a liability includes the incurring of a liability by making an agreement or arrangement (whether enforceable or unenforceable, and whether made on his own account or jointly with any other person) or through changing one’s financial position by any other means.

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Article 34 The following activities shall not be treated as being prohibited by Article 32: (1) where the Company’s principal purpose in giving that assistance is not to give it for the purpose of any such acquisition, or the giving of the assistance is but an incidental part of some larger purpose of the Company; (2) a lawful distribution of the Company’s assets by way of dividend lawfully declared; (3) an allotment of bonus shares by means of dividend; (4) a reduction of registered capital, a repurchase of shares or a reorganisation of the share structure pursuant to the Articles; (5) the lending of money by the Company in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (but only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, if the assistance is provided out of the Company’s distributable profits); and (6) the provision of money by the Company for contributions to employees’ share schemes (but only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, if the assistance is provided out of the Company’s distributable profits).	Article 34 The following activities shall not be treated as being prohibited by Article 32: (1) where the Company’s principal purpose in giving that assistance is not to give it for the purpose of any such acquisition, or the giving of the assistance is but an incidental part of some larger purpose of the Company; (2) a lawful distribution of the Company’s assets by way of dividend lawfully declared; (3) an allotment of bonus shares by means of dividend; (4) a reduction of registered capital, a repurchase of shares or a reorganisation of the share structure pursuant to the Articles; (5) the lending of money by the Company in the ordinary course of its business, where the lending of money is part of the scope of business of the Company (but only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, if the assistance is provided out of the Company’s distributable profits); and (6) the provision of money by the Company for contributions to employees’ share schemes (but only if the Company has net assets which are not thereby reduced or, to the extent that those assets are thereby reduced, if the assistance is provided out of the Company’s distributable profits);

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/	Article 27 The Company shall not provide gifts, loans, guarantees or other financial aids for others to obtain the shares of the company or the parent company thereof unless it carries out an employee stock ownership scheme or as otherwise stipulated under this Articles or Association. For the benefits of the Company, the Company may, upon a resolution by the general meeting or by the board of directors under the authorization of the general meeting, provide financial aids for others to obtain the shares of the Company or the parent company thereof, provided that the total accumulative amount of the financial aids shall not exceed 10% of the total issued share capital. A resolution by the board of directors shall be passed by two thirds of all the directors. Where the violation of the preceding two paragraphs causes losses to the Company, the liable directors and senior management shall be liable for compensation.
Article 35 The Company's share certificates shall be in registered form. A share certificate of the Company shall, in addition to matters required by the Company Law and the Special Regulations, include any other matters required to be specified by the securities exchange(s) on which the shares are listed.	Article 3258 The Company's share certificates shall be in registered form. The registered depository of the Company's domestic shares is China Securities Depository and Clearing Corporation Limited. A share certificate of the Company shall, in addition to matters required by the Company Law and the Special Regulations, include any other matters required to be specified by the securities exchange(s) on which the shares are listed.

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Article 36 Share certificates shall be signed by the Chairman of the Company’s Board of Directors. Where the signatures of other senior officers of the Company are required by the securities exchange(s) on which the Company’s shares are listed, the share certificates shall also be signed by those senior officers. The shares shall take effect upon affixing the Company’s seal or special securities seal or by printing it thereon with the authority of the Board of Directors. The affixture of the Company’s seal on the shares shall be authorized by the Board of Directors. The signatures of the chairman of the Company’s Board of Directors and senior officers of the Company appearing on the shares may also be printed.	Article 3269 Share certificates shall be signed by the Chairman of the Company’s Board of Directors legal representative. Where the signatures of other senior officers of the Company are required by the securities exchange(s) on which the Company’s shares are listed, the share certificates shall also be signed by those senior officers. The shares shall take effect upon affixing the Company’s seal or special securities seal or by printing it thereon with the authority of the Board of Directors. The affixture of the Company’s seal on the shares shall be authorized by the Board of Directors. The signatures of the chairman of the Company’s Board of Directors legal representative and senior officers of the Company appearing on the shares may also be printed. Under the conditions for paperless issuance and trading of the Company’s shares, the other regulations of the securities regulatory authority or stock exchange where the company’s securities are listed shall apply.

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Article 37 The Company shall keep a register of shareholders to contain the following particulars: (1) the name, address (residence) and occupation or nature of each shareholder; (2) the category and quantity of shares held by each shareholder; (3) the amount paid or payable on the shares of each shareholder; (4) share certificate numbers of the shares held by each shareholder; (5) the date on which each shareholder was registered as a shareholder; and (6) the date on which each shareholder ceased to be a shareholder. The register of shareholders shall be full evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.	Article 307 The Company shall keep a register of shareholders to contain the following particulars: (1) the name, address (residence) and occupation or nature of each shareholder; (2) the category and quantity of shares held by each shareholder; (3) the amount paid or payable on the shares of each shareholder; (43) for share certificates in paper form, the serial share certificate numbers of the shares held by each shareholder certificates; (54) the date on which each shareholder was registered as a shareholder; and (65) the date on which each shareholder ceased to be a shareholder. The register of shareholders shall be full evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.
Article 43 For the purposes of convening a shareholders' general meeting, distributing dividends, liquidation or other activities requiring the determination of who is a shareholder, the Board of Directors shall designate a day to be the record date. Shareholders whose names appear on the share register at the end of that day are the shareholders of the Company.	Article 4336 For the purposes of convening a shareholders'² general meeting, distributing dividends, liquidation or other activities requiring the determination of who is a shareholder, the Board of Directors shall designate a day to be the record registration date. Shareholders whose names appear on the share register at the end of that the registration day are the shareholders of the Company.

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Article 45 Any person who is a registered holder of shares in the Company or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if it appears that the certificate relating to the shares (“the original certificate”) is lost, apply to the Company for a new certificate in respect of such shares (the “relevant shares”). Where holders of domestic invested shares have lost their share certificates and apply for their replacement shall be dealt with under the provisions of Article 143 of the Company Law. Where holders of overseas listed foreign invested shares have lost their share certificates and apply for their replacement may be dealt with in accordance with the laws, securities exchange rules and other relevant requirements of the place at which the original register of holders of overseas listed foreign invested shares is kept. In the case that the Company is to go public in Hong Kong, the issue of replacement certificates to holders of overseas listed foreign invested shares shall comply with the following requirements: (1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or a statutory declaration stating the grounds upon which the application is made, the circumstances for such loss and the evidence thereof, and that no other person shall be entitled to enter his name on the register of shareholders in respect of the relevant shares;	Article 4358 Any person who is a registered holder of shares in the Company or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if it appears that the certificate relating to the shares (“the original certificate”) is lost, apply to the Company for a new certificate in respect of such shares (the “relevant shares”). Where holders of domestic invested shares have lost their share certificates and apply for their replacement shall be dealt with under the regulations in relation to loss of share certificates under provisions of Article 143 of the Company Law. Where holders of overseas listed foreign invested shares have lost their share certificates and apply for their replacement may be dealt with in accordance with the laws; securities exchange rules and other relevant requirements of the place at which the original register of holders of overseas listed foreign invested shares is kept. In the case that the Company is to go public in Hong Kong, the issue of replacement certificates to holders of overseas listed foreign invested shares shall comply with the following requirements: (1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or a statutory declaration stating the grounds upon which the application is made, the circumstances for such loss and the evidence thereof, and that no other person shall be entitled to enter his name on the register of shareholders in respect of the relevant shares;

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(2) no statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement certificate;	(2) no statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement certificate;
(3) the Company shall, if it decides to issue a replacement certificate, publish a notice of its intention in such newspapers or periodicals as prescribed by the Board of Directors. The publication must be made at least once every thirty (30) days in a period of ninety (90) days;	(3) the Company shall, if it decides to issue a replacement certificate, publish a notice of its intention in such newspapers or periodicals as prescribed by the Board of Directors. The publication must be made at least once every thirty (30) days in a period of ninety (90) days;
(4) the Company shall, prior to publication of its notice of intention to issue a replacement certificate, deliver to the securities exchange on which the relevant shares are listed a copy of the notice to be published. The notice may be published upon receiving confirmation from such securities exchange that the notice has been exhibited at its premises, it being a condition that such exhibition shall be for a period of ninety (90) days; In the case of an application made without the consent of the registered holder of the relevant shares, the Company shall send by post a photocopy of the notice to be published to such registered shareholder;	(4) the Company shall, prior to publication of its notice of intention to issue a replacement certificate, deliver to the securities exchange on which the relevant shares are listed a copy of the notice to be published. The notice may be published upon receiving confirmation from such securities exchange that the notice has been exhibited at its premises, it being a condition that such exhibition shall be for a period of ninety (90) days; In the case of an application made without the consent of the registered holder of the relevant shares, the Company shall send by post a photocopy of the notice to be published to such registered shareholder;
(5) if, by the expiration of the 90-day periods referred to in Paragraph (3) and (4) of this Article, the Company has not received notice of any other claim in respect of the relevant shares, the Company may issue a replacement certificate in accordance with the applicant's request;	(5) if, by the expiration of the 90-day periods referred to in Paragraph (3) and (4) of this Article, the Company has not received notice of any other claim in respect of the relevant shares, the Company may issue a replacement certificate in accordance with the applicant's request;

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(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly; and (7) all expenses relating to the cancellation of an original certificate and the issue of a replacement certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant.	(6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly; and (7) all expenses relating to the cancellation of an original certificate and the issue of a replacement certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until reasonable security is provided by the applicant.
Article 48 A shareholder of the Company is a person who legally holds the shares of the Company and who has had his name entered in the register of shareholders. Shareholders enjoy rights and have obligations according to the category and amount of shares held by them. Shareholders holding shares of the same class of shares enjoy equal rights and have same form of obligations. In the case of joint holders, on the death of any one of such joint holders, the survivor(s) shall be the only person or persons recognized by the Company as having any title to any such shares, but the Board of Directors may require such evidence of death as it may deem fit for the purpose of making amendments to the particulars in the register of shareholders. Only the person whose name stands first in the register of shareholders as one of the joint holders of any share shall be entitled to receive the certificate relating to such share, to receive notices from the Company, to attend and exercise all the voting powers attached to such share at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders.	Article 481 A shareholder of the Company is a person who legally holds the shares of the Company and who has had his name entered in the register of shareholders. Shareholders enjoy rights and have obligations according to the category and amount of shares held by them. Shareholders holding shares of the same class of shares enjoy equal rights and have same form of obligations. In the case of joint holders, on the death of any one of such joint holders, the survivor(s) shall be the only person or persons recognized by the Company as having any title to any such shares, but the Board of Directors may require such evidence of death as it may deem fit for the purpose of making amendments to the particulars in the register of shareholders. Only the person whose name stands first in the register of shareholders as one of the joint holders of any share shall be entitled to receive the certificate relating to such share, to receive notices from the Company, to attend and exercise all the voting powers attached to such share at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders.

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Article 49 Holders of ordinary shares of the Company reserve the following rights: (1) to collect dividends and other distributions according to the number of shares held by them; (2) to attend or appoint proxies to attend shareholders' general meetings and to exercise voting rights; (3) to supervise the management of the business operations of the Company and to make recommendations or enquiries; (4) to transfer shares in accordance with laws, regulations and the Articles; (5) to obtain relevant information in accordance with the provisions of the Articles, which shall include: (i) the right to have a copy of the Articles upon payment of a charge to cover costs; and (ii) the right to inspect and copy after payment of reasonable charges: (A) all parts of the register of shareholders; (B) personal particulars of Directors, Supervisors, general managers and other senior officers as follows: (a) present forename and surname and any former forename or surname and any aliases; (b) principal address (residence); (c) nationality; (d) full-time and all other part-time occupations and duties; and	Article 492 Holders of ordinary shares of the Company reserve the following rights: (1) to collect dividends and other distributions according to the number of shares held by them; (2) to attend or appoint proxies to attend shareholders' general meetings and to exercise voting rights; (3) to supervise the management of the business operations of the Company and to make recommendations or enquiries; (4) to transfer, to grant as gift or to pledge shares in accordance with laws, regulations and the Articles; (5) to obtain relevant information in accordance with the provisions of the Articles, which shall include: (i) the right to have a copy of the Articles upon payment of a charge to cover costs; and (ii) the right to inspect and copy after payment of reasonable charges: (A) all parts of the register of shareholders; (B) personal particulars of Directors, Supervisors, general managers and other senior officers as follows: (a) present forename and surname and any former forename or surname and any aliases; (b) principal address (residence); (c) nationality; (d) full-time and all other part-time occupations and duties; and

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(e) identity documents and their relevant numbers; (iii) status of the Company's share capital; (iv) reports showing in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate par value, the number and the maximum and minimum price paid for the shares repurchased; and (v) minutes of shareholders' general meetings; (6) upon termination or liquidation of the Company, the right to participation in the distribution of the Company's remaining assets in proportion to the shares held by them; and (7) other rights conferred by the Articles and relevant laws and regulations. The Company shall not have any right to block or adopt other means to damage any right and interests attached to the shares due to any person who has direct or indirect right interests not disclosing his or her rights and interests.	(e) identity documents and their relevant numbers; (iii) status of the Company's share capital; (iv) reports showing in respect of each class of shares repurchased by the Company since the end of the last financial year, the aggregate par value, the number and the maximum and minimum price paid for the shares repurchased; and (v) minutes of shareholders' general meetings; inspecting and making copy of the Articles of Association, the register of members, minutes of general meetings, resolutions of board meetings and financial accounting report; (6) upon termination or liquidation of the Company, the right to participation in the distribution of the Company's remaining assets in proportion to the shares held by them; and (7) acquiring shares held by shareholders who vote against any resolution proposed at any general meeting on the merger or division of the Company upon their request; (78) other rights conferred by the Articles and relevant laws and regulations.

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	Where a shareholder who separately or collectively holds more than three percents (3%) of shares of the Company for more than one hundred and eighty (180) consecutive days requests to inspect the accounting books and vouchers of the Company, he/she shall submit a written request to the Company stating the purpose. Where the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and vouchers is for an improper purpose that may harm the legitimate interests of the Company, it may refuse to provide access for inspection, and shall reply to the shareholder in writing within fifteen (15) days from the date of the shareholder's written request, stating the reasons therefor. The Company shall not have any right to block or adopt other means to damage any right and interests attached to the shares due to any person who has direct or indirect right interests not disclosing his or her rights and interests.
Article 50 Holders of ordinary shares of the Company have the following obligations: (1) to act in compliance with the Articles; (2) to pay subscription moneys according to the amount of shares subscribed by them and the method of subscription; and (3) to undertake further obligations imposed by laws, regulations and the Articles. A shareholder is not liable to make further contribution to share capital other than as agreed by the subscriber of the relevant shares on subscription.	Article 5043 Holders of ordinary shares Shareholders of the Company have the following obligations: (1) to act in compliance with the Articles; (2) to pay subscription moneys according to the amount of shares subscribed by them and the method of subscription; and (3) not to withdraw shares, except for the cases regulated by laws and regulations; (4) not to abuse the rights of shareholders to damage the interests of the Company or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Company's creditors;

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	(5) to undertake further obligations imposed by laws, regulations and the Articles. Where the Company’s shareholders abuse the rights of shareholders to cause any loss to the Company or other shareholders, they shall assume liability for compensation pursuant to law; where the Company’s shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Company’s creditors, such shareholders shall be jointly liable for the Company’s debts. A shareholder is not liable to make further contribution to share capital other than as agreed by the subscriber of the relevant shares on subscription.
Article 51 In addition to obligations imposed by law, administrative regulations or required by the securities exchange(s) on which shares of the Company are listed, a controlling shareholder (as defined in the following Article) shall not exercise his voting rights in a manner prejudicial to the interests of the shareholders generally or of some of the shareholders of the Company over the following issues: (1) to remove a Director or Supervisor of his duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company’s assets, including without limitation, opportunities which are advantageous to the Company; or	Article 5414 In addition to obligations imposed by law, administrative regulations or required by the securities exchange(s) on which shares of the Company are listed, a controlling shareholder (as defined in the following Article) shall not exercise his voting rights in a manner prejudicial to the interests of the shareholders generally or of some of the shareholders of the Company over the following issues: (1) to remove a Director or Supervisor of his duty to act honestly in the best interests of the Company; (2) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company’s assets, including without limitation, opportunities which are advantageous to the Company; or

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(3) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including without limitation, rights to distributions and voting rights, save and except where it was done pursuant to a restructuring submitted to and approved by the shareholders' general meeting in accordance with these Articles.	(3) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including without limitation, rights to distributions and voting rights, save and except where it was done pursuant to a restructuring submitted to and approved by the shareholders' general meeting in accordance with these Articles.
Article 52 In the preceding Article, controlling shareholder refers to a person who meets any one of the following conditions: (1) he alone or acting in concert with others has the power to elect more than half of the Board of Directors; (2) he alone or acting in concert with others has the power to exercise or to control the exercise of thirty 30 percent (30%). or more of the voting rights in the Company; (3) he alone or acting in concert with others holds thirty 30 percent (30%). or more of the issued and outstanding shares of the Company; (4) he alone or acting in concert with others in any other manner controls the Company in fact.	Article 5425 In the preceding Article, controlling shareholder, where the Company Law and the relevant laws and regulations of the PRC apply, mean shareholders whose shares account for more than fifty percent (50%) of the Company's total share capital, or shareholders who hold less than fifty percent (50%) of the shares, but whose voting rights are sufficient to exercise significant influence on the resolutions of the general meeting. Where the Listing Rules and the laws and regulations of Hong Kong, China apply, controlling shareholder shall refers to a person who meets any one of the following conditions: (1) he alone or acting in concert with others has the power to elect more than half of the Board of Directors; (2) he alone or acting in concert with others has the power to exercise or to control the exercise of thirty 30 percent (30%). or more of the voting rights in the Company; (3) he alone or acting in concert with others holds thirty 30 percent (30%). or more of the issued and outstanding shares of the Company; (4) he alone or acting in concert with others in any other manner controls the Company in fact.

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	The controlling shareholders and de facto controllers of the Company shall bear faithful obligations to the Company. The controlling shareholders shall exercise the contributors' rights strictly following the law, and shall not damage the legal rights and interests of the Company and other shareholders through profit distribution, assets reorganization, external investment, occupation of funds, loan guarantee, etc. and shall not utilize their controlling status to damage the benefits of the Company and other shareholders. The controlling shareholders and de facto controllers who violate the relevant laws, regulations and this Articles of Association and cause losses to the Company and other shareholders shall bear the liability for compensation.
Article 54 The shareholders' general meeting shall exercise the following powers: (1) to decide on the Company's business policies and investment plans; (2) to elect and replace Directors and to decide on matters relating to remuneration of Directors; (3) to elect and replace those Supervisors who shall according to the Articles be appointed from amongst the shareholders' representatives, and to decide on matters relating to the remuneration of Supervisors; (4) to consider and approve reports of the Board of Directors; (5) to consider and approve reports of the Board of Supervisors; (6) to consider and approve the Company's annual financial budget and final accounts;	Article 5447 The shareholders' general meeting shall exercise the following powers: (1) to decide on the Company's business policies and investment plans; (21) to elect and replace non-employee representative Directors and to decide on matters relating to remuneration of non-employee representative Directors; (3) to elect and replace those Supervisors who shall according to the Articles be appointed from amongst the shareholders' representatives, and to decide on matters relating to the remuneration of Supervisors; (42) to consider and approve reports of the Board of Directors; (5) to consider and approve reports of the Board of Supervisors; (6) to consider and approve the Company's annual financial budget and final accounts;

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(7) to consider and approve the Company’s profit distribution proposals and proposals for making up losses; (8) to resolve on the increase or reduction of the Company’s registered capital; (9) to resolve on matters such as merger, division, dissolution and liquidation of the Company; (10) to resolve on the issuance of debentures by the Company; (11) to resolve on the appointment, removal or non-renewal of the services of an auditor for the Company; (12) to amend the Articles; (13) to consider and approve proposals submitted by shareholders representing more than three percent (including 3%) of voting shares of the Company; and (14) to resolve other matters which are required by laws, administrative regulations and the Articles to be resolved by the shareholders’ general meeting.	(7) to consider and approve the Company’s profit distribution proposals and proposals for making up losses; (8) to resolve on the increase or reduction of the Company’s registered capital; (9) to resolve on matters such as merger, division, dissolution and, liquidation or alteration of corporate form of the Company; (10) to resolve on the issuance of debentures by the Company; (11) to resolve on the appointment, removal or non-renewal of the services of an auditor for the Company; (12) to amend the Articles; (13) to consider and approve proposals submitted by shareholders representing individually or collectively more than three percent (including 3%) more than one percent (1%) of voting shares shares of the Company; (10) to consider and approve matters relating to the provisions of external guarantees with an amount of more than 30% of the latest audited total assets of the Company within 1 year, and external guarantee affairs that should be considered and approved by the general meeting as stipulated in the laws, regulations and the securities regulatory rules applicable to the Company;

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	(11) to consider and approve financial aids, related-party transactions and significant transactions which shall be approved at the general meeting in accordance with the laws, regulations, and the securities regulatory rules applicable to the Company; (12) to resolve other matters which are required by laws, administrative regulations and the Articles to be resolved by the shareholders' general meeting. The general meeting may authorize: (1) the board of directors to make a resolution on the issuance of corporate bonds; (2) the board of directors to decide to issue shares not exceeding fifty percent of the issued shares within three years. However, any capital contribution made in the form of non-monetary property shall be subject to a resolution of the general meeting. If the board of directors decides to issue bonds or new shares, the board of directors' resolution shall be approved by more than two-thirds of all directors. If the board of directors decides to issue shares in accordance with the provisions of the preceding paragraph, resulting in a change in the company's registered capital or the number of issued shares, the amendment of the relevant record in the Company's articles of association does not require a vote of the general meeting.
Article 55 The Company shall not enter into any contract with any person other than a Director, Supervisor, general manager or other senior officers of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the prior approval of shareholders in a general meeting.	Article 5458 The Company shall not enter into any contract with any person other than a Director, Supervisor, general manager or other senior officers of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the prior approval of shareholders in a general meeting.

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Article 56 Shareholders’ general meetings can be annual general meetings or extraordinary general meetings. Shareholders’ general meetings shall be convened by the Board of Directors. The annual shareholders’ general meeting shall be convened once a year, and shall take place within six (6) months of the end of the previous financial year. The Board of Directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following circumstances: (1) where the number of Directors is less than the number stipulated in the Company Law or is no more than two-thirds (2/3) of the number required by the Articles; (2) where the accrued losses of the Company amount to one-third (1/3) of its total paid-up capital; (3) where shareholders holding ten percent (10%) or more of the Company’s issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting; (4) where the Board of Directors considers it necessary or the Board of Supervisors proposes to call for such a meeting; or (5) where two (2) or more independent Directors make a call for an extraordinary general meeting.	Article 5469 Shareholders’ gGeneral meetings can be annual general meetings or extraordinary general meetings. Shareholders’ gGeneral meetings shall be convened by the Board of Directors. The annual shareholders’ general meeting shall be convened once a year, and shall take place within six (6) months of the end of the previous financial year. The Board of Directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following circumstances: (1) where the number of Directors is less than the number stipulated in the Company Law or is no more than two-thirds (2/3) of the number required by the Articles; (2) where the accrued losses of the Company amount to one-third (1/3) of its total paid-up capital; (3) where shareholders, individually or collectively, holding more than ten percent (10%) or more of the Company’s issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting; (4) where the Board of Directors considers it necessary or the Board of Supervisors audit committee proposes to call for such a meeting; or (5) where two (2) or more independent Directors make a call for an extraordinary general meeting.

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Article 58 Shareholders holding more than three percent (including 3%) of total voting shares of the Company are entitled to propose a provisional proposal and submit it to the convener in writing ten (10) days before the date of the general meeting. In respect of proposals which relate to the scope of duties of the general meeting, the convener shall serve a supplementary notice of the general meeting within two (2) days after receiving the proposal and announce the content of the provisional proposal and include the proposal in the agenda of such meeting.	Article 581 Shareholders, individually or collectively, holding more than three one percent (1%) (including 3%) of total voting shares of the Company are entitled to propose a provisional proposal and submit it to the convener in writing ten (10) days before the date of the general meeting. Clear agenda and specific resolutions shall be stated in the provisional proposal. In respect of proposals which relate to the scope of duties of the general meeting, the convener shall serve a supplementary notice of the general meeting within two (2) days after receiving the proposal and announce the content of the provisional proposal and include the proposal in the agenda of such meeting-, except for the provisional proposals that violate the regulations of laws, administrative regulations or the Company's articles of association, or are beyond the scope of the general meeting's authority.
Article 60 Notice of meeting of shareholders shall: (1) be in writing; (2) be in specific place, date and time of the meeting; (3) state the motions to be discussed at the meeting; (4) provide such information and description as are necessary for the shareholders to exercise an informed judgment on the proposals before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganise its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such a proposal must be properly explained;	Article 6053 Notice of meeting of shareholders shall: (1) be in writing; (2) be in specific place, date and time of the meeting; (3) state the motions to be discussed at the meeting; (4) provide such information and description as are necessary for the shareholders to exercise an informed judgment on the proposals before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganise its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such a proposal must be properly explained;

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(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, Supervisor, general manager or other senior officer in the transaction proposed and the effect of the proposed transaction on him in his capacity as shareholder in so far as it is different from the effect on the other shareholders of the same class; (6) contain the full text of any special resolution proposed for the meeting; (7) contain a specific statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder; and (8) state the time within which and the address to which the relevant instruments appointing the proxies for the meeting are to be delivered.	(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, Supervisor, general manager or other senior officer in the transaction proposed and the effect of the proposed transaction on him in his capacity as shareholder in so far as it is different from the effect on the other shareholders of the same class; (6) contain the full text of any special resolution proposed for the meeting; (7) contain a specific statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder; and (8) state the time within which and the address to which the relevant instruments appointing the proxies for the meeting are to be delivered. (9) the shareholding record date for determining shareholders who are entitled to attend the general meeting; and (10) the name and telephone number of the contact persons who handles the meeting affairs. The interval between the shareholding record date and the date of the meeting shall not exceed 7 business days. Once confirmed, the shareholding record date shall not be changed.
Article 64 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a legal person, it shall be under seal or under the hand of a Director or attorney duly authorised. The instrument shall specify the number of shares which the proxy will represent.	Article 6547 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a legal person, it shall be under seal or under the hand of a Director or attorney duly authorised. The instrument shall specify the number of shares which the proxy will represent, the relevant matters, scope of authorization.

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Article 68 Resolutions of a shareholders’ general meeting can be ordinary resolutions or special resolutions. An ordinary resolution of a shareholders’ general meeting shall be passed by an affirmative vote of more than half of the Company’s total voting shares being held by the shareholders who are present at the meeting (including proxies). A special resolution of a shareholders’ general meeting shall be passed by an affirmative vote of more than two-thirds (2/3) of the Company’s total voting shares being held by the shareholders who are present at the meeting (including proxies).	Article 681 Resolutions of a shareholders’² general meeting can be ordinary resolutions or special resolutions. An ordinary resolution of a shareholders’² general meeting shall be passed by an affirmative vote of more than half of the Company’s total voting shares being held by the shareholders who are present at the meeting (including proxies). A special resolution of a shareholders’² general meeting shall be passed by an affirmative vote of more than two-thirds (2/3) of the Company’s total voting shares being held by the shareholders who are present at the meeting (including proxies).
Article 69 Shareholders (including proxies) who vote at the shareholders’ general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries the right to one vote. Where Rules Governing the Listing of Securities on the Main Board (“Listing Rules”) requires any shareholder to abandon his or her voting on specific resolution, or restricts any shareholder to vote for or against specific resolution, any vote of the shareholder or his or her proxy against the relevant requirement or restriction shall not be included.	Article 692 Shareholders (including proxies) who vote at the shareholders’² general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries the right to one vote. Where Rules Governing the Listing of Securities on the Main Board (“Listing Rules”) requires any shareholder to abandon his or her voting on specific resolution, or restricts any shareholder to vote for or against specific resolution, any vote of the shareholder or his or her proxy against the relevant requirement or restriction shall not be included.
Article 73 The following matters shall be resolved by way of ordinary resolution of the shareholders’ general meeting: (1) work reports of the Board of Directors and the Board of Supervisors; (2) profit distribution proposals and proposals for making up losses formulated by the Board of Directors;	Article 7636 The following matters shall be resolved by way of ordinary resolution of the shareholders’² general meeting: (1) work reports of the Board of Directors and the Board of Supervisors; (2) profit distribution proposals and proposals for making up losses formulated by the Board of Directors;

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(3) appointment and removal of members of the Board of Directors and the Board of Supervisors and their remuneration and methods of payment; (4) the Company's annual financial budget, final accounts, balance sheet, profit and loss account and other financial statements; and (5) matters other than those which are required by laws, administrative regulations or the Articles to be adopted by way of special resolutions.	(3) appointment and removal of members of the Board of Directors and the Board of Supervisors and their remuneration and methods of payment; (4) the Company's annual financial budget, final accounts, balance sheet, profit and loss account and other financial statements; and (5) matters other than those which are required by laws, administrative regulations or the Articles to be adopted by way of special resolutions.
Article 74 The following matters shall be resolved by way of special resolution of the shareholders' general meeting: (1) increase or reduction of the Company's share capital and the issuance of shares of any class, warrants and other similar securities; (2) issuance of debentures by the Company; (3) division, merger, dissolution and liquidation of the Company (4) amendment of the Articles; and (5) other matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by way of a special resolution.	Article 7647 The following matters shall be resolved by way of special resolution of the shareholders' general meeting: (1) increase or reduction of the Company's share capital and the issuance of shares of any class, warrants and other similar securities; increase or reduction of registered capital; (2) issuance of debentures by the Company; (3) division, merger, dissolution and liquidation of the Company (4) amendment of the Articles;and (5) to consider and approve matters relating to the provisions of external guarantees with an amount of more than 30% of the latest audited total assets of the Company within 1 year, and external guarantee affairs that should be considered and approved by the general meeting as stipulated in the laws, regulations and the securities regulatory rules applicable to the Company;

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	(6) other matters relating to significant transactions which shall be approved at the general meeting; (7) other matters which, according to an ordinary resolution of the shareholders² general meeting, may have a significant impact on the Company and require adoption by way of a special resolution.
/	Article 68 Shareholders who individually or collectively hold more than ten percent (10%) of the Company's shares may propose in writing that the board of directors convene an extraordinary general meeting. Prior to the public announcement of the general meeting resolution, the shareholding percentage of shareholders convening the meeting, in aggregate, must not be less than ten percent (10%). If shareholders convene a shareholders' meeting on their own initiative in accordance with the law, the Company's Board and the Board's secretary shall cooperate and fulfill their information disclosure obligations in a timely manner.

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Article 76 A shareholders' general meeting shall be convened by the Board of Directors and presided over and chaired by the chairman of the Board. If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.	Article 7706 A shareholders' general meeting shall be convened by the Board of Directors and presided over and chaired by the chairman of the Board. If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman. If the Board is unable or fails to perform the duties for convening the general meeting, the audit committee shall convene and preside over the meeting; if the audit committee does not convene and preside over the meeting, the shareholders holding, individually or collectively, more than ten percents (10%) of the shares of the Company for more than ninety consecutive days may convene and preside over the meeting on their own initiative. The general meeting convened by shareholders on their own initiative shall be presided over by the representative elected by the convener.

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/	Article 75 The Company shall formulate the Rules and Procedures for General Meetings which shall set out in details the procedures of convention and voting in respect of the general meeting, including notices, registration, consideration and approval for proposals, voting, vote counting, announcement on voting results, formation of the resolution, meeting minutes and signing, and the principles of authorization granted to the Board at the general meeting. The Rules and Procedures for General Meetings shall be attached to this Articles of Association as an appendix, prepared by the Board, and approved at the general meeting.
Article 89 The Company shall established the committee of the Communist Party of China of Capinfo Company Limited (the “Party Committee”) and the Committee of the Communist Party of China for Discipline Inspection of Capinfo Company Limited (the “Discipline Committee”). In principle, the secretary of the Party Committee and the chairman of the Board shall be assumed by one person, and one full-time deputy secretary shall be designated in charge of party building work. Eligible members of the Party Committee can join the board of directors, the board of management through legal procedures, while eligible Party members of the board of directors, the board of management can also join the Party Committee in accordance with relevant rules and procedures. The number of positions of secretary, deputy secretary and committee members of the Party Committee and the Discipline Committee shall be established in accordance with the reply given by the superior party committee, and members for all positions shall be selected by election. During the adjournment of the party representative congress, the superior party committee may appoint the secretary, deputy secretary of the Party Committee and the secretary of the Discipline Committee as necessary.	Article 8894 The Company shall established the committee of the Communist Party of China of Capinfo Company Limited (the “Party Committee”) and the Committee of the Communist Party of China for Discipline Inspection of Capinfo Company Limited (the “Discipline Committee”). In principle, the secretary of the Party Committee and the chairman of the Board shall be assumed by one person, and one full-time deputy secretary shall be designated in charge of party building work. Eligible members of the Party Committee can join the board of directors, the board of management through legal procedures, while eligible Party members of the board of directors, the board of management can also join the Party Committee in accordance with relevant rules and procedures. The number of positions of secretary, deputy secretary and committee members of the Party Committee and the Discipline Committee shall be established in accordance with the reply given by the superior party committee, and members for all positions shall be selected by election. During the adjournment of the party representative congress, the superior party committee may appoint the secretary, deputy secretary of the Party Committee and the secretary of the Discipline Committee as necessary.

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Article 91 The Company shall establish a Board of Directors. The Board of Director shall comprise twelve (12) Directors, including at least three (3) independent Directors, at least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with GEM Listing Rule. Independent Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven (11) Directors. The external Directors (namely, who do not hold a position in the Company, including independent Directors) shall comprise one half or more of the Board of Directors.	Article 9816 The Company shall establish a Board of Directors. The Board of Director shall comprise twelve (12) Directors, including one(1) employee representative director, including at least three (3) independent Directors, at least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with GEMthe Listing Rules. Independent Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven (11) Directors. The external Directors (namely, who do not hold a position in the Company, including independent Directors) shall comprise more than one half or more of the Board of Directors.
Article 93 The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers: (1) to be responsible for convening shareholders’ general meetings and to report on its work to the shareholders’ general meeting; (2) to implement resolutions of the shareholders’ general meeting; (3) to decide on the Company’s business plans and investment proposals; (4) to formulate the Company’s annual financial budget and final accounts; (5) to formulate the Company’s profit distribution proposals and proposals for making up losses;	Article 9838 The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers: (1) to be responsible for convening shareholders’ general meetings and to report on its work to the shareholders’ general meeting; (2) to implement resolutions of the shareholders’ general meeting; (3) to decide on the Company’s business plans and, investment proposals; (4) to formulateddetermine the Company’s annual financial budget and final accounts; (5) to formulate the Company’s profit distribution proposals and proposals for making up losses;

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(6) to formulate proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of debentures of the Company; (7) to draft proposals for the merger, division or dissolution of the Company; (8) to decide on the establishment of the Company's internal management organization; (9) to appoint or remove the Company's general manager, and to appoint or remove the deputy general manager (or deputy general managers) and other senior officers based on the recommendations of the general manager, and to decide on their remuneration; (10) to formulate the Company's basic management system; (11) to formulate proposals for any amendment of the Articles; and (12) to exercise other duties and rights as stipulated in laws, regulations or the Articles of Association and as authorised in a general meeting. Except in relation to items (6), (7), and (11) which require the affirmative vote of more than two-thirds (2/3) of the Directors, resolutions on any other items may be approved by the affirmative vote of more than half of the Directors. The Board of Directors shall be independent of the controlling shareholder of the Company and shall not be controlled by the board of directors of the controlling shareholder.	(6) to formulate proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of debentures of the Company; (7) to draftformulate proposals for the merger, division or dissolution or alteration of corporate form of the Company; (8) to decide on the establishment of the Company's internal management organization; (9) to appoint or remove the Company's general manager, and to appoint or remove the deputy general manager (or deputy general managers) and other senior officers based on the recommendations of the general manager, and to decide on their remuneration; (10) to formulate the Company's basic management system; (11) to draftformulate proposals for any amendment of the Articles; and (12) to consider and approve the Company's significant external guarantees, investments, asset acquisitions and disposals, asset mortgages, entrusted asset management, related party transactions, external donations, etc. in accordance with laws, regulations, securities regulatory rules applicable to the Company or authorization of the general meeting; (13) to discuss and evaluate whether the corporate governance mechanism provides appropriate protection and equal rights to all shareholders, and whether the corporate governance structure is reasonable and effective;

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Where the above duties involve any of the significant events or issues referred to under Article 90, it shall be decided by the Board of Directors after deliberation by the Party Committee.	(14)(12) to exercise other duties and rights as stipulated in laws, regulations or the Articles of Association and as authorised in a general meeting. Except in relation to items (6), (7), and (11) which require the affirmative vote of more than two-thirds (2/3) of the Directors, resolutions on any other items may be approved by the affirmative vote of more than half of the Directors, except otherwise required under the laws, regulations or this Articles of Association. The Board of Directors shall be independent of the controlling shareholder of the Company and shall not be controlled by the board of directors of the controlling shareholder. Where the above duties involve any of the significant events or issues referred to under the section headed “Party Committee”Article 90, it shall be decided by the Board of Directors after deliberation by the Party Committee.
Article 94 Where there is a disposition of fixed assets by the Board of Directors and the aggregate of the expected value of the consideration for the proposed disposition and the value of the consideration for any disposition of fixed assets made in the four (4) months immediately preceding the proposed disposition exceeds thirty-three per cent (33%) of the value of the fixed assets as shown in the last balance sheet placed before the shareholders in general meeting, the Board of Directors shall not dispose or agree to dispose of the fixed assets without the prior approval of shareholders in general meeting.	Article 94 Where there is a disposition of fixed assets by the Board of Directors and the aggregate of the expected value of the consideration for the proposed disposition and the value of the consideration for any disposition of fixed assets made in the four (4) months immediately preceding the proposed disposition exceeds thirty-three per cent (33%) of the value of the fixed assets as shown in the last balance sheet placed before the shareholders in general meeting, the Board of Directors shall not dispose or agree to dispose of the fixed assets without the prior approval of shareholders in general meeting.

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In this Article, disposition of fixed assets includes an act involving transfer of an interest in property other than by way of security. The validity of a disposition by the Company shall not be affected by a breach of the first paragraph of this Article.	In this Article, disposition of fixed assets includes an act involving transfer of an interest in property other than by way of security. The validity of a disposition by the Company shall not be affected by a breach of the first paragraph of this Article.
Article 96 Regular Board meetings are required to be held at least four (4) times every year. A board meeting shall be convened by the chairman of the board and a relevant notice shall be given to all directors fourteen (14) days before the meeting date. In case of emergency matters, an extraordinary board meeting may be proposed by shareholders representing more than one tenth of the voting rights, three (3) or more directors, two (2) or more independent directors, the Party Committee of the Company, the supervisory committee, the chairman of the board or the general manager of the Company. Notice of meeting shall be served to all directors at least 5 days before an extraordinary board meeting. Such notice can be waived where half of all the directors of the Company consent to the extraordinary board meeting, and such meeting may, in accordance to the needs, be held by way of a timely board meeting or by written resolutions.	Article 9906 Regular Board meetings are required to be held at least four (4) times every year. A board meeting shall be convened by the chairman of the board and a relevant notice shall be given to all directors fourteen (14) days before the meeting date. In case of emergency matters, an extraordinary board meeting may be proposed by shareholders representing more than one tenth of the voting rights, three (3) or more directors, two (2) or more independent directors, the Party Committee of the Company, the supervisory committee, the audit committee, the chairman of the board or the general manager of the Company. Notice of meeting shall be served to all directors at least 5 days before an extraordinary board meeting. Such notice can be waived where half of all the directors of the Company consent to the extraordinary board meeting, and such meeting may, in accordance to the needs, be held by way of a timely board meeting or by written resolutions.
Article 98 Any meeting, regular or extraordinary, of the Board, may be held by means of telephone conference or similar communication equipment so long as all Directors participating in such meeting can hear and communicate with one another, and all such Directors shall be deemed to be present in person at the meeting.	Article 9982 Any meeting, regular or extraordinary, of the Board, may be held by means of telephone conference or similar communication equipment so long as all Directors participating in such meeting can hear and communicate with one another, and all such Directors shall be deemed to be present in person at the meeting.

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Article 99 Meetings of the Board of Directors may be held only if half or more of the Directors or their representatives are in attendance. Each Director shall have the right to one vote. The Board may pass resolutions only upon a majority vote. If one quarter (1/4) or more of the Directors or two (2) or more of the external Directors believe that there is insufficient information or that the argument are inconclusive, they may jointly propose that the Board meeting be postponed or that some of the matters to be discussed at the Board meeting be discussed at a later time. In such circumstances, the Board of Directors shall accept the proposal.	Article 9993 Meetings of the Board of Directors may be held only if half or more more than half of the Directors or their representatives are in attendance. Each Director shall have the right to one vote. The Board may pass resolutions only upon a majority vote. If more than one quarter (1/4) or more of the Directors or more than two (2) or more of the external Directors believe that there is insufficient information or that the argument are inconclusive, they may jointly propose that the Board meeting be postponed or that some of the matters to be discussed at the Board meeting be discussed at a later time. In such circumstances, the Board of Directors shall accept the proposal.
Article 101 For matters which would otherwise need to be approved at a special meeting of Directors, in lieu of a meeting of the Board, a written resolution may be adopted by the board if such resolution is sent to all members of the board and affirmatively signed and adopted by the number of Directors necessary to make such a decision as stipulated in Article 93.	Article 10195 For matters which would otherwise need to be approved at a special meeting of Directors, in lieu of a meeting of the Board, a written resolution may be adopted by the board if such resolution is sent to all members of the board and affirmatively signed and adopted by the number of Directors necessary to make such a decision as stipulated in Article 93 this Articles of Association.
/	Article 97 The Board shall formulate the "Rules and Procedures for Meetings of the Board" to ensure that the Board implements resolutions of the general meetings, improves work efficiency, and ensures sound decision-making. The Rules and Procedures for Meetings of the Board shall be an annex to these Articles of Association and shall be prepared by the Board and approved by the general meeting.

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Article 104 The secretary to the board of the Company shall be a natural person with required professional knowledge and experience, and shall be appointed by the board. Primary responsibilities of the secretary to the board are: (1) to organise and prepare for general meetings and board meetings; to prepare documents for such meetings; to make relevant arrangements for meetings, to be responsible for taking minutes; to ensure the accuracy of minutes; to keep documents and minutes of meetings and to actively learn about the implementation of relevant resolutions; and to report and make recommendations to the board on important issues being implemented; (2) to ensure that important decisions of the board will be implemented in strict compliance with required procedures; at the request of the board, to take part in, and organise the consultation and analysis of issues to be decided by the board and provide advice and recommendations thereon; and to carry out daily routine of the board and its relevant committees upon authorisation; (3) to act as the contact person of the Company with securities regulatory authorities; to be responsible for the organisation, preparation and timely submission of documents required by regulatory authorities; and to be responsible for undertaking, organising and completing tasks delegated by regulatory authorities; (4) to be responsible for coordinating and organising the Company’s information disclosure, setting up a sound information disclosure system and participating in all meetings of the Company in relation to information disclosure; and to gain in a timely manner knowledge of important business decisions and relevant information of the Company;	Article 10499 The secretary to the board of the Company shall be a natural person with required professional knowledge and experience, and shall be appointed by the board. Primary responsibilities of the secretary to the board are: (1) to organise and prepare for general meetings and board meetings; to prepare documents for such meetings; to make relevant arrangements for meetings, to be responsible for taking minutes; to ensure the accuracy of minutes; to keep documents and minutes of meetings and to actively learn about the implementation of relevant resolutions; and to report and make recommendations to the board on important issues being implemented; (2) to ensure that important decisions of the board will be implemented in strict compliance with required procedures; at the request of the board, to take part in, and organise the consultation and analysis of issues to be decided by the board and provide advice and recommendations thereon; and to carry out daily routine of the board and its relevant committees upon authorisation; (3) to act as the contact person of the Company with securities regulatory authorities; to be responsible for the organisation, preparation and timely submission of documents required by regulatory authorities; and to be responsible for undertaking, organising and completing tasks delegated by regulatory authorities; (4) to be responsible for coordinating and organising the Company’s information disclosure, setting up a sound information disclosure system and participating in all meetings of the Company in relation to information disclosure; and to gain in a timely manner knowledge of important business decisions and relevant information of the Company;

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(5) to be responsible for keeping price-sensitive information of the Company confidential and formulating effective confidentiality rules and measures; in case of a leakage of price-sensitive information of the Company for whatever reasons, to take necessary remedial measures, make prompt explanation and clarification and notify regulatory authorities of domestic and overseas jurisdictions where the Company is listed;	(5) to be responsible for keeping price-sensitive information of the Company confidential and formulating effective confidentiality rules and measures; in case of a leakage of price-sensitive information of the Company for whatever reasons, to take necessary remedial measures, make prompt explanation and clarification and notify regulatory authorities of domestic and overseas jurisdictions where the Company is listed;
(6) to be responsible for organising marketing activities, coordinating reception of visits to the Company, dealing with investor relationships, maintaining contact with investors, intermediaries and the media; to be responsible for coordinating and answering questions raised by the public; to ensure investors can promptly obtain information disclosed by the Company; to organise and prepare for marketing and promotion activities within and outside the PRC; and to organise the reporting of the same to regulatory authorities of domestic and overseas jurisdictions where the Company is listed;	(6) to be responsible for organising marketing activities, coordinating reception of visits to the Company, dealing with investor relationships, maintaining contact with investors, intermediaries and the media; to be responsible for coordinating and answering questions raised by the public; to ensure investors can promptly obtain information disclosed by the Company; to organise and prepare for marketing and promotion activities within and outside the PRC; and to organise the reporting of the same to regulatory authorities of domestic and overseas jurisdictions where the Company is listed;
(7) to be responsible for administering and keeping the Company’s register of members, registers of directors, records of shareholdings of major shareholders and directors and list of holders of outstanding debentures of the Company; and to be permitted to keep the common seal and to establish comprehensive measures for the management of the common seal;	(7) to be responsible for administering and keeping the Company’s register of members, registers of directors, records of shareholdings of major shareholders and directors and list of holders of outstanding debentures of the Company; and to be permitted to keep the common seal and to establish comprehensive measures for the management of the common seal;
(8) to assist directors and managers in exercising their powers as per domestic and foreign laws, regulations, the Articles of Association and other relevant regulations; and to serve a prompt reminder after becoming aware of resolutions or possible resolutions in breach of relevant regulations and to have the right to report the case to regulatory authorities of domestic and overseas jurisdictions where the Company is listed;	(8) to assist directors and managers in exercising their powers as per domestic and foreign laws, regulations, the Articles of Association and other relevant regulations; and to serve a prompt reminder after becoming aware of resolutions or possible resolutions in breach of relevant regulations and to have the right to report the case to regulatory authorities of domestic and overseas jurisdictions where the Company is listed;

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(9) to coordinate the provision of necessary information to facilitate the Company’s supervisory committee and other auditing bodies in performing their supervisory duties; and to assist in the investigations as to whether the Company’s directors, managers and financial controllers have performed their fiduciary duties; and (10) to perform other functions and powers conferred by laws and regulations, the Articles of Association and the board and as required in domestic and overseas jurisdictions where the Company is listed.	(9) to coordinate the provision of necessary information to facilitate the Company’s supervisory committee audit committee of the Board and other auditing bodies in performing their supervisory duties; and to assist in the investigations as to whether the Company’s directors, managers and financial controllers have performed their fiduciary duties; and (10) to perform other functions and powers conferred by laws and regulations, the Articles of Association and the board and as required in domestic and overseas jurisdictions where the Company is listed.
Article 107 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers: (1) to be in charge of production, operation and management of the Company, and to organise the implementation of the resolutions of the Board of Directors; (2) to organise the implementation of the Company’s annual business plans and investment plans; (3) to draft the plan for establishment of the Company’s internal management organization; (4) to draft the Company’s basic management system; (5) to formulate the basic rules and regulations of the Company; (6) to request the appointment or dismissal of the Company’s deputy general manager (or deputy general managers) and other senior officers; (7) to appoint or dismiss management personnel other than those to be appointed or dismissed by the Board of Directors; and	Article 1072 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers: (1) to be in charge of production, operation and management of the Company, and to organise the implementation of the resolutions of the Board of Directors; (2) to organise the implementation of the Company’s annual business plans and investment plans; (3) to draft the plan for establishment of the Company’s internal management organization; (4) to draft the Company’s basic management system; (5) to formulate the basic specific rules and regulations of the Company; (6) to request the appointment or dismissal of the Company’s deputy general manager (or deputy general managers) and other senior officers; (7) to appoint or dismiss management personnel other than those to be appointed or dismissed by the Board of Directors; and

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(8) to exercise other functions and powers conferred by the Board of Directors and the Articles. Where the above duties involve any of the significant events or issues referred to under Article 90, it shall be decided by the Board of Directors after deliberation by the Party Committee.	(8) to exercise other functions and powers conferred by the Board of Directors and the Articles. Where the above duties involve any of the significant events or issues referred to under Article 90, it shall be decided by the Board of Directors after deliberation by the Party Committee.
CHAPTER 14: BOARD OF SUPERVISORS	CHAPTER 14: AUDIT COMMITTEE OF THE BOARD
Article 110 The Company shall establish Board of Supervisors.	Article 110 The Company shall establish Board of Supervisors.
Article 111 The Board of Supervisors shall comprise three (3) members, one of whom shall act as chairman of the Board of Supervisors. The term of a Supervisor shall be three (3) years. A Supervisor may serve consecutive terms if re-elected. The election or removal of the chairman of the Board of Supervisors shall be decided by more than two-thirds (2/3) of the members of the Board of Supervisors. The external Supervisors (namely, Supervisors who do not hold a position in the Company) shall comprise one half or more the Board of Supervisors.	Article 111 The Board of Supervisors shall comprise three (3) members, one of whom shall act as chairman of the Board of Supervisors. The term of a Supervisor shall be three (3) years. A Supervisor may serve consecutive terms if re-elected. The election or removal of the chairman of the Board of Supervisors shall be decided by more than two-thirds (2/3) of the members of the Board of Supervisors. The external Supervisors (namely, Supervisors who do not hold a position in the Company) shall comprise one half or more the Board of Supervisors.
Article 112 The Board of Supervisors shall comprise two (2) shareholders' representatives and one employees' representative of the Company. Shareholders' representatives shall be elected and removed by shareholders in general meeting. Employees' representative shall be democratically elected and removed by the Company's employees.	Article 112 The Board of Supervisors shall comprise two (2) shareholders' representatives and one employees' representative of the Company. Shareholders' representatives shall be elected and removed by shareholders in general meeting. Employees' representative shall be democratically elected and removed by the Company's employees.
Article 113 The Company's Directors and senior management shall not serve concurrently as Supervisors.	Article 113 The Company's Directors and senior management shall not serve concurrently as Supervisors.

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Article 114 Meetings of the Board of Supervisors shall be held at least twice a year. They shall be convened by the chairman of the Board of Supervisors.	Article 114 Meetings of the Board of Supervisors shall be held at least twice a year. They shall be convened by the chairman of the Board of Supervisors.
Article 115 The Board of Supervisors shall be accountable to the shareholders in general meeting and shall exercise the following functions and powers according to law: (1) to examine the Company’s financial affairs; (2) to supervise the Company’s Directors, general manager and other senior officers to see whether they violate any laws, administrative regulations or the Articles in performing their duties; (3) if an act of the Company’s Directors, general manager and other senior officers is harmful to the Company’s interest, to require them to correct such act; (4) to verify accounting reports, business reports, profit distribution plans and other such financial information proposed to be tabled at the shareholders’ general meeting and, if in doubt, to appoint, in the name of the Company, any registered accountant or practising auditor to assist in reviewing them; (5) to propose to convene an extraordinary general meeting of shareholders; (6) to represent the Company in negotiations with Directors or in initiating legal proceedings against a Director; and (7) to do other matters authorised by the shareholders’ annual general meeting and the Articles. Supervisors shall attend meetings of the Board of Directors with no voting.	Article 115 The Board of Supervisors shall be accountable to the shareholders in general meeting and shall exercise the following functions and powers according to law: (1) to examine the Company’s financial affairs; (2) to supervise the Company’s Directors, general manager and other senior officers to see whether they violate any laws, administrative regulations or the Articles in performing their duties; (3) if an act of the Company’s Directors, general manager and other senior officers is harmful to the Company’s interest, to require them to correct such act; (4) to verify accounting reports, business reports, profit distribution plans and other such financial information proposed to be tabled at the shareholders’ general meeting and, if in doubt, to appoint, in the name of the Company, any registered accountant or practising auditor to assist in reviewing them; (5) to propose to convene an extraordinary general meeting of shareholders; (6) to represent the Company in negotiations with Directors or in initiating legal proceedings against a Director; and (7) to do other matters authorised by the shareholders’ annual general meeting and the Articles. Supervisors shall attend meetings of the Board of Directors with no voting.

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Article 116 Decisions of the Board of Supervisors shall be made by the affirmative vote of more than two-thirds (2/3) of the members of the Board of Supervisors.	Article 116 Decisions of the Board of Supervisors shall be made by the affirmative vote of more than two-thirds (2/3) of the members of the Board of Supervisors.
Article 117 All reasonable expenses incurred by the Board of Supervisors in the appointment of professionals such as lawyers, registered accountants or practising auditors shall be borne by the Company.	Article 117 All reasonable expenses incurred by the Board of Supervisors in the appointment of professionals such as lawyers, registered accountants or practising auditors shall be borne by the Company.
Article 118 Supervisors shall faithfully perform their Supervisors' responsibilities in accordance with laws, administrative regulations and the Articles.	Article 118 Supervisors shall faithfully perform their Supervisors' responsibilities in accordance with laws, administrative regulations and the Articles.
/	Article 105 The Company's Board shall establish the audit committee for exercising the powers of the Board of Supervisors as stipulated in the Company Law. (1) to check the Company's financial affairs; (2) to oversight the directors, general manager, deputy general manager and other senior managers on the matters of their violation of laws, administrative regulations or the Articles of Association while performing their duties at Company; and to file a removal proposal of the directors and senior management in case of their violation of laws, administrative regulations or this Articles of Association the resolutions of the general meeting; (3) to demand any director, general manager and other senior officer who acts in a manner which is harmful to the Company's interest to rectify such behaviour; (4) to initiate legal action against directors and senior management in accordance with Article 189 of the Company Law;

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	(5) to conduct investigation if there are any unusual circumstances in the Company’s operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expense of the Company; and (6) other functions and powers specified in the laws, regulations, Articles of Association, the requirements under the Working Rules of the Audit Committee of the Board, and those authorized by the Board.
/	Article 106 The following matters shall be approved by a majority of all members of the Audit Committee before making resolution by the Board: (1) appointment and dismissal of accounting firms which perform the audit of the Company; (2) appointment and dismissal of financial officers; (3) disclosure of financial accounting reports; (4) other matters as stipulated by the regulations of the securities regulatory authorities where the Company’s shares are listed.
/	Article 107 The Audit Committee shall consist of at least three (3) members, with more than half of which being independent directors, and the convener shall be an accounting professional among the independent directors.
/	Article 108 The Audit Committee shall hold at least four (4) regular meetings each year and shall notify all members in writing of the meeting agenda at least three (3) days before the meeting.
/	Article 109 Meeting of the Audit Committee can be held only if more than two-thirds (2/3) of the members are present.

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/	Article 110 Any resolution to be made at a meeting of the Audit Committee shall be valid only if it is passed by a majority of all members.
/	Article 111 Voting on any resolution of the Audit Committee shall be based on one vote per person.
/	Article 112 The Company shall formulate the Working Rules of the Audit Committee of the Board to clarify the rules and voting procedures for meetings of the Audit Committee, so as to ensure the working efficiency and sound decision-making of the Audit Committee.
Article 119 None of the following persons may serve as a Director, Supervisor, general manager or any other senior officer of the Company: (1) a person without capacity for civil conduct or with limited capacity for civil conduct; (2) a person who was punished for the crime of corruption, bribery, expropriation or misappropriation of property or disrupting the social and economic order, and a period of five (5) years has not elapsed since the punishment was completed, or who was deprived of his political rights as punishment for a criminal offence, and a period of five (5) years has not elapsed since the deprivation was completed; (3) a person, who was a Director, factory chief or general manager of a company or enterprise which entered into insolvent liquidation due to mismanagement, and who was personally liable for that insolvent liquidation and a period of three (3) years, counting from the date of completion of the liquidation proceedings in question, has not elapsed; (4) a person, who was the legal representative of a company or enterprise which has had its business license revoked for violating the law, and who was personally liable for that revocation and a period of three (3) years, counting from the date of revocation of the business license in question, has not elapsed;	Article 1193 None of the following persons may serve as a Director, Supervisor, general manager or any other senior officer of the Company: (1) a person without capacity for civil conduct or with limited capacity for civil conduct; (2) a person who was punishedimposed penalty for the crime of corruption, bribery, expropriation or misappropriation of property or disrupting the social and economic order, and a period of five (5) years has not elapsed since the punishment was completed, or who was deprived of his political rights as punishment for a criminal offence, and a period of five (5) years has not elapsed since the deprivation was completed; if a probation is announced, a period of two years from the date of expiration of the probation period has not elapsed; (3) a person, who was a Director, factory chief or general manager of a company or enterprise which entered into insolvent liquidation due to mismanagement, and who was personally liable for that insolvent liquidation and a period of three (3) years, counting from the date of completion of the liquidation proceedings in question, has not elapsed;

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(5) a person with comparatively large individual debts that have fallen due but have not been settled; (6) a person who has been placed on file for investigation by judicial organs for having violated the criminal law, and such investigation has not been concluded; (7) a person who is prohibited from acting as a leader of an enterprise by virtue of any laws and administrative regulations; (8) a non-natural person; or (9) a person who was convicted by any relevant regulatory department of violation of securities-related laws and regulations, where such violation involved acts of a fraudulent or dishonest nature and a period of five (5) years, counting from the date of the conviction in question, has not elapsed.	(4) a person, who was the legal representative of a company or enterprise which has had its business license revoked for violating the law, and who was personally liable for that revocation and a period of three (3) years, counting from the date of revocation of the business license in question and the date of closure order, has not elapsed; (5) a person with comparatively large individual debts that have fallen due but have not been settled was listed as a dishonest debtor by the People’s Court; (6) a person who has been placed on file for investigation by judicial organs for having violated the criminal law, and such investigation has not been concluded; (7) a person who is prohibited from acting as a leader of an enterprise by virtue of any laws and administrative regulations; (8) a non-natural person; or (9) a person who was convicted by any relevant regulatory department of violation of securities-related laws and regulations, where such violation involved acts of a fraudulent or dishonest nature and a period of five (5) years, counting from the date of the conviction in question, has not elapsed. (7) a person who has been banned from the securities market by the China Securities Regulatory Commission or has been identified as inappropriate candidates, and the ban has not yet expired;

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	(8) a person who has been subject to disciplinary action by a securities exchange or other relevant authority as he/she has been deemed unsuitable to serve as a director or senior manager of the Company, and the disciplinary period has not yet expired; (9) other circumstances prescribed by the Company Law, the Securities Law, and other laws and regulations, as well as the relevant laws and regulations of the place where the Company's shares are listed. In addition to meeting the requirements of the preceding paragraph, the financial officer, as a senior management, should also possess professional technical qualifications at the level of accountant or above, or possess a background in accounting expertise and have engaged in accounting work for at least three years. If any election, appointment, or engagement of a director or senior manager violates the provisions of this article, the election, appointment, or engagement shall be invalid. If a director or senior management falls under the circumstances described in the first paragraph of this article during their term of office, the Company shall terminate their position.

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Article 121 In addition to obligations imposed by laws, administrative regulations or rules of the securities exchange(s) on which shares of the Company are listed, each Director, Supervisor, general manager or other senior officer of the Company owes a duty to each shareholder in the exercise of the following functions and powers of the Company entrusted to him: (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interests of the Company; (3) not to expropriate in any way the Company's property, including without limitation opportunities which may benefit the Company; and (4) not to expropriate the individual rights of shareholders, including (but without limitation) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company submitted to shareholders for approval in accordance with the Articles.	Article 121 In addition to obligations imposed by laws, administrative regulations or rules of the securities exchange(s) on which shares of the Company are listed, each Director, Supervisor, general manager or other senior officer of the Company owes a duty to each shareholder in the exercise of the following functions and powers of the Company entrusted to him: (1) not to cause the Company to exceed the scope of business stipulated in its business license; (2) to act honestly in the best interests of the Company; (3) not to expropriate in any way the Company's property, including without limitation opportunities which may benefit the Company; and (4) not to expropriate the individual rights of shareholders, including (but without limitation) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company submitted to shareholders for approval in accordance with the Articles.
Article 122 Each Director, Supervisor, general manager or senior officer of the Company owes a duty, in the exercise of his powers or in the discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Article 122 Each Director, Supervisor, general manager or senior officer of the Company owes a duty, in the exercise of his powers or in the discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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/	Article 115 Directors and senior management shall owe fiduciary duties to the Company and shall take measures to avoid conflicts of interest between their personal interests and the interests of the Company, and shall not use their authority to seek improper benefits. The directors and senior management shall have a duty of diligence to the Company and their duties shall be performed to the best interests of the Company with reasonable cautions which a management member should exercise.
/	Article 116 Directors and senior management personnel shall not engage in the following acts: (1) misappropriating Company’s property or embezzling Company’s funds; (2) depositing Company’s funds in an account opened in their own name or in the name of another individual; (3) abusing their position to bribe or accept other illegal income; (4) taking personal advantage of commissions from transactions between others and the company; (5) disclosing Company secrets without authorization; (6) any other acts that violate their duty of loyalty to the Company.

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Article 123 Each Director, Supervisor, general manager or other senior officer of the Company shall observe his fiduciary obligation when discharging his duties. He shall not place himself in a position where his interest and his duty may conflict. This principle includes (but without limitation) discharging the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within the scope of his powers and not to exceed those powers; (3) to exercise the discretion vested in him personally and not allow himself to act under the control of another and, unless and to the extent permitted by laws and administrative regulations or with the informed consent of shareholders in general meeting, not to delegate the exercise of his discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) except as otherwise provided in the Articles or with the informed consent of shareholders in general meeting, not to enter into a contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders in general meeting, not to use the Company’s property for his own benefit; (7) not to use his functions and powers as a means to accept bribes or any other unlawful income, not to expropriate in any way the Company’s property, including (but without limitation) opportunities that may benefit the Company;	Article 12317 Each Director, Supervisor,general manager or other senior officer of the Company shall observe his fiduciary obligation when discharging his duties. He shall not place himself in a position where his interest and his duty may conflict. This principle includes (but without limitation) discharging the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within the scope of his powers and not to exceed those powers; (3) to exercise the discretion vested in him personally and not allow himself to act under the control of another and, unless and to the extent permitted by laws and administrative regulations or with the informed consent of shareholders in general meeting, not to delegate the exercise of his discretion; (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; and (5) except as otherwise provided in the Articles or with the informed consent of shareholders in general meeting, not to enter into a contract, transaction or arrangement with the Company; (6) without the informed consent of shareholders in general meeting, not to use the Company’s property for his own benefit; (7) not to use his functions and powers as a means to accept bribes or any other unlawful income, not to expropriate in any way the Company’s property, including (but without limitation) opportunities that may benefit the Company;

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(8) without the informed consent of shareholders in general meeting, not to accept commissions in connection with the Company's transactions;	(8) without the informed consent of shareholders in general meeting, not to accept commissions in connection with the Company's transactions;
(9) to observe the Articles, to discharge his responsibilities faithfully, to protect the Company's interest, and not to use his position, functions and powers in the Company to seek personal gains;	(9) to observe the Articles, to discharge his responsibilities faithfully, to protect the Company's interest, and not to use his position, functions and powers in the Company to seek personal gains;
(10) without the informed consent of shareholders in general meeting, not to compete with the Company in any way;	(10) without the informed consent of shareholders in general meeting, not to compete with the Company in any way;
(11) not to misappropriate the Company's funds or lend them to others, not to deposit the Company's assets in accounts opened in his own name or in another person's name and not to use the Company's assets as security for the debts of the Company's shareholders or other personal debts; and	(11) not to misappropriate the Company's funds or lend them to others, not to deposit the Company's assets in accounts opened in his own name or in another person's name and not to use the Company's assets as security for the debts of the Company's shareholders or other personal debts; and
(12) without the informed consent of shareholders in general meeting, not to disclose confidential information relating to the Company that was acquired by him during his tenure at the Company and not to use the information save and except where disclosure of such information is in the furtherance of the interests of the Company. However, disclosure of such information to the court or other governmental authorities is permitted under the following circumstances:	(12) without the informed consent of shareholders in general meeting, not to disclose confidential information relating to the Company that was acquired by him during his tenure at the Company and not to use the information save and except where disclosure of such information is in the furtherance of the interests of the Company. However, disclosure of such information to the court or other governmental authorities is permitted under the following circumstances:
(i) disclosure is made under compulsion of relevant law;	(i) disclosure is made under compulsion of relevant law;
(ii) there is a duty to the public to disclose; or	(ii) there is a duty to the public to disclose; or
(iii) the interests of that Director, Supervisor, general manager or other senior officer require disclosure.	(iii) the interests of that Director, Supervisor, general manager or other senior officer require disclosure.

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Article 124 A Director, Supervisor, general manager or other senior officer of the Company shall not cause a person or an organisation (in this chapter referred to as “connected persons”) set out below to do what he is prohibited from doing: (1) the spouse or minor child of that Director, Supervisor, general manager or other senior officer of the Company; (2) a person acting in the capacity of trustee of that Director, Supervisor, general manager or other senior officer of the Company or any person referred to in paragraph (1); (3) a person acting in the capacity of partner of that Director, Supervisor, general manager or other senior officer of the Company or any person referred to in paragraphs (1) and (2); (4) a company in which that Director, Supervisor, general manager or other senior officer of the Company, alone or jointly with the persons referred to in paragraphs (1), (2) and (3) or other Directors, Supervisors, general managers and other senior officers of the Company, has de facto control; or (5) a Director, Supervisor, general manager or other senior officer of the company being controlled as referred to in paragraph (4).	Article 124 A Director, Supervisor, general manager or other senior officer of the Company shall not cause a person or an organisation (in this chapter referred to as “connected persons”) set out below to do what he is prohibited from doing: (1) the spouse or minor child of that Director, Supervisor, general manager or other senior officer of the Company; (2) a person acting in the capacity of trustee of that Director, Supervisor, general manager or other senior officer of the Company or any person referred to in paragraph (1); (3) a person acting in the capacity of partner of that Director, Supervisor, general manager or other senior officer of the Company or any person referred to in paragraphs (1) and (2); (4) a company in which that Director, Supervisor, general manager or other senior officer of the Company, alone or jointly with the persons referred to in paragraphs (1), (2) and (3) or other Directors, Supervisors, general managers and other senior officers of the Company, has de facto control; or (5) a Director, Supervisor, general manager or other senior officer of the company being controlled as referred to in paragraph (4).

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Article 125 The fiduciary duties of Directors, Supervisors, general managers and other senior officers of the Company do not necessarily cease with the termination of their tenure. Their duty of confidence in relation to the Company’s trade secrets survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationship with the Company terminated.	Article 12518 The duties of loyalty and fiduciary duties of Directors, Supervisors, general managers and other senior officers of the Company do not necessarily cease with the termination of their tenure. Their duty of confidence in relation to the Company’s trade secrets survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationship with the Company terminated.
Article 126 Subject to Article 51, a Director, Supervisor, general manager or other senior officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders in general meeting.	Article 126 Subject to Article 51, a Director, Supervisor, general manager or other senior officer of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders in general meeting.

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Article 127 A Director may not vote as a Director on board resolutions in regard to any contract, arrangement or any other suggestion in which he or any of his connected person is interested, and he shall not be taken into account in determining a quorum for a meeting considering such matters, except for the circumstances as follows: 1. (i) where Director or his or her related person lends to the Company or any subsidiary of the Company, or is required by the Company and any subsidiary of the Company to cause or assume obligation for their interests, the Director or his or her connected person shall be provided with any mortgage or indemnification guarantee; or (ii) where Company or any subsidiary of the Company provides for the third party any mortgage or indemnification guarantee upon its liability or obligation, upon which Director or his or her connected person has taken all or partial responsibilities (either single or collectively) according to one mortgage or indemnification guarantee, or based on providing a mortgage. 2. Where any suggestion of offer given by other person or company for subscribing for purchase or purchase the shares, bonds or other securities of the Company or other company which was initiated by the Company or for which the Company has equity, the Director or his or her connected person has rights and interests for participating in the offer's underwriting or sub-underwriting;	Article 127 A Director may not vote as a Director on board resolutions in regard to any contract, arrangement or any other suggestion in which he or any of his connected person is interested, and he shall not be taken into account in determining a quorum for a meeting considering such matters, except for the circumstances as follows: 1. (i) where Director or his or her related person lends to the Company or any subsidiary of the Company, or is required by the Company and any subsidiary of the Company to cause or assume obligation for their interests, the Director or his or her connected person shall be provided with any mortgage or indemnification guarantee; or (ii) where Company or any subsidiary of the Company provides for the third party any mortgage or indemnification guarantee upon its liability or obligation, upon which Director or his or her connected person has taken all or partial responsibilities (either single or collectively) according to one mortgage or indemnification guarantee, or based on providing a mortgage. 2. Where any suggestion of offer given by other person or company for subscribing for purchase or purchase the shares, bonds or other securities of the Company or other company which was initiated by the Company or for which the Company has equity, the Director or his or her connected person has rights and interests for participating in the offer's underwriting or sub-underwriting;

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3. Where any suggestion given by any other company, on which the Director or his or her connected person directly or indirectly has rights and interests either in senor officer, administrators or shareholders; or where any suggestion given by any other company for which the Director or the connected person who claims right and interests has the shares of the stated company of which, however, the Director and the connected person collectively (or a third company through which the Director or the connected person claim rights and interest) no more than 5% issued shares of any class or voting right; 4. Any suggestion or arrangement relating to the interests of the employees of the Company or subsidiary, including: (i) Adopt, amend or exercise any employee's shares scheme, any share award scheme or share option scheme in favor of the Director and the connected person; or (ii) Adopt, amend or exercise the retiring funding scheme, retiring scheme, death or disability interests scheme, relating to the Director, the connected person and the employee of the Company and the subsidiary, out of which, no favor or interests is generally given to the Director (or the connected person) and any person related to the scheme or funding thereof; and	3. Where any suggestion given by any other company, on which the Director or his or her connected person directly or indirectly has rights and interests either in senor officer, administrators or shareholders; or where any suggestion given by any other company for which the Director or the connected person who claims right and interests has the shares of the stated company of which, however, the Director and the connected person collectively (or a third company through which the Director or the connected person claim rights and interest) no more than 5% issued shares of any class or voting right; 4. Any suggestion or arrangement relating to the interests of the employees of the Company or subsidiary, including: (i) Adopt, amend or exereise any employee's shares scheme, any share award scheme or share option scheme in favor of the Director and the connected person; or (ii) Adopt, amend or exercise the retiring funding scheme, retiring seheme, death or disability interests scheme, relating to the Director, the connected person and the employee of the Company and the subsidiary, out of which, no favor or interests is generally given to the Director (or the connected person) and any person related to the scheme or funding thereof; and

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5. Any Director or the connected person claim rights and interests of a contract or arrangement, in which the Director or the connected person has the same way to claim rights and interests as the other holders of the shares, bonds and other securities of the Company due to their equity on the shares, debenture and other securities. The “connected person” in the Article refers to that as defined in the Listing Rules. Where a Director, Supervisor, general manager or other senior officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall declare the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board of Directors. Unless the Director, Supervisor, general manager or other senior officer of the Company has disclosed his interest in accordance with the previous provision of this Article and the contract, transaction or arrangement in which he is interested has been approved by the Board of Directors at a meeting in which he was not counted in the quorum and had refrained from voting, any contract, transaction or arrangement in which a Director, Supervisor, general manager or other senior officer of the Company is materially interested shall be voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the Director, Supervisor, general manager or senior officer concerned. A Director, Supervisor, general manager or other senior officer of the Company is deemed to be interested in any contract, transaction or arrangement in which a connected person of that Director, Supervisor, general manager or senior officer is interested.	5. Any Director or the connected person claim rights and interests of a contract or arrangement, in which the Director or the connected person has the same way to claim rights and interests as the other holders of the shares, bonds and other securities of the Company due to their equity on the shares, debenture and other securities. The “connected person” in the Article refers to that as defined in the Listing Rules. Where a Director, Supervisor, general manager or other senior officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall declare the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board of Directors. Unless the Director, Supervisor, general manager or other senior officer of the Company has disclosed his interest in accordance with the previous provision of this Article and the contract, transaction or arrangement in which he is interested has been approved by the Board of Directors at a meeting in which he was not counted in the quorum and had refrained from voting, any contract, transaction or arrangement in which a Director, Supervisor, general manager or other senior officer of the Company is materially interested shall be voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the Director, Supervisor, general manager or senior officer concerned. A Director, Supervisor, general manager or other senior officer of the Company is deemed to be interested in any contract, transaction or arrangement in which a connected person of that Director, Supervisor, general manager or senior officer is interested.

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	Article 119 Where any director or senior management personnel directly or indirectly conclude a contract or conducts a transaction with the Company, he/she shall report the matters relating to the conclusion of the contract or transaction to the Board or general meeting, which shall be subject to approval by the resolution of the Board or general meeting according to the regulatory rules. Where any of the close family members of the directors or senior management personnel or any of the enterprises directly or indirectly controlled by the directors or senior management personnel or any of their close family members, or any of the related parties who has any other related party relationship with the directors or senior management personnel concludes a contract or conducts a transaction with the Company, the provisions of the preceding paragraph shall apply.
Article 128 Where a Director, Supervisor, general manager or other senior officer of the Company gives to the Board of Directors a general notice in writing before the relevant contract, transaction or arrangement is first taken into consideration by the Company stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding provisions of this chapter to be a sufficient declaration of his interest, so far as attributable to those facts.	Article 128 Where a Director, Supervisor, general manager or other senior officer of the Company gives to the Board of Directors a general notice in writing before the relevant contract, transaction or arrangement is first taken into consideration by the Company stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding provisions of this chapter to be a sufficient declaration of his interest, so far as attributable to those facts.
Article 129 The Company shall not in any manner pay taxes for and on behalf of its Directors, Supervisors, general managers and other senior officers.	Article 129 The Company shall not in any manner pay taxes for and on behalf of its Directors, Supervisors, general managers and other senior officers.

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Article 130 The Company shall not directly or indirectly make a loan to its Directors, Supervisors, general managers and other senior officers or Directors, Supervisors, general managers and other senior officers of its holding company, or provide any guarantee in connection with a loan made by any person to any such Director, Supervisor, general manager or senior officer, or make a loan or provide any guarantee in connection with any loan made by any person to a connected person of such Director, Supervisor, general manager or senior officer. The preceding provision shall not apply to the following circumstances: (1) the provision of a loan or a guarantee for a loan by the Company to a company which is a subsidiary of the Company; (2) the provision of a loan or a guarantee for a loan by the Company under a service contract which has been approved by shareholders in general meeting to provide funds by the Company to any of its Directors, Supervisors, general managers and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or the purpose of enabling him to properly perform his duties; and (3) the provision of a loan or a guarantee for a loan by the Company to any of its Directors, Supervisors, general managers and other senior officers or their connected persons in the ordinary course of its business on normal commercial terms, where the ordinary course of business of the Company includes the lending of money or the giving of guarantees.	Article 130 The Company shall not directly or indirectly make a loan to its Directors, Supervisors, general managers and other senior officers or Directors, Supervisors, general managers and other senior officers of its holding company, or provide any guarantee in connection with a loan made by any person to any such Director, Supervisor, general manager or senior officer, or make a loan or provide any guarantee in connection with any loan made by any person to a connected person of such Director, Supervisor, general manager or senior officer. The preceding provision shall not apply to the following circumstances: (1) the provision of a loan or a guarantee for a loan by the Company to a company which is a subsidiary of the Company; (2) the provision of a loan or a guarantee for a loan by the Company under a service contract which has been approved by shareholders in general meeting to provide funds by the Company to any of its Directors, Supervisors, general managers and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or the purpose of enabling him to properly perform his duties; and (3) the provision of a loan or a guarantee for a loan by the Company to any of its Directors, Supervisors, general managers and other senior officers or their connected persons in the ordinary course of its business on normal commercial terms, where the ordinary course of business of the Company includes the lending of money or the giving of guarantees.
Article 131 A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	Article 131 A loan made by the Company in breach of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.

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Article 132 A loan guarantee provided by the Company in breach of the first paragraph of Article 130 shall be unenforceable against the Company, unless: (1) the guarantee was provided to a connected person of a Director, Supervisor, general manager or other senior officer of the Company or its holding company and at the time the loan was advanced the lender did not know the relevant circumstances; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.	Article 132 A loan guarantee provided by the Company in breach of the first paragraph of Article 130 shall be unenforceable against the Company, unless: (1) the guarantee was provided to a connected person of a Director, Supervisor, general manager or other senior officer of the Company or its holding company and at the time the loan was advanced the lender did not know the relevant circumstances; or (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.
Article 133 “Guarantee” as referred to in the preceding provisions of this chapter includes an undertaking or property provided to secure the performance of obligations by the obligor.	Article 133 “Guarantee” as referred to in the preceding provisions of this chapter includes an undertaking or property provided to secure the performance of obligations by the obligor.
Article 134 In addition to any rights and remedies provided by law and administrative regulations, where a Director, Supervisor, general manager or other senior officer of the Company is in breach of his duties to the Company, the Company has a right to: (1) require the relevant Director, Supervisor, general manager or other senior officer to compensate for losses sustained by the Company as a consequence of such breach; (2) rescind any contract or transaction entered into by the Company with the relevant Director, Supervisor, general manager and other senior officer or with a third party where such third party knew or should have known that there was such a breach; (3) require an account of the profits made by the relevant Director, Supervisor, general manager or other senior officer in breaching their duties;	Article 134 In addition to any rights and remedies provided by law and administrative regulations, where a Director, Supervisor, general manager or other senior officer of the Company is in breach of his duties to the Company, the Company has a right to: (1) require the relevant Director, Supervisor, general manager or other senior officer to compensate for losses sustained by the Company as a consequence of such breach; (2) rescind any contract or transaction entered into by the Company with the relevant Director, Supervisor, general manager and other senior officer or with a third party where such third party knew or should have known that there was such a breach; (3) require an account of the profits made by the relevant Director, Supervisor, general manager or other senior officer in breaching their duties;

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(4) recover any monies received by the relevant Director, Supervisor, general manager or other senior officer that should have been received by the Company including, but without limitation, commissions; and (5) require the interest earned or which may have been earned by the relevant Director, Supervisor, general manager or other senior officer in respect of the monies that should have been given to the Company.	(4) recover any monies received by the relevant Director, Supervisor, general manager or other senior officer that should have been received by the Company including, but without limitation, commissions; and (5) require the interest earned or which may have been earned by the relevant Director, Supervisor, general manager or other senior officer in respect of the monies that should have been given to the Company.
/	Article 120: Directors and senior management personnel should not exploit their positions to seek business opportunities belonging to the Company for themselves or others. However, this does not apply to any of the following circumstances: (1) the business opportunity is reported to the Board or general meeting and approved by the Board or general meeting in accordance with the Company's Articles of Association; (2) The Company is prohibited from using the business opportunity in accordance with laws, administrative regulations, or the Company's Articles of Association.
/	Article 121 Directors and senior management personnel should not operate on their own or for others the same type of business as that of the Company for which they are employed, without reporting to the Board or the general meeting and obtaining approval of the resolution of the Board or the general meeting in accordance with regulatory requirements.

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/	Article 122: When the Board resolves matters specified in Articles 119 to 121 of these Articles of Association, connected directors shall not participate in the voting, and their votes shall not be counted in the total number of votes. If the number of unconnected directors attending the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration.
/	Article 123 Any income obtained by directors and senior management personnel in violation of the provisions of Articles 116, 119 to 121 of this Articles of Association shall be vested to the Company.
/	Article 124 If directors or senior management personnel violate the provisions of laws, administrative regulations or these Articles of Association when performing their duties and cause losses to the Company, they shall bear liability for compensation.
Article 135 The Company shall enter into a written contract with a Director or Supervisor of the Company concerning his remuneration, which has to be approved by the shareholders in general meeting prior to the contract being entered into. The aforesaid remuneration include: (1) emoluments in respect of his service as a Director, Supervisor, or senior officer of the Company; (2) emoluments in respect of his service as a Director, Supervisor or senior officer of any subsidiary of the Company; (3) emoluments otherwise in connection with the management of the affairs of the Company or any subsidiary thereof; and	Article 13255 The remuneration assessment of directors and senior management personnel shall be carried out in accordance with the Remuneration Management System and other relevant systems. The Company shall enter into a written contract with a Director or Supervisor of the Company concerning his remuneration, which has to be approved by the shareholders in general meeting prior to the contract being entered into. The aforesaid remuneration include: (1) emoluments in respect of his service as a Director; Supervisor, or senior officer of the Company; (2) emoluments in respect of his service as a Director; Supervisor or senior officer of any subsidiary of the Company;

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(4) the payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. Except under a contract entered into in accordance with the foregoing, no legal action may be brought by a Director or Supervisor against the Company for anything due to him in respect of the above matters.	(3) emoluments otherwise in connection with the management of the affairs of the Company or any subsidiary thereof; and (4) the payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. Except under a contract entered into in accordance with the foregoing, no legal action may be brought by a Director or Supervisor against the Company for anything due to him in respect of the above matters.
Article 136 The Company shall stipulate in the contracts entered into by the Company with a Director or Supervisor of the Company in respect of his emoluments that in the event of a takeover of the Company, a Director or Supervisor of the Company shall have the right to receive payment made to him by way of compensation for loss of office, or as consideration for his retirement from office after obtaining prior approval of the shareholders in general meeting. A takeover of the Company referred to in this Article means any of the following: (1) an offer made by any person to the general body of shareholders to buy their shares in the Company; or (2) an offer made by any person to buy shares of the Company with a view to the offer of becoming a controlling shareholder within the meaning of Article 52. If the relevant Director or Supervisor has failed to comply with this Article, any sum received by him on account of the payment belongs to those persons who have sold their shares as a result of the offer made as aforesaid, and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not paid out of that sum.	Article 13266 The Company shall stipulate in the contracts entered into by the Company with a Director or Supervisor of the Company in respect of his emoluments that in the event of a takeover of the Company, a Director or Supervisor of the Company shall have the right to receive payment made to him by way of compensation for loss of office, or as consideration for his retirement from office after obtaining prior approval of the shareholders in general meeting. A takeover of the Company referred to in this Article means any of the following: (1) an offer made by any person to the general body of shareholders to buy their shares in the Company; or (2) an offer made by any person to buy shares of the Company with a view to the offer of becoming a controlling shareholder within the meaning of Article 5245. If the relevant Director or Supervisor has failed to comply with this Article, any sum received by him on account of the payment belongs to those persons who have sold their shares as a result of the offer made as aforesaid, and the expenses incurred by him in distributing that sum pro rata amongst those persons shall be borne by him and not paid out of that sum.

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Article 139 The Board of Directors shall place before the shareholders at every annual general meeting such financial reports as are required by relevant laws, administrative regulations and normative provisions promulgated by the local government and the authorities in charge of the Company to be prepared by the Company.	Article 1329 The Board of Directors shall place before the shareholders at every annual general meeting such financial reports as are required by relevant laws, administrative regulations and normative provisions promulgated by the local government and the authorities in charge of the Company to be prepared by the Company.
Article 145 After tax profits of the Company shall be applied in the following order of priority: (1) to make up for losses; (2) allocation to the statutory common reserve fund; (3) allocation to the discretionary common reserve fund subject to a resolution of the general meeting; and (4) payment of dividends for ordinary shares. The Board of Directors shall decide in accordance with the relevant laws and administrative regulations (if any) the percentage for each of the matters referred to in this Article and propose the percentages for approval by shareholders at a general meeting. The Company shall not distribute dividends or make other distribution by way of bonus before it has made up for losses and made allocations to the statutory common reserve and the statutory public welfare fund.	Article 1435 After tax profits of the Company shall be applied in the following order of priority: (1) to make up for losses; (2) allocation to the statutory common reserve fund; (3) allocation to the discretionary common reserve fund subject to a resolution of the general meeting; and (4) payment of dividends for ordinary shares. The Board of Directors shall decide in accordance with the Company Law and other laws and regulations relevant laws and administrative regulations (if any) the percentage for each of the matters referred to in this Article and propose the percentages for approval by shareholders at a general meeting. The Company shall not distribute dividends or make other distribution by way of bonus before it has made up for losses and made allocations to the statutory common reserve and the statutory public welfare fund.

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Article 146 Capital common reserves shall include the following: (1) premium amount in excess of the par value of shares which have been issued; and (2) other sums required to be included in the capital common reserves by the finance regulatory department of the State Council.	Article 1436 Capital common reserves shall include the following: (1) premium amount in excess of the par value of shares which have been issued; and (2) the amount of proceeds from the issuance of no-par shares not included in the registered capital; and (3) other sums items required to be included in the capital common reserves by the finance regulatory department of the State Council.
Article 147 The common reserves of the Company shall only be used for the following purposes: (1) the making up of losses; (2) increase of capital by conversion: The Company may subject to a resolution of a shareholders’ general meeting convert the common reserves into share capital by issuing new shares or increasing the par value of each share in proportion to the shareholders’ existing shareholding. However, when the statutory common reserve is converted to increase share capital, the remaining statutory common reserve after such conversion shall be no less than twenty five (25) percent. of the registered capital; and (3) reinvestment by the Company.	Article 1437 The common reserves of the Company shall only be used for the following purposes: (1) the making up of losses; (2) increase of registered capital of the Company by conversion: The Company may subject to a resolution of a general meeting convert the common reserves into share capital by issuing new shares or increasing the par value of each share in proportion to the shareholders’ existing shareholding. However, when the statutory common reserve is converted to increase share capital, the remaining statutory common reserve after such conversion shall be no less than twenty five (25) percent. of the registered capital; and (3) reinvestment by the Company.

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Article 150 Dividends or other distributions on ordinary shares shall be declared and denominated in RMB. Dividends or other distributions payable on domestic invested shares shall be paid in RMB. Dividends or other distributions payable on foreign invested shares shall be denominated and declared in RMB, but shall be paid in the currency of the place where these foreign invested shares are listed (or, if there is more than one such place, of the place where those foreign invested shares maintain a primary listing as determined by the Board of Directors). Any paid-up share prior to call shall have interests, while holders of shares have not right to participate in having the dividend declared after advance on subscription. The Company shall terminate delivery of dividend warrant by mail post in the following cases: (1) the dividend warrant is not withdrawn in two consecutive times; or (2) the dividend warrant is returned due to failing to delivery to the receiver at its first delivery. The Company should sell the shares of which the holder(s) is or are not available and keep the proceeds, provided that: (1) the relevant shares propose dividends three (3) times within twelve (12) years, where the shareholder(s) does not or do not claim any of dividends; and (2) after the expiration of the twelve (12) years, the Company publishes an advisement on newspaper to sell the shares hereof and hereby notifies this intent to Hong Kong Stock Exchange.	Article 1540 Dividends or other distributions on ordinary shares shall be declared and denominated in RMB. Dividends or other distributions payable on domestic invested shares shall be paid in RMB. Dividends or other distributions payable on foreign invested shares shall be denominated and declared in RMB, but shall be paid in the currency of the place where these foreign invested shares are listed (or, if there is more than one such place, of the place where those foreign invested shares maintain a primary listing as determined by the Board of Directors). Any paid-up share prior to call shall have interests, while holders of shares have not right to participate in having the dividend declared after advance on subscription. The Company shall terminate delivery of dividend warrant by mail post in the following cases: (1) the dividend warrant is not withdrawn in two consecutive times; or (2) the dividend warrant is returned due to failing to delivery to the receiver at its first delivery. The Company should sell the shares of which the holder(s) is or are not available and keep the proceeds, provided that: (1) the relevant shares propose dividends three (3) times within twelve (12) years, where the shareholder(s) does not or do not claim any of dividends; and (2) after the expiration of the twelve (12) years, the Company publishes an advisement on newspaper to sell the shares hereof and hereby notifies this intent to Hong Kong Stock Exchange.

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Article 151 In paying dividends in foreign currency, the applicable exchange rate shall be the average of the closing exchange rates for the foreign currency as announced by the People’s Bank of China for the calendar week preceding the date on which such dividends and other distributions are declared.	Article 1541 In paying dividends in foreign currency, the applicable exchange rate shall be the average of the closing exchange rates for the foreign currency as announced by the People’s Bank of China for the calendar week preceding the date on which such dividends and other distributions are declared.
Article 153 The Company shall appoint an independent accounting firm which complies with the relevant requirements of the PRC to audit the Company’s annual accounts and to review other financial reports of the Company. The first auditor of the Company may be appointed at the inaugural meeting before the first annual general meeting, such auditor so appointed to hold office until the conclusion of the first annual general meeting. If the inaugural meeting does not exercise its right under this Article, it may be exercised by the Board of Directors.	Article 1543 The Company shall appoint an independent accounting firm which complies with the relevant requirements of the PRC to audit the Company’s annual accounts and to review other financial reports of the Company. The first auditor of the Company may be appointed at the inaugural meeting before the first annual general meeting, such auditor so appointed to hold office until the conclusion of the first annual general meeting. If the inaugural meeting does not exercise its right under this Article, it may be exercised by the Board of Directors.
Article 154 The term of an auditor appointed by the Company shall commence from the conclusion of the annual general meeting and expire at the conclusion of the next annual general meeting of the Company.	Article 1544 The term of an auditor appointed by the Company shall commence from the conclusion of the annual general meeting and expire at the conclusion of the next annual general meeting of the Company.
Article 155 An auditor appointed by the Company shall enjoy the following rights: (1) the right to access at all times to the books, records or vouchers of the Company, and the right to require the Directors, general manager or other senior officers of the Company to provide any relevant information and explanations; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the purposes of its duties as the auditor of the Company; and	Article 155 An auditor appointed by the Company shall enjoy the following rights: (1) the right to access at all times to the books, records or vouchers of the Company, and the right to require the Directors, general manager or other senior officers of the Company to provide any relevant information and explanations; (2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the purposes of its duties as the auditor of the Company; and

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(3) the right to attend any shareholders’ general meetings and to receive all notices of, and other communications relating to, any such meetings and to be heard at such meetings on any matter which concerns it as the auditor of the Company.	(3) the right to attend any shareholders’ general meetings and to receive all notices of, and other communications relating to, any such meetings and to be heard at such meetings on any matter which concerns it as the auditor of the Company. Article 145 The Company shall provide the accounting firm it engaged with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information and shall not refuse, conceal or make false reports.
Article 156 The Board of Directors may fill any casual vacancy in the office of an auditor before a shareholders’ general meeting is convened and shall hold such office until the next following annual general meeting, but while any such vacancy continues, the surviving or continuing auditor, if any, may act.	Article 1546 The Board of Directors may fill any casual vacancy in the office of an auditor before a general meeting is convened and shall hold such office until the next following annual general meeting, but while any such vacancy continues, the surviving or continuing auditor, if any, may act.
Article 159 Decisions to appoint, remove or not to renew the services of an auditor shall be made by the shareholders in general meeting and shall be filed with the State Council securities regulatory department.	Article 159 Decisions to appoint, remove or not to renew the services of an auditor shall be made by the shareholders in general meeting and shall be filed with the State Council securities regulatory department.
Article 160 Where a resolution at a general meeting of shareholders is to be passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, or to reappoint as auditor a retiring auditor who was appointed by the Board of Directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply: (1) a copy of the proposal regarding the appointment or removal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave his post or the auditor who has left his post; Leaving includes leaving by removal, resignation and retirement;	Article 160 Where a resolution at a general meeting of shareholders is to be passed to appoint as auditor a person other than an incumbent auditor, to fill a casual vacancy in the office of auditor, or to reappoint as auditor a retiring auditor who was appointed by the Board of Directors to fill a casual vacancy, or to remove an auditor before the expiration of his term of office, the following provisions shall apply: (1) a copy of the proposal regarding the appointment or removal shall be sent before notice of meeting is given to the shareholders to the person proposed to be appointed or the auditor proposing to leave his post or the auditor who has left his post; Leaving includes leaving by removal, resignation and retirement;

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(2) if the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late): (i) in any notice of this resolution given to shareholders, state the fact of the representations having been made; and (ii) deliver a copy of the representations, as an attachment to the notice, to every shareholder entitled to notice of general meetings, through the method prescribed in the Articles of Association; (3) if the Company fails to send the auditor's representations pursuant to Paragraph (2) of this Article, the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting; and (4) an auditor who is leaving his post shall be entitled to attend: (i) the general meeting at which his term of office would otherwise have expired; (ii) any general meeting at which it is proposed to fill the vacancy caused by his removal; and (iii) any general meeting convened on his resignation. and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the Company.	(2) if the auditor leaving his post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late): (i) in any notice of this resolution given to shareholders, state the fact of the representations having been made; and (ii) deliver a copy of the representations, as an attachment to the notice, to every shareholder entitled to notice of general meetings, through the method prescribed in the Articles of Association; (3) if the Company fails to send the auditor's representations pursuant to Paragraph (2) of this Article, the auditor may (in addition to his right to be heard) require that the representations be read out at the meeting; and (4) an auditor who is leaving his post shall be entitled to attend: (i) the general meeting at which his term of office would otherwise have expired; (ii) any general meeting at which it is proposed to fill the vacancy caused by his removal; and (iii) any general meeting convened on his resignation. and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns him as former auditor of the Company.

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Payment of debts out of the Company’s property shall be made in the order of priority prescribed by applicable laws and regulations. The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding. The Company shall not undertake any new business during the process of liquidation.	Payment of debts out of the Company’s property shall be made in the order of priority prescribed by applicable laws and regulations. The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding. The Company shall not undertake any new business during the process of liquidation.
Article 162 An auditor may resign his office by depositing at the Company’s residence a written notice of resignation to that effect and containing: (1) a statement to the effect that there are no circumstances connected with his resignation which he considers should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any such circumstances; Any such notice shall terminate his office on the date on which it is deposited or on such later date as may be specified therein. Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also deliver or send a copy of such statement by electronic means to each of the holders of the overseas listed foreign investment shares. Where the auditor’s notice of resignation contains a statement of any circumstances which should be brought to the notice, the auditor may require the Board of Directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with the auditor’s resignation.	Article 16502 An auditor may resign his office by depositing at the Company’s residence a written notice of resignation to that effect and containing: (1) a statement to the effect that there are no circumstances connected with his resignation which he considers should be brought to the notice of the shareholders or creditors of the Company; or (2) a statement of any such circumstances; Any such notice shall terminate his office on the date on which it is deposited or on such later date as may be specified therein. Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also deliver or send a copy of such statement by electronic means to each of the holders of the overseas listed foreign investment shares. Where the auditor’s notice of resignation contains a statement of any circumstances which should be brought to the notice, the auditor may require the Board of Directors to convene an extraordinary general meeting of shareholders for the purpose of receiving an explanation of the circumstances connected with the auditor’s resignation.

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Article 164 Merger of companies may take the forms of merger and consolidation. Where there is a company merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the merger and make newspaper announcements of the merger within thirty (30) days of that date. The creditors who have received such notice shall, within thirty (30) days thereafter, and those creditors who have not received such notice shall, within forty-five (45) days from the date the notice is first published, be entitled to require the Company to repay the debt or to provide appropriate alternative guarantees for the debt. After the merger, the company which is survived or newly established shall succeed to the claims and debts of all the parties to the merger	Article 16542 Merger of companies may take the forms of merger and consolidation. Where there is a company merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the merger and make newspaper announcements of the merger or make an announcement on the National Enterprise Credit Information Publicity System within thirty (30) days of that date. The creditors who have received such notice shall, within thirty (30) days thereafter, and those creditors who have not received such notice shall, within forty-five (45) days from the date the notice is first published, be entitled to require the Company to repay the debt or to provide appropriate alternative guarantees for the debt. After the merger, the company which is survived or newly established shall succeed to the claims and debts of all the parties to the merger
Article 165 Where there is a company division, its property shall be divided accordingly. Where there is a company division, the parties to the division shall enter into a division agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the division and make newspaper announcements of the division within thirty (30) days from that date. Debts owing by the Company before the division shall be borne by the companies after the division, except when the Company has reached a written agreement on debt settlement with the creditors before the division.	Article 16553 Where there is a company division, its property shall be divided accordingly. Where there is a company division, the parties to the division shall enter into a division agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within a period of ten (10) days from the date of the resolution approving the division and make newspaper announcements of the division or make an announcement on the National Enterprise Credit Information Publicity System within thirty (30) days from that date. Debts owing by the Company before the division shall be borne by the companies after the division, except when the Company has reached a written agreement on debt settlement with the creditors before the division.

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Before Amendments	After Amendments
Article 167 The Company shall be dissolved and liquidated according to law if any of the following circumstances occurs: (1) the shareholders’ general meeting resolves to dissolve the Company; (2) dissolution is necessary as a result of a merger or division of the Company; (3) the Company is declared bankrupt according to law because it is unable to pay its debts when they fall due; (4) the Company has its business license revoked, or is ordered to shut down, or is cancelled in accordance with laws; (5) Where the Company experiences material difficulties in its operation or management and its continuous existence on a going concern will result in substantial losses to shareholders’ interests, and no other remedy is available, an application can be made to the People’s Court to dissolve the Company by a shareholder or a group of shareholders holding ten percent (10%) or above of the total voting rights.	Article 16575 The Company shall be dissolved and liquidated according to law if any of the following circumstances occurs: (1) the shareholders² general meeting resolves to dissolve the Company; (2) dissolution is necessary as a result of a merger or division of the Company; (3) the Company is declared bankrupt according to law because it is unable to pay its debts when they fall due; (4)3 the Company has its business license revoked, or is ordered to shut down, or is cancelled in accordance with laws; (5)4 Where the Company experiences material difficulties in its operation or management and its continuous existence on a going concern will result in substantial losses to shareholders’ interests, and no other remedy is available, an application can be made to the People’s Court to dissolve the Company by a shareholder or a group of shareholders holding ten percent (10%) or above of the total voting rights. If the Company is in the situation described item 1 in the preceding paragraph and has not yet distributed property to its shareholders, it may continue to exist by amending its Articles of Association or through a resolution of general meeting. Any amendment to the Articles of Association in accordance with the provisions of the preceding paragraph or by resolution of a shareholders' meeting must be approved by more than two-thirds of the voting rights held by shareholders attending the general meeting.

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Before Amendments	After Amendments
Article 168 Where the Company is dissolved by virtue of provisions set out in (1), (3), (4) or (5) of Article 167, a liquidation committee shall be established within fifteen (15) days after the date on which the dissolving reason is identified to commence the liquidation. The liquidation committee shall comprise members determined in a general meeting. Where the liquidation committee is not formed within the stipulated time frame to conduct the liquidation, creditors of the Company may apply to the People’s Court to appoint relevant personnel to establish the liquidation committee to conduct the liquidation.	Article 16586 Where the Company is dissolved by virtue of provisions set out in (1), (3), (4) or (5) of the preceding article Article 167, it shall be liquidated. Director shall be the liquidation obligor of the Company, and a liquidation committee shall be established within fifteen (15) days after the date on which the dissolving reason is identified to commence carry out the liquidation. The liquidation committee shall comprise directors, unless other people are elected at members determined in a general meeting. If the liquidation obligor fails to perform his liquidation obligations in a timely manner and causes losses to the Company or creditors, he/she shall bear liability for compensation. Where the liquidation committee is not formed within the stipulated time frame to conduct the liquidation or the liquidation committee is formed but fails to carry out liquidation, creditors stakeholders of the Company may apply to the People’s Court to appoint relevant personnel to establish the liquidation committee to conduct the liquidation.
Article 170 A liquidation committee shall notify creditors within a period of ten (10) days from the date of its establishment and make at least three (3) newspaper announcements of the liquidation within sixty (60) days of that date. Claims shall be registered by the liquidation committee.	Article 17058 A liquidation committee shall notify creditors within a period of ten (10) days from the date of its establishment and make at least three (3) newspaper announcements of the liquidation or make an announcement on the National Enterprise Credit Information Publicity System within sixty (60) days of that date. Claims shall be registered by the liquidation committee.
Article 171 Within thirty (30) days following the date of service of the written notification, or within ninety (90) days following the public announcement if the written notification is not personally received, creditors shall declare their claims to the liquidation committee. When making declaration of their rights, creditors shall specify the items to which their rights relate and produce evidence to this effect. The liquidation committee shall record all such declared creditors’ rights.	Article 17519 Within thirty (30) days following the date of service of the written notification, or within ninety (90) forty five (45) days following the public announcement if the written notification is not personally received, creditors shall declare their claims to the liquidation committee. When making declaration of their rights, creditors shall specify the items to which their rights relate and produce evidence to this effect. The liquidation committee shall record all such declared creditors’ rights.

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Before Amendments	After Amendments
Article 172 A liquidation committee shall exercise the following functions and powers during the course of the liquidation: (1) to sort out the property of the Company and to prepare balance sheets and lists of property; (2) to notify creditors by notice or public announcement; (3) to dispose of and liquidate any relevant unfinished business of the Company; (4) to pay all outstanding taxes; (5) to sort out all claims and debts; (6) to dispose of the Company’s residual property after full payment of its debts; and (7) to take part in civil litigation on behalf of the Company.	Article 17602 A liquidation committee shall exercise the following functions and powers during the course of the liquidation: (1) to sort out the property of the Company and to prepare balance sheets and lists of property; (2) to notify creditors by notice or public announcement; (3) to dispose of and liquidate any relevant unfinished business of the Company; (4) to pay all outstanding taxes and the taxes incurred during the course of liquidation; (5) to sort out all claims and debts; (6) to dispose of allocate the Company’s residual property after full payment of its debts; and (7) to take part in civil litigation on behalf of the Company.
Article 173 After a liquidation committee has sorted out the Company’s property and prepared balance sheets and lists of property, it shall formulate a liquidation plan to be submitted for confirmation by the shareholders in general meeting or the relevant regulatory authority.	Article 17360 After a liquidation committee has sorted out the Company’s property and prepared balance sheets and lists of property, it shall formulate a liquidation plan to be submitted for confirmation by the shareholders in general meeting or the relevant regulatory authority.

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Before Amendments	After Amendments
Article 174 If a Company is liquidated by reason of dissolution and the liquidation committee finds, having sorted out the Company's property and prepared balance sheets and lists of property, that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of bankruptcy. After the People's Court has made a declaration of bankruptcy in respect of the Company, the Company's liquidation committee shall turn over the affairs of the liquidation to the People's Court.	Article 176 If a Company is liquidated by reason of dissolution and the liquidation committee finds, having sorted out the Company's property and prepared balance sheets and lists of property, that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of bankruptcy. After the People's Court the People's Court accepts the has made a declaration of bankruptcy application in respect of the Company, the Company's liquidation committee shall turn over the affairs of the liquidation to the designated bankruptcy administrator of People's Court.
CHAPTER 20: PROCEDURES FOR AMENDING THE ARTICLES	CHAPTER 20: PROCEDURES FOR AMENDING THE ARTICLES
Article 177 Amendments made to the Articles concerning matters prescribed by the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa (1994) No. 21) issued on August 27, 1994 by the formerly State Council Securities Commission and the State Commission for Restructuring the Economic System shall take effect upon approval by the companies examination and approval authority appointed by the State Council and the State Council securities regulatory department. Where the amendments relate to registered particulars of the Company, those particulars shall be amended according to law.	Article 177 Article 165 Amendments made to the Articles concerning matters prescribed by the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa (1994) No. 21) issued on August 27, 1994 by the formerly State Council Securities Commission and the State Commission for Restructuring the Economic System shall take effect upon approval by the companies examination and approval authority appointed by the State Council and the State Council securities regulatory department. Where the amendments relate relating to registered particulars of the Company, those particulars shall be amended according to law.

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Before Amendments	After Amendments
Article 178 The Company observes the following rules for resolution of disputes: (1) (i) Whenever any disputes or claims arise from the Articles, the Company Law and the Special Regulations and any other relevant laws and administrative regulations concerning the affairs of the Company; (a) between a holder of overseas listed foreign invested shares and the Company, (b) between a holder of overseas listed foreign invested shares and a Director, Supervisor, general manager or other senior officer of the Company; or (c) between a holder of overseas listed foreign invested shares and a holder of domestic invested shares, the parties concerned shall refer the disputes or claims to arbitration. (ii) Where a dispute or claim falling within the scope stated above is referred to arbitration, the entire dispute or claim shall be referred to arbitration and all persons (being shareholders, Directors, Supervisors, general manager or other senior officers of the Company) who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall submit to arbitration. (iii) Notwithstanding the foregoing, disputes regarding the definition of shareholders and the register of shareholders need not be resolved by way of arbitration;	Article 178 The Company observes the following rules for resolution of disputes: (1) (i) Whenever any disputes or claims arise from the Articles, the Company Law and the Special Regulations and any other relevant laws and administrative regulations concerning the affairs of the Company; (a) between a holder of overseas listed foreign invested shares and the Company; (b) between a holder of overseas listed foreign invested shares and a Director, Supervisor, general manager or other senior officer of the Company; or (c) between a holder of overseas listed foreign invested shares and a holder of domestic invested shares, the parties concerned shall refer the disputes or claims to arbitration. (ii) Where a dispute or claim falling within the scope stated above is referred to arbitration, the entire dispute or claim shall be referred to arbitration and all persons (being shareholders, Directors, Supervisors, general manager or other senior officers of the Company) who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall submit to arbitration. (iii) Notwithstanding the foregoing, disputes regarding the definition of shareholders and the register of shareholders need not be resolved by way of arbitration;

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Before Amendments	After Amendments
(2) Disputes or claims referred to arbitration may be heard, at the option of the claimant, at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once the claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body chosen by the claimant. If the claimant chooses to refer the dispute or claim to arbitration at the Hong Kong International Arbitration Centre, either party may apply for such hearing to be conducted in Shenzhen under the Securities Arbitration Rules of the Hong Kong International Arbitration Centre; (3) Unless otherwise provided in laws and administrative regulations, PRC law shall apply in the resolution of any dispute or claim by arbitration referred to in paragraph (1) of this Article; (4) Awards made by an arbitral body shall be final and binding on all parties.	(2) Disputes or claims referred to arbitration may be heard, at the option of the claimant, at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once the claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body chosen by the claimant. If the claimant chooses to refer the dispute or claim to arbitration at the Hong Kong International Arbitration Centre, either party may apply for such hearing to be conducted in Shenzhen under the Securities Arbitration Rules of the Hong Kong International Arbitration Centre; (3) Unless otherwise provided in laws and administrative regulations, PRC law shall apply in the resolution of any dispute or claim by arbitration referred to in paragraph (1) of this Article; (4) Awards made by an arbitral body shall be final and binding on all parties.
CHAPTER 21: DISPUTE RESOLUTION	CHAPTER 21: DISPUTE RESOLUTION
/	Article 167 The Company does not have Board of Supervisors and or Supervisors.
Article 180 The term of “accounting firm” used in this Articles of Association also refers to Auditor.	Article 18068 The term of “accounting firm” used in this Articles of Association also refers to Auditor.
/	Article 170 The meaning of "related party transactions" in this Articles of Association includes "connected transactions" as defined in the Listing Rules; "related parties" include "connected persons" as defined in the Listing Rules; and "related party relationships" include "connected relationships" as defined in the Listing Rules.

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Before Amendments	After Amendments
/	Article 172 In case of any conflicts between this Articles of Association and any laws, regulations, regulatory rules to be promulgated by the nation in the future and the requirements under the Listing Rules, the nation’s latest relevant laws, regulations, regulatory rules or the Listing Rules shall prevail.

- Notes:*
1. Apart from the above amendments, changes to other chapters and clause numbers are no longer listed and are directly adjusted;
 2. Apart from the above amendments, any reference to other article numbers in these Articles will be numbered sequentially;
 3. Apart from the above amendments, all other references to “shareholders’ meeting” in the Articles of Association shall be changed to “general meeting”.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ABOLITION OF CLASS MEETING SYSTEM

COMPARISON TABLE IN RELATION TO AMENDMENTS TO THE ARTICLES OF ASSOCIATION (II)

Before Amendments	After Amendments
Article 75 Shareholders seeking to convene an extraordinary general meeting or a class meeting shall proceed in accordance with the following procedure: (1) two (2) or more shareholders holding one-tenth or more of the shares carrying the right to vote at the meeting sought to be held may, by signing one or more counterpart requisition(s) stating the object of the meeting, require the Board of Directors to convene an extraordinary general meeting or a class meeting. The Board of Directors shall as soon as possible proceed to do so. The shareholdings referred to shall be calculated as at the date of the delivery of the requisitions; (2) if the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisition, the requisitionists may themselves convene such a meeting in a manner as nearly as possible as where meetings are to be convened by the board, provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the board. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.	Article 75 Shareholders seeking to convene an extraordinary general meeting or a class meeting shall proceed in accordance with the following procedure: (1) two (2) or more shareholders holding one-tenth or more of the shares carrying the right to vote at the meeting sought to be held may, by signing one or more counterpart requisition(s) stating the object of the meeting, require the Board of Directors to convene an extraordinary general meeting or a class meeting. The Board of Directors shall as soon as possible proceed to do so. The shareholdings referred to shall be calculated as at the date of the delivery of the requisitions; (2) if the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisition, the requisitionists may themselves convene such a meeting in a manner as nearly as possible as where meetings are to be convened by the board, provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the board. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.
CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS
Article 81 Holders of various classes of shares are referred to as class shareholders. Class shareholders shall have rights and assume obligations in accordance with laws, regulations and the Articles.	Article 81 Holders of various classes of shares are referred to as class shareholders. Class shareholders shall have rights and assume obligations in accordance with laws, regulations and the Articles.

**APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND PROPOSED ABOLITION OF CLASS MEETING SYSTEM**

Before Amendments	After Amendments
Article 82 Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the shareholders' general meeting and by the class shareholders affected at a separate meeting convened in accordance with Articles 84 to 88.	Article 82 Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the shareholders' general meeting and by the class shareholders affected at a separate meeting convened in accordance with Articles 84 to 88.
Article 83 The rights of class shareholders are deemed to be varied or abrogated in the following circumstances: (1) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or privileges equal or superior to the shares of such class; (2) the exchange of all or part of the shares of such class into shares of another class, or the exchange of all or part of the shares of another class into the shares of such class or conferring such rights of exchange; (3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class; (4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class; (5) the increase, removal or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class; (6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class; (7) the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;	Article 83 The rights of class shareholders are deemed to be varied or abrogated in the following circumstances: (1) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or privileges equal or superior to the shares of such class; (2) the exchange of all or part of the shares of such class into shares of another class, or the exchange of all or part of the shares of another class into the shares of such class or conferring such rights of exchange; (3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class; (4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class; (5) the increase, removal or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class; (6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class; (7) the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;

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Before Amendments	After Amendments
(8) the imposition of restrictions or additional restrictions on the transfer of ownership of the shares of such class; (9) the issue of rights to subscribe for, or convert into, shares of such class or another class; (10) the increase in rights or privileges of shares of another class; (11) the restructuring of the Company which will result in shareholders of different classes bearing a disproportionate burden of such proposed restructuring; and (12) the variation or abrogation of the provisions of this chapter.	(8) the imposition of restrictions or additional restrictions on the transfer of ownership of the shares of such class; (9) the issue of rights to subscribe for, or convert into, shares of such class or another class; (10) the increase in rights or privileges of shares of another class; (11) the restructuring of the Company which will result in shareholders of different classes bearing a disproportionate burden of such proposed restructuring; and (12) the variation or abrogation of the provisions of this chapter.
Article 84 Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning Articles 83 (2) to (8), (11) and (12), but Interested Shareholder(s) shall not be entitled to vote at class meetings. In this Article, an “Interested Shareholder” has the following meaning: (1) in the case of a repurchase by a general offer made to all shareholders in equal proportions or through open transactions on a stock exchange under Article 28, a Controlling Shareholder within the meaning of Article 50 is an Interested Shareholder; (2) in the case of a repurchase of shares by contract made outside the stock exchange under Article 28, a holder of the shares to which the contract relates is an Interested Shareholder; or	Article 84 Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning Articles 83 (2) to (8), (11) and (12), but Interested Shareholder(s) shall not be entitled to vote at class meetings. In this Article, an “Interested Shareholder” has the following meaning: (1) in the case of a repurchase by a general offer made to all shareholders in equal proportions or through open transactions on a stock exchange under Article 28, a Controlling Shareholder within the meaning of Article 50 is an Interested Shareholder; (2) in the case of a repurchase of shares by contract made outside the stock exchange under Article 28, a holder of the shares to which the contract relates is an Interested Shareholder; or

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ABOLITION OF CLASS MEETING SYSTEM

Before Amendments	After Amendments
(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class is an Interested Shareholder.	(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class is an Interested Shareholder.
Article 85 Resolution of any class shareholders meeting shall be passed by votes of not less than two-thirds (2/3) of the voting rights of shareholders of that class represented at that meeting who, according to Article 84, are entitled to vote at class meetings.	Article 85 Resolution of any class shareholders meeting shall be passed by votes of not less than two-thirds (2/3) of the voting rights of shareholders of that class represented at that meeting who, according to Article 84, are entitled to vote at class meetings.
Article 86 Where the Company convenes a class meeting of shareholders, it shall issue written notices to notify the respective shareholders of that class whose names appear in the share register of the items to be considered and the date and venue of the meeting with reference to the period for notice of annual or extraordinary general meetings set out in Article 57 of the Articles of Association.	Article 86 Where the Company convenes a class meeting of shareholders, it shall issue written notices to notify the respective shareholders of that class whose names appear in the share register of the items to be considered and the date and venue of the meeting with reference to the period for notice of annual or extraordinary general meetings set out in Article 57 of the Articles of Association.
Article 87 Notices of class meetings need only be served on shareholders entitled to vote thereat. Meetings of any class of shareholders shall be conducted as nearly as possible as shareholders' general meetings. Provisions in these Articles which relate to any meeting of shareholders shall apply to any meeting of a class of shareholders.	Article 87 Notices of class meetings need only be served on shareholders entitled to vote thereat. Meetings of any class of shareholders shall be conducted as nearly as possible as shareholders' general meetings. Provisions in these Articles which relate to any meeting of shareholders shall apply to any meeting of a class of shareholders.
Article 88 In addition to holders of other classes of shares, holders of domestic invested shares and overseas listed foreign invested shares are deemed to be shareholders of different classes.	Article 88 In addition to holders of other classes of shares, holders of domestic invested shares and overseas listed foreign invested shares are deemed to be shareholders of different classes.
The special procedure for approval by class shareholders shall not apply:	The special procedure for approval by class shareholders shall not apply:
(1) where the Company issues, either separately or concurrently, domestic invested shares and overseas listed foreign invested shares in numbers not exceeding twenty percent (20%) of the number of domestic invested shares and overseas listed foreign invested shares then in issue respectively in any 12-month period as approved by a special resolution of a shareholders' general meeting;	(1) where the Company issues, either separately or concurrently, domestic invested shares and overseas listed foreign invested shares in numbers not exceeding twenty percent (20%) of the number of domestic invested shares and overseas listed foreign invested shares then in issue respectively in any 12-month period as approved by a special resolution of a shareholders' general meeting;

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ABOLITION OF CLASS MEETING SYSTEM

Before Amendments	After Amendments
(2) where the Company's plan for issuing domestic invested shares and overseas listed foreign invested shares upon its establishment is implemented within fifteen months (15) from the date of approval by the State Council securities regulatory department;	(2) where the Company's plan for issuing domestic invested shares and overseas listed foreign invested shares upon its establishment is implemented within fifteen months (15) from the date of approval by the State Council securities regulatory department;
(3) Where with the approval by the securities regulatory authorities of the State Council the shareholders cause the unlisted shares hold by them to be listed and dealt in on an overseas stock exchange.	(3) Where with the approval by the securities regulatory authorities of the State Council the shareholders cause the unlisted shares hold by them to be listed and dealt in on an overseas stock exchange.

- Notes: 1. Apart from the above amendments, changes to other chapters and clause numbers are no longer listed and are directly adjusted;
2. Apart from the above amendments, any reference to other article numbers in these Articles will be numbered sequentially.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED AMENDMENTS TO BUSINESS SCOPE

COMPARISON TABLE IN RELATION TO AMENDMENTS TO THE ARTICLES OF ASSOCIATION (III)

Before Amendments	After Amendments
Article 13 The scope of business of the Company shall be in accordance with the approval issued by the registration authority of the Company. The scope of business of the Company includes the following: To provide information resources services; e-commerce services; technical development, consultancy, services and training with respect to network interconnection, computer equipment, software and hardware products as well as communication software and hardware products; information and network system integration and proxy services; sales of computers and peripheral equipment; directly trading in or acting as consignee in importation and exportation of goods and technologies (except those restricted by the State or prohibited for import and export); professional contracting; sale agency of entrance tickets.	Article 13 The scope of business of the Company shall be in accordance with the approval issued by the registration authority of the Company. The scope of business of the Company includes the following: To provide information resources services; e-commerce services; technical development, consultancy, services and training with respect to network interconnection, computer equipment, software and hardware products as well as communication software and hardware products; information and network system integration and proxy services; sales of computers and peripheral equipment; directly trading in or acting as consignee in importation and exportation of goods and technologies (except those restricted by the State or prohibited for import and export); professional contracting; sale agency of entrance tickets. General Items: information consulting services (excluding licensed information consulting services); information technology consulting services; software development; software outsourcing services; digital technology services; non-residential real estate leasing; big data services; industrial internet data services; retail of computer hardware and software and auxiliary equipment; information system integration services; information system operation and maintenance services; professional design services; technical services, technology development, technical consulting, technical exchange, technology transfer, and technology promotion; technology import and export; goods import and export; overseas contracting projects; ticketing agency services; technology intermediary services; conference and exhibition services; internet equipment sales; internet sales (excluding the sale of goods requiring a license); data processing and storage support services; internet data services; Internet of Things technical services; data processing services; network and information security software development;

**APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND PROPOSED AMENDMENTS TO BUSINESS SCOPE**

Before Amendments	After Amendments
	Internet of Things technology research and development; quantum computing technology services; business training (excluding educational training, vocational skills training, and other training requiring a license); network technology services.-(Except for projects requiring approval according to law, business activities can be carried out proprietary in accordance with the law with a business license.) Licensed Items: Category I value-added telecommunications services; Category II value-added telecommunications services; basic telecommunications services; internet information services; construction project design and construction project implementation. (For projects that require approval according to the law, business activities may only be carried out after approval by relevant departments. The specific business projects shall be subject to the approval documents or licenses of relevant departments) (Business activities of projects prohibited or restricted by national and municipal industrial policies shall not be carried out.)