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Beijing Jingneng Clean Energy Co., Limited 北

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of director the “Board”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) hereby announce that on 5 December 2023, the shareholders, among other things, to amend certain provisions of the articles of association of the company (the “Articles of Association”), subject to the approval of the shareholder of the company (the “Shareholders”).

In accordance with the adoption of the proposed provision of the amendment to the articles of association of the company (the “Articles of Association”) and the provisions of the Law of the People's Republic of China on the Company Law (the “Company Law”) and the provisions of the Regulations of the State Administration of Market Regulation on the Company Law (the “Regulations”) and the provisions of the Measures for the Administration of the Listing of Overseas Companies (the “Measures”) and the provisions of the Rules of the Listing of Overseas Companies (the “Listing Rules”), the corresponding amendment to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and we also propose from shareholders, the company propose to amend the Articles of Association in connection with the practical management of the company for the purpose of complying with the change of the corresponding law and rule, and under the premise of compliance, improving the governance procedure of the company and improving the governance efficiency.

Please refer to Appendix to this announcement for details of the proposed amendment to the Articles of Association.

II. GENERAL

The Board has resolved to convene a general meeting to consider and approve the proposed amendment to the Articles of Association. A circular containing the proposed amendment to the Articles of Association, together with a notice of the general meeting, will be dispatched to the shareholders due course.

Chairman of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

Beijing, the P.R.
China
5 December 2023

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Zhang Wei and Mr. Li Minghui; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>Article 1</p> <p>To adapt to the requirement of the development of socialist market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of employees of Jiyang Energy Co., (the "Company") and its shareholders and creditors, and to regulate organization and act of the company, this Article of Association is formulated pursuant to the company law of P.R.C. (the company law), the law of enterprise state-owned Assets of the P.R.C., the constitution of the Communist Party of China, the equity law of P.R.C. (the equity law), the procedure of state financial verification and audit for the company (the procedure of verification), the administrator procedure for the Article of Association of the company to be issued by the P.R.C., the Guide for Article of Association of Chinese companies, the Rules Governing the Listing of Securities on The stock exchange of Hong Kong (the "Hong Kong Listing Rules"), and other relevant provisions.</p>	<p>Article 1</p> <p>To adapt to the requirement of the development of socialist market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of employees of Jiyang Energy Co., (the "Company") and its shareholders and creditors, and to regulate organization and act of the company, this Article of Association is formulated pursuant to the company law of P.R.C. (the company law), the law of enterprise state-owned Assets of the P.R.C., the constitution of the Communist Party of China, the equity law of P.R.C. (the equity law), the procedure of state financial verification and audit for the company (the procedure of verification), the administrator procedure for the Article of Association of the company to be issued by the P.R.C., the Guide for Article of Association of Chinese companies, the Rules Governing the Listing of Securities on The stock exchange of Hong Kong (the "Hong Kong Listing Rules"), and other relevant provisions.</p>
<p>Article 2</p> <p>The company is a joint stock company which is incorporated in accordance with the company law, the equity law, the procedure of verification, and other relevant laws and regulations.</p>	<p>Article 2</p> <p>The company is a joint stock company which is incorporated in accordance with the company law, the equity law, the procedure of verification, and other relevant laws and regulations.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 8</p> <p>Approved through a resolution at the general meeting, the Article of Association take effect on the date when the overseas foreign have been by the company are by and commence trading. The stock exchange of Hong Kong with the approval from relevant department and regulator authority of the U.R. From the effective date of the Article of Association, the Article of Association has replace the previous article of Association of the company which has been filed with the company registration authority.</p>	<p>Article 8</p> <p>Approved through a resolution at the general meeting, the Article of Association take effect on the date when the overseas foreign have been by the company are by and commence trading. The stock exchange of Hong Kong with the approval from relevant department and regulator authority of the U.R. From the effective date of the Article of Association, the Article of Association has replace the previous article of Association of the company which has been filed with the company registration authority.</p>
<p>Article 9</p> <p>Without prejudice to the provision of Article 250, and according to the Article of Association, one shareholder can use the other shareholder, the shareholder can use the company's director, supervisor and senior officer. The shareholder can use the company. The company can use the shareholder, director, supervisor and senior officer.</p> <p>For the purpose of the above paragraph, the term "use" has include the inclusion of proceeding to a court or application to an arbitration organization for arbitration.</p>	<p>Article 9<u>8</u></p> <p>Without prejudice to the provision of Article 250, and according to the Article of Association, one shareholder can use the other shareholder, the shareholder can use the company's director, supervisor and senior officer. The shareholder can use the company. The company can use the shareholder, director, supervisor and senior officer.</p> <p>For the purpose of the above paragraph, the term "use" has include the inclusion of proceeding to a court or application to an arbitration organization for arbitration.</p>
<p>Article 15</p> <p>The company has have on or have at a time. It may have other kind of have a need, upon approval by the authority that are authorized by the state council.</p>	<p>Article 15<u>4</u></p> <p>The company has have on or have at a time. It may have other kind of have a need, upon approval by the authority that are authorized by the state council upon fulfilling</p>

Original articles	Revised articles after the proposed amendments
	<p><u>the registration or filing procedures with the securities regulatory authority of the State Council in accordance with the law.</u></p>
<p>Article 18</p> <p>The company may have to move for the the L₁R and move for quit the the L₁R upon approval of the state securities authority in charge of equity.</p> <p>.....</p>	<p>Article 187</p> <p>The company may have to move for the the L₁R and move for quit the the L₁R upon approval of <u>fulfilling the registration or filing procedures with the securities regulatory authority of the state securities authority in accordance with the law.</u></p> <p>.....</p>
<p>Article 19</p> <p>.....</p> <p>The overseas share shares held by the company which is are in long term referred to as the shares, name - the R^W - enominated shares approved by the long long stock exchange for those who subscribe and trading are in long term shares. Upon approval of the state securities or agency authority by the state securities with the consent from long long stock exchange, the some some share movement share can be converted into the shares.</p> <p>Approved by equity regulator authority of the state securities holder of the company, some some share movement share may transfer hold share to an move move for quit the the L₁R for those and trading. The those and trading of such share over sea stock exchange has complied with the regulator procedure, regulation and requirement of the foreign equity market and are out of a call meeting not necessary in such circumstance.</p>	<p>Article 198</p> <p>.....</p> <p>The overseas share shares held by the company which is are in long term referred to as the shares, name - the R^W - enominated shares approved by the long long stock exchange for those who subscribe and trading are in long term shares. Upon approval of <u>fulfilling the registration or filing procedures with the securities regulatory authority of the state securities or agency authority in accordance with the law,</u> and with the consent from long long stock exchange, the some some share movement share can be converted into the shares.</p> <p>Approved by <u>Upon fulfilling the registration or filing procedures with the</u> equity regulator authority of the state securities <u>in accordance with the law,</u> holder of the company, some some share movement share may transfer hold share to an move move for quit the the L₁R for those and trading. The those and trading of such share over sea stock exchange has complied with the regulator procedure, regulation and</p>

Original articles	Revised articles after the proposed amendments
	<p>requirement of the foreign equity market and are out of a call meeting not necessary much circumstance.</p>
<p>Article 21</p> <p>.....</p> <p>After the above-mentioned amount and offering, the capital structure of the company comprised of 8,244,508,144 shares of ordinary shares in total, of which:</p> <p> China Energy Group Co., Ltd., holds 5,081,793,482 shares, representing 61.639% of the company's total share capital;</p> <p> China International Engineering Co., Ltd., holds 92,654,249 shares, representing 1.124% of the company's total share capital;</p> <p> China State-owned Assets Management Co., Ltd. holds 224,348,291 shares, representing 2.721% of the company's total share capital;</p> <p> China Foreign Trading Group Co., Ltd. holds 16,035,322 shares, representing 0.194% of the company's total share capital;</p> <p> shareholder of overseas shares (share) holds 2,829,676,800 shares, representing 34.322% of the company's total share capital.</p>	<p>Article 210</p> <p>.....</p> <p>After the above-mentioned amount and offering, the capital structure of the company comprised of 8,244,508,144 shares of ordinary shares in total, of which:</p> <p> China Energy Group Co., Ltd., holds 5,081,793,482 shares, representing 61.639% of the company's total share capital;</p> <p> China International Engineering Co., Ltd., holds 92,654,249 shares, representing 1.124% of the company's total share capital;</p> <p> China State-owned Assets Management Co., Ltd. holds 224,348,291 shares, representing 2.721% of the company's total share capital;</p> <p> China Foreign Trading Group Co., Ltd. holds 16,035,322 shares, representing 0.194% of the company's total share capital;</p> <p> shareholder of overseas shares (share) holds 2,829,676,800 shares, representing 34.322% of the company's total share capital.</p>

Original articles	Revised articles after the proposed amendments
<p>charge of equity, the company board of directors may arrange for implementation of such plan by means of separate fund.</p> <p>The company plan for fund of overseas funds have in accordance with the preceding paragraph may be implemented within 15 month upon approval by the competent authority in charge of equity.</p>	<p>charge of equity, the company board of directors may arrange for implementation of such plan by means of separate fund.</p> <p>The company plan for fund of overseas funds have in accordance with the preceding paragraph may be implemented within 15 month upon approval by the competent authority in charge of equity.</p>
<p>Article 24</p> <p>Where the company fund overseas funds have and some investment have separate at the total number of shares held in the fund plan, such shares have to be subscribed in one share fund. Where circumstances make impossible for ever such share fund to be subscribed, the shares may be sold in average, subject to the approval of the competent authority in charge of equity.</p>	<p>Article 24</p> <p>Where the company fund overseas funds have and some investment have separate at the total number of shares held in the fund plan, such shares have to be subscribed in one share fund. Where circumstances make impossible for ever such share fund to be subscribed, the shares may be sold in average, subject to the approval of the competent authority in charge of equity.</p>
<p>Article 29</p> <p>If a director, supervisor or senior officer of the company or a shareholder holding 5% or more of the shares of the company within 30 month upon holding those shares, or holding the shares within 30 month after ending, the gains arising thereof shall belong to the company. Such gains shall be collected by the board of directors of the company. If a equity company underwritten in shares, there shall be more than 5% of the shares, the sale of the shares shall not be subject to the 30 month restriction.</p> <p>If the board of directors of the company does not comply with the foregoing paragraph, the shareholder can request the board to do so within 30 days. If the board does not enforce</p>	<p>Article 296</p> <p>If a director, supervisor or senior officer of the company or a shareholder holding 5% or more of the shares of the company within 30 month upon holding those shares, or holding the shares within 30 month after ending, the gains arising thereof shall belong to the company. Such gains shall be collected by the board of directors of the company. If a equity company underwritten in shares, there shall be more than 5% of the shares, the sale of the shares shall not be subject to the 30 month restriction.</p> <p><u>The shares or other securities in the nature of equity held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph,</u></p>

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<p>Such right within the above period, the shareholders are entitled to commence litigation in court in their own name for the benefit of the company.</p> <p>.....</p>	<p><u>include those held by their spouses, parents and children and those held using the accounts of others.</u></p> <p>If the board of director of the company do not comply with the foregoing paragraph, the shareholders can request the board to do so within 30 days. If the board do not enforce such right within the above period, the shareholders are entitled to commence litigation in court in their own name for the benefit of the company.</p> <p>.....</p>
<p>Article 34</p> <p>With approval from relevant state authority to repurchase its own share, the company may proceed in any one of the following manner according to the requirement of relevant law, administrative regulation, the obligation of the place where the company's share are held as in the Article of Association:</p> <ol style="list-style-type: none"> 1) Making of a repurchase offer in the same proportion to all shareholders; 2) Repurchase through open transaction on a securities exchange; 3) Repurchase by an agreement outside a securities exchange; 4) other methods recognized by relevant regulator authority. 	<p>Article 341</p> <p>With approval from relevant state authority to repurchase its own share, the company may proceed in any one of the following manner according to the requirement of relevant law, administrative regulation, the obligation of the place where the company's share are held as in the Article of Association:</p> <ol style="list-style-type: none"> 1) Making of a repurchase offer in the same proportion to all shareholders; 2) Repurchase through open transaction on a securities exchange; 3) Repurchase by an agreement outside a securities exchange; 4) other methods recognized by relevant regulator authority. <p><u>The Company may repurchase its Shares through public centralized trading or other ways recognized by laws, administrative regulations and the China Securities Regulatory Commission. If the share purchase is made under the circumstances</u></p>

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	<p>stipulated in Items (3), (5) and (6) of paragraph 1 of Article 30 of the Articles of Association, centralized trading shall be adopted publicly.</p>
<p>Article 35</p> <p>.....</p> <p>The price per share for repurchasing the company's own redeemable share proposed to be made otherwise than by tender or in the market shall be set at a maximum price, where the repurchasing proposed to be made by way of tender, tender shall be made available to a holder of such share on the same term.</p>	<p>Article 352</p> <p>.....</p> <p>The price per share for repurchasing the company's own redeemable share proposed to be made otherwise than by tender or in the market shall be set at a maximum price, where the repurchasing proposed to be made by way of tender, tender shall be made available to a holder of such share on the same term.</p>
<p>Article 36</p> <p>Repurchase of the company's share in accordance with Article 33 1) and 2) of the Article of Association shall be subject to approval at a general meeting. Repurchase of the company's share in accordance with Article 33 3), 5) and 6) of the Article of Association shall be approved at the board meeting attended by more than two thirds of the directors in accordance with the provision of the Article of Association or with the authorization granted by the general meeting.</p> <p>Unless otherwise provided in the law, regulation or statute of the place where the company's share are held, after the company has repurchased its share in accordance with Article 33 of the Article of Association, such share shall be cancelled within ten days after repurchase in the circumstance set out in item 1), or shall be transferred or cancelled within 30 month of the circumstance set out in item 2) and 4), and in the circumstance set out in item 3), for the</p>	<p>5G5G5r Tj DAA</p>

Original articles	Revised articles after the proposed amendments
<p>account or capital common reserve account accruing the premium from the new share (contribution) at the time of repurchase;</p> <p>III) The sum paid by the company for the purpose set forth below shall be paid out of the company's distributable profits:</p> <ol style="list-style-type: none"> 1) Acquisition of the right to buy back its own shares; 2) Amendment to an contract for repurchase of its own shares; 3) Release from an of its obligation under an repurchase contract. <p>IV) After the par value of the annuity share has been deducted from the registered capital of the company in accordance with relevant regulation, that portion of the amount deducted from the distributable profits shall be used to buy back shares at the par value of the bought back share shall be credited to the company's premium account or capital common reserve account).</p>	<p>account or capital common reserve account accruing the premium from the new share (contribution) at the time of repurchase;</p> <p>III) The sum paid by the company for the purpose set forth below shall be paid out of the company's distributable profits:</p> <ol style="list-style-type: none"> 1) Acquisition of the right to buy back its own shares; 2) Amendment to an contract for repurchase of its own shares; 3) Release from an of its obligation under an repurchase contract. <p>IV) After the par value of the annuity share has been deducted from the registered capital of the company in accordance with relevant regulation, that portion of the amount deducted from the distributable profits shall be used to buy back shares at the par value of the bought back share shall be credited to the company's premium account or capital common reserve account).</p>
<p>Chapter 5 Financial Assistance for Purchase of Company Shares</p> <p>Article 39</p> <p>The company or its subsidiary (including affiliate) shall not at any time provide financial assistance in any form to purchaser or prospective purchaser of the shares of the company. Purchaser of shares of the company as referred to above shall include person that directly or indirectly undertake obligation for the purpose of purchasing shares of the company.</p>	<p>Chapter 5 Financial Assistance for Purchase of Company Shares</p> <p>Article 39</p> <p>The company or its subsidiary (including affiliate) shall not at any time provide financial assistance in any form to purchaser or prospective purchaser of the shares of the company. Purchaser of shares of the company as referred to above shall include person that directly or indirectly undertake obligation for the purpose of purchasing shares of the company.</p>

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<p>The company or its subsidiary (including affiliate) has not at any time provided any financial assistance in any form to the above obligator in order to reduce or discharge the obligation.</p> <p>The provision of this Article has not applied to the circumstances described in Article 39 of this Chapter.</p>	<p>The company or its subsidiary (including affiliate) has not at any time provided any financial assistance in any form to the above obligator in order to reduce or discharge the obligation.</p> <p>The provision of this Article has not applied to the circumstances described in Article 39 of this Chapter.</p>
<p>Article 40</p> <p>For the purpose of this Chapter, the term “financial assistance” has the same but not limited to) the financial assistance of the form set out below:</p> <ol style="list-style-type: none"> 1) Gift; 2) Guarantee including the undertaking of (borrow) or provision of property by the guarantor in order to ensure the performance of the obligation by the obligator), in not including, however, in not including arising from the company's own fault and release or waiver of right; 3) Provision of loan or conclusion of a contract under which the obligation of the company are to be fulfilled prior to the obligation of the other party to the contract, or a change of the party to such loan or contract and the assignment of right under such loan or contract; 4) Financial assistance in any other form when the company is solvent or has no net asset or when such assistance would lead to a major reduction of the company's net asset. 	<p>Article 40</p> <p>For the purpose of this Chapter, the term “financial assistance” has the same but not limited to) the financial assistance of the form set out below:</p> <ol style="list-style-type: none"> 1) Gift; 2) Guarantee including the undertaking of (borrow) or provision of property by the guarantor in order to ensure the performance of the obligation by the obligator), in not including, however, in not including arising from the company's own fault and release or waiver of right; 3) Provision of loan or conclusion of a contract under which the obligation of the company are to be fulfilled prior to the obligation of the other party to the contract, or a change of the party to such loan or contract and the assignment of right under such loan or contract; 4) Financial assistance in any other form when the company is solvent or has no net asset or when such assistance would lead to a major reduction of the company's net asset.

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<p>6) The contribution by the company for an employee health insurance scheme provided that the amount is not set to a reduction of the net asset of the company or that if the amount constitutes a reduction, the functional amount paid out of the company's distributable profit).</p>	<p>6) The contribution by the company for an employee health insurance scheme provided that the amount is not set to a reduction of the net asset of the company or that if the amount constitutes a reduction, the functional amount paid out of the company's distributable profit).</p>
<p>Article 44</p> <p>The company shall establish a register of shareholders in accordance with evidence from the relevant registration organization, and shall enter therein the following particulars:</p> <ol style="list-style-type: none"> 1) The name, surname (omitted), profession or nature of each shareholder; 2) The exact number of shares held by each shareholder; 3) The amount paid or payable for the shares held by each shareholder; 4) The exact number of the shares held by each shareholder; 5) The date on which each shareholder is registered as a shareholder; and 6) The date on which each shareholder ceases to be a shareholder. 	<p>Article 4437</p> <p>The company shall establish a register of shareholders in accordance with evidence from the relevant registration organization, and shall enter therein the following particulars:</p> <ol style="list-style-type: none"> 1) The name, surname (omitted), profession or nature of each shareholder; 2) The exact number of shares held by each shareholder; 3) The amount paid or payable for the shares held by each shareholder; 4) The exact number of the shares held by each shareholder; 5) The date on which each shareholder is registered as a shareholder; and 6) The date on which each shareholder ceases to be a shareholder.

Original articles	Revised articles after the proposed amendments
<p>The register of shareholders of the company shall be maintained in accordance with the provisions of the Companies Act, 2013 and other laws for the time being in force.</p>	<p>The register of shareholders of the company shall be maintained in accordance with the provisions of the Companies Act, 2013 and other laws for the time being in force.</p> <p><u>The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.</u></p>
<p>Article 45</p> <p>The company shall, pursuant to any agreement reached between the state securities authority or a securities regulator or an organization outside the I.R., keep a copy of the register of shareholders of the company in the I.R. The original register of shareholders of the company shall be kept in India.</p>	<p>Article 45</p> <p>The company shall, pursuant to any agreement reached between the state securities authority or a securities regulator or an organization outside the I.R., keep a copy of the register of shareholders of the company in the I.R. The original register of shareholders of the company shall be kept in India.</p>

Original articles	Revised articles after the proposed amendments
<p>The company shall keep at its office a duplicate of the register of holders of overseas shares. The appointed agent under the L.R. shall ensure that the register of holders of overseas shares and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overseas shares are inconsistent, the original shall prevail.</p>	<p>The company shall keep at its office a duplicate of the register of holders of overseas shares. The appointed agent under the L.R. shall ensure that the register of holders of overseas shares and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overseas shares are inconsistent, the original shall prevail.</p>
<p>Article 46</p> <p>The company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following particulars:</p> <ol style="list-style-type: none"> 1) A register kept at the company's office other than those specified in items 2) and 3) of this article; 2) The register(s) of holders of overseas shares kept in the place(s) of the stock exchange(s) under the L.R. on which the shares are listed; 3) Register of shareholders kept in such other place as the board of directors may decide necessary for any purpose. 	<p>Article 46</p> <p>The company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following particulars:</p> <ol style="list-style-type: none"> 1) A register kept at the company's office other than those specified in items 2) and 3) of this article; 2) The register(s) of holders of overseas shares kept in the place(s) of the stock exchange(s) under the L.R. on which the shares are listed; 3) Register of shareholders kept in such other place as the board of directors may decide necessary for any purpose.
<p>Article 47</p> <p>The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in another part of the register.</p>	<p>Article 47</p> <p>The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in another part of the register.</p>

Original articles	Revised articles after the proposed amendments
<p>change and correction to each part of the register of shareholders has been carried out in accordance with the law of the place where each part is kept.</p>	<p>change and correction to each part of the register of shareholders has been carried out in accordance with the law of the place where each part is kept.</p>
<p>Article 48</p> <p>Shares are free transferable according to the Article of Association. Unless meeting the following conditions, or the court makes an order to recognize an instrument of transfer without giving a reason:</p> <ol style="list-style-type: none"> 1) An instrument of transfer or other instrument which relates to shares or matters affecting shares must be registered, and relevant fee not exceeding the maximum prescribed by the rules of the stock exchange from time to time has been paid to the company for such registration; 2) The instrument on which shares are to be issued is valid; 3) The due stamp duty for transfer instrument has already been paid; 4) Relevant share certificate and such other evidence as the director may reasonably require to prove the transferor's right to transfer are produced; 5) Transfer of shares to no more than four joint holders; 6) The shares concerned are free of any charge in favor of the company; 7) An share has not been transferred to an infant or to a person of unsound mind or otherwise e.g. a bankrupt. 	<p>Article 48</p> <p>Shares are free transferable according to the Article of Association. Unless meeting the following conditions, or the court makes an order to recognize an instrument of transfer without giving a reason:</p> <ol style="list-style-type: none"> 1) An instrument of transfer or other instrument which relates to shares or matters affecting shares must be registered, and relevant fee not exceeding the maximum prescribed by the rules of the stock exchange from time to time has been paid to the company for such registration; 2) The instrument on which shares are to be issued is valid; 3) The due stamp duty for transfer instrument has already been paid; 4) Relevant share certificate and such other evidence as the director may reasonably require to prove the transferor's right to transfer are produced; 5) Transfer of shares to no more than four joint holders; 6) The shares concerned are free of any charge in favor of the company; 7) An share has not been transferred to an infant or to a person of unsound mind or otherwise e.g. a bankrupt.

Original articles	Revised articles after the proposed amendments
<p>hareholder of an foreign investment share may transfer all or part of his share through an instrument in the usual writing form in the relevant territory of which share 'writing place or in such other form as the director may accept. The transfer of such share may adopt the transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be under hand or, if the transferor or transferee is a clearing house or nominee) effected by Hong Kong Equities and Futures Office, a hand written or machine printed signature has to be acceptable.</p>	<p>hareholder of an foreign investment share may transfer all or part of his share through an instrument in the usual writing form in the relevant territory of which share 'writing place or in such other form as the director may accept. The transfer of such share may adopt the transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be under hand or, if the transferor or transferee is a clearing house or nominee) effected by Hong Kong Equities and Futures Office, a hand written or machine printed signature has to be acceptable.</p>
<p>Article 51</p> <p>An person that challenge the register of shareholder and require his name to be entered into or removed from the register may apply to a competent court for correction of the register.</p>	<p>Article 51</p> <p>An person that challenge the register of shareholder and require his name to be entered into or removed from the register may apply to a competent court for correction of the register.</p>
<p>Article 52</p> <p>An shareholder who registers in the register of shareholder or require his name to be entered into the register of shareholder may apply to the company for a replacement certificate in respect of which share the "Relevant Shares") which share certificate the "Original Share Certificate") is lost.</p> <p>Application for the replacement of some investment share certificate has to be dealt with in accordance with the relevant provision of the company law.</p> <p>Application for the replacement of over issued share certificate has to be dealt with in accordance with the law, equities exchange regulation and other relevant regulation of the place where the original register of holder of over issued share is kept.</p>	<p>Article 52</p> <p>An shareholder who registers in the register of shareholder or require his name to be entered into the register of shareholder may apply to the company for a replacement certificate in respect of which share the "Relevant Shares") which share certificate the "Original Share Certificate") is lost.</p> <p>Application for the replacement of some investment share certificate has to be dealt with in accordance with the relevant provision of the company law.</p> <p>Application for the replacement of over issued share certificate has to be dealt with in accordance with the law, equities exchange regulation and other relevant regulation of the place where the original register of holder of over issued share is kept.</p>

Original articles	Revised articles after the proposed amendments
<p>Where holder of the share application for replacement of lost certificate, such replacement shall comply with the following requirements:</p>	<p>Where holder of the share application for replacement of lost certificate, such replacement shall comply with the following requirements:</p>
<p>1) The applicant shall submit the application in the form prescribed by the company accompanied by a notarized certificate or affidavit. The notarized certificate or affidavit shall include the applicant's reason for the application, the circumstances and proof of the loss of the share certificate and affidavit stating that no other person may require registration as a shareholder in respect of the Relevant share.</p>	<p>1) The applicant shall submit the application in the form prescribed by the company accompanied by a notarized certificate or affidavit. The notarized certificate or affidavit shall include the applicant's reason for the application, the circumstances and proof of the loss of the share certificate and affidavit stating that no other person may require registration as a shareholder in respect of the Relevant share.</p>
<p>2) The company shall not receive an affidavit requiring registration as a shareholder in respect of the share from any person other than the applicant before it decides that a replacement share certificate shall be issued.</p>	<p>2) The company shall not receive an affidavit requiring registration as a shareholder in respect of the share from any person other than the applicant before it decides that a replacement share certificate shall be issued.</p>
<p>3) If the company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to the new paper or periodicals designated by the board of directors, the period of the publication shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days. The new paper designated by the board of directors shall be the highest ranking new paper recognized by the Long Long Stock Exchange at least one for each).</p>	<p>3) If the company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to the new paper or periodicals designated by the board of directors, the period of the publication shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days. The new paper designated by the board of directors shall be the highest ranking new paper recognized by the Long Long Stock Exchange at least one for each).</p>
<p>4) Before publishing the public announcement of its intention to issue a replacement share certificate, the company shall submit a copy of the announcement to be published to the EquiQ Exchange where it is to be made in accordance with the publication upon receipt of a reply from the EquiQ Exchange confirming</p>	<p>4) Before publishing the public announcement of its intention to issue a replacement share certificate, the company shall submit a copy of the announcement to be published to the EquiQ Exchange where it is to be made in accordance with the publication upon receipt of a reply from the EquiQ Exchange confirming</p>

Original articles	Revised articles after the proposed amendments
<p>that the announcement has been published in the equitable exchange. The published announcement has been published in the equitable exchange for a period of 90 days.</p> <p>If the application for issuance of a replacement has been certified without consent of the registrar however of the Relevant State, the company has made to such holder a photocopy of the published announcement that is due to publish.</p> <p>5) Upon expiry of the 90 day period specified in item 3) and 4) hereof, if the company has not received an objection to the issuance of a replacement has been certified from any person, it may issue a replacement has been certified according to the application of the applicant.</p> <p>6) When the company issues a replacement has been certified under this Article, it shall immediately cancel the original has been certified and record such cancellation and the issuance of the replacement has been certified to the registrar of the holder.</p> <p>7) A expense for the cancellation of the original has been certified and issuance of a replacement has been certified shall be borne by the applicant. The company has been entitled to refuse to take any action until a reasonable guarantee is obtained from the applicant.</p>	<p>that the announcement has been published in the equitable exchange. The published announcement has been published in the equitable exchange for a period of 90 days.</p> <p>If the application for issuance of a replacement has been certified without consent of the registrar however of the Relevant State, the company has made to such holder a photocopy of the published announcement that is due to publish.</p> <p>5) Upon expiry of the 90 day period specified in item 3) and 4) hereof, if the company has not received an objection to the issuance of a replacement has been certified from any person, it may issue a replacement has been certified according to the application of the applicant.</p> <p>6) When the company issues a replacement has been certified under this Article, it shall immediately cancel the original has been certified and record such cancellation and the issuance of the replacement has been certified to the registrar of the holder.</p> <p>7) A expense for the cancellation of the original has been certified and issuance of a replacement has been certified shall be borne by the applicant. The company has been entitled to refuse to take any action until a reasonable guarantee is obtained from the applicant.</p>
<p>Article 53</p> <p>After the company has issued a replacement has been certified in accordance with this Article of Application, it shall not delete from the registrar of the holder the name of a bona fide purchaser of the replacement has been certified mentioned above or of a holder that is</p>	<p>Article 53</p> <p>After the company has issued a replacement has been certified in accordance with this Article of Application, it shall not delete from the registrar of the holder the name of a bona fide purchaser of the replacement has been certified mentioned above or of a holder that is</p>

Original articles	Revised articles after the proposed amendments
<p>subsequent registration of the owner of the share provided that he is a bona fide purchaser).</p>	<p>subsequent registration of the owner of the share provided that he is a bona fide purchaser).</p>
<p>Article 54</p> <p>The company shall not be liable for any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent act on the part of the company.</p>	<p>Article 54</p> <p>The company shall not be liable for any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent act on the part of the company.</p>
	<p>Article 40</p> <p><u>The Company or its subsidiaries (including affiliates of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who acquires or intends to acquire shares of the Company.</u></p>
<p>Article 56</p> <p>Holder of ordinary share of the company shall enjoy the following rights:</p> <ol style="list-style-type: none"> 1) To receive dividends and other profits or liquidation on the basis of the number of shares held by them; 2) To request, convene, hold, participate or elect proxy to attend general meeting and exercise corresponding voting right in accordance with the law; 3) To monitor, make suggestion or question the company's operation; 4) To transfer, donate or pledge share in his/her position in accordance with the law, mandatory regulation, and rule of the 	<p>Article 5642</p> <p>Holder of ordinary share Shareholders of the company shall enjoy the following rights:</p> <ol style="list-style-type: none"> 1) To receive dividends and other profits or liquidation on the basis of the number of shares held by them; 2) To request, convene, hold, participate or elect proxy to attend general meeting and speak at the general meeting in accordance with the law; 3) To monitor, make suggestion or question the company's operation; 4) To transfer, donate or pledge share in his/her position in accordance with the law, mandatory regulation, and rule of the

Original articles	Revised articles after the proposed amendments
<p>territor where the ompan' hare are de, a we a provoon of tho Artoe of A ocoon;</p>	<p>territor where the ompan' hare are de, a we a provoon of tho Artoe of A ocoon;</p>
<p>5) To obto relevant informotion o accooance with the Artoe of A ocoon of the ompan, which hao de re de;</p>	<p>5) To obto relevant informotion o accooance with the Artoe of A ocoon of the ompan, which hao de re de;</p>
<p>1. To obto the Artoe of A ocoon of the ompan after paoment of a charge to cover the co to;</p>	<p>1. To obto the Artoe of A ocoon of the ompan after paoment of a charge to cover the co to;</p>
<p>2. e o g e n t i c e s o to a c c e s s, after paoment of reaonable charge, to make a copo of;</p>	<p>2. e o g e n t i c e s o to a c c e s s, after paoment of reaonable charge, to make a copo of;</p>
<p>o c o p y of a part of the regoster of harehooer;</p>	<p>o c o p y of a part of the regoster of harehooer;</p>
<p>o p e r s o n a i n f o r m a t i o n of the o r e c t o r, uo p e r v i s o r a n d e n o r o f f i c e r of the ompan, o c o p y;</p>	<p>o p e r s o n a i n f o r m a t i o n of the o r e c t o r, uo p e r v i s o r a n d e n o r o f f i c e r of the ompan, o c o p y;</p>
<p>a. c u r r e n t a n d p r e v i s i o n a n d a n d e;</p>	<p>a. c u r r e n t a n d p r e v i s i o n a n d a n d e;</p>
<p>b. m a i n o r e o m p o s i t i o n s;</p>	<p>b. m a i n o r e o m p o s i t i o n s;</p>
<p>c. n a t i o n a l i t i o n s;</p>	<p>c. n a t i o n a l i t i o n s;</p>
<p>o f f u t u r e a n d o t h e r p a r t t i m e o c c u p a t i o n a n d o u t e s;</p>	<p>o f f u t u r e a n d o t h e r p a r t t i m e o c c u p a t i o n a n d o u t e s;</p>
<p>e. o c e n t i f i c a t i o n c r e a t i o n a n d t h e n u m b e r .</p>	<p>e. o c e n t i f i c a t i o n c r e a t i o n a n d t h e n u m b e r .</p>
<p>o f t h e t a t i o f t h e o m p a n ' o u t h a r e capo i t a l s;</p>	<p>o f t h e t a t i o f t h e o m p a n ' o u t h a r e capo i t a l s;</p>
<p>o r r e p o r t of the aggregate par value, number of hare a n d h a r e t a n d o w e t p r o c e of each co o f h a r e b o u g h t b a c k b y t h e o m p a n ; o f t h e a t f i c e a r a w e a n d t h e expo n s e p a i d b y t h e o m p a n ; t h e r e f o r ;</p>	<p>o r r e p o r t of the aggregate par value, number of hare a n d h a r e t a n d o w e t p r o c e of each co o f h a r e b o u g h t b a c k b y t h e o m p a n ; o f t h e a t f i c e a r a w e a n d t h e expo n s e p a i d b y t h e o m p a n ; t h e r e f o r ;</p>

Original articles	Revised articles after the proposed amendments
<p>v) books, minutes of general meeting, resolution of board meeting, resolution of the board of supervisor meeting, financial report;</p> <p>and the company's most recent annual financial statement, and report of the board of directors, and for and the board of supervisor;</p> <p>and copies of the latest annual report which has been filed with the company registration authority or other competent authority for records;</p> <p>Requirement referred to in (iii), (v), and (vi) above shall be made available at the company's office and principal place of business in Hong Kong according to the requirement of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong and shall be made available for inspection by the public and shareholder free of charge, and shareholder may, after payment of reasonable charge, make copies of such documents except for minutes of general meeting which shall be made available for inspection by shareholder only.</p> <p>6) When the company terminates or dissolves, the directors shall have of remaining assets of the company according to the share held;</p> <p>7) If a shareholder opposes the merger or dissolution of the company at a general meeting, he may request the company to buy back his share;</p> <p>8) The right under the law, administrative regulation, departmental regulation and the Article of Association.</p>	<p>v) books, minutes of general meeting, resolution of board meeting, resolution of the board of supervisor meeting, financial report;</p> <p>and the company's most recent annual financial statement, and report of the board of directors, and for and the board of supervisor;</p> <p>and copies of the latest annual report which has been filed with the company registration authority or other competent authority for records;</p> <p>Requirement referred to in (iii), (v), and (vi) above shall be made available at the company's office and principal place of business in Hong Kong according to the requirement of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong and shall be made available for inspection by the public and shareholder free of charge, and shareholder may, after payment of reasonable charge, make copies of such documents except for minutes of general meeting which shall be made available for inspection by shareholder only.</p> <p>(5) To inspect the Articles of Association, HKD5U2f</p>

Original articles	Revised articles after the proposed amendments
<p>Where an person direct or indirect holding right and interest fact to control each right and interest, the company has not exercised its right to harm an right of such person attached to the share merger as result of such reason.</p>	<p>7) If a shareholder opposes the merger or acquisition of the company at a general meeting, he may request the company to buy back his share;</p> <p>8) the right under the law, the mandatory regulation, the departmental regulation and the Article of Association.</p> <p>Where an person direct or indirect holding right and interest fact to control each right and interest, the company has not exercised its right to harm an right of such person attached to the share merger as result of such reason.</p>
<p>Article 61</p> <p>Each of our share of the company has the following obligation :</p> <p>.....</p> <p>Shareholder has not bear an obligation for further contribution to share capital other than the contribution agreed to at the sub scriber of the relevant share on subscription.</p>	<p>Article 6147</p> <p>Each of our share Shareholders of the company has the following obligation :</p> <p>.....</p> <p>Shareholder has not bear an obligation for further contribution to share capital other than the contribution agreed to at the sub scriber of the relevant share on subscription.</p>
<p>Article 62</p> <p>.....</p> <p>In addition to the obligation under the law, the mandatory regulation or the regulation of the equity exchange) on which the share of the company are held, controlling shareholder may not, in the exercise of the shareholder ' power, make decision prejudicial to the interest of all or part of the shareholder as a result of the exercise of the voting right on the due set forth below;</p>	<p>Article 6248</p> <p>.....</p> <p>In addition to the obligation under the law, the mandatory regulation or the regulation of the equity exchange) on which the share of the company are held, controlling shareholder may not, in the exercise of the shareholder ' power, make decision prejudicial to the interest of all or part of the shareholder as a result of the exercise of the voting right on the due set forth below;</p>

Original articles	Revised articles after the proposed amendments
<p>1) Receiving a director or supervisor of the responsibility to act honestly to the best interest of the company;</p> <p>2) Approving a director or supervisor for his own or another person's benefit to deprive the company of its property and waive its rights but not (in the case of) an opportunity that are favorable to the company;</p> <p>3) Approving a director or supervisor for his own or another person's benefit to deprive other shareholder of the right or interest, including but not (in the case of) the right to election and voting right, but not including retraction of the company's ability to elect or opt at the shareholder general meeting in accordance with the Article of Association of the company.</p>	<p>1) Receiving a director or supervisor of the responsibility to act honestly to the best interest of the company;</p> <p>2) Approving a director or supervisor for his own or another person's benefit to deprive the company of its property and waive its rights but not (in the case of) an opportunity that are favorable to the company;</p> <p>3) Approving a director or supervisor for his own or another person's benefit to deprive other shareholder of the right or interest, including but not (in the case of) the right to election and voting right, but not including retraction of the company's ability to elect or opt at the shareholder general meeting in accordance with the Article of Association of the company.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 65</p> <p>The general meeting has exercised the following functions and powers:</p> <p>.....</p> <p>3) Review and approve the report of the board of director;</p> <p>.....</p> <p>12) Review and approve the external guarantee due which has been reviewed at the general meeting as prescribed in Article 64 of the Article of Association;</p> <p>.....</p> <p>15) Review share incentive plan;</p> <p>.....</p> <p>17) Review other matter to be approved at the general meeting as prescribed by the law, memorandum of association, department regulation, bye law of the local stock exchange where the company has shares or the Article of Association.</p>	<p>Article 650</p> <p>The general meeting has exercised the following functions and powers:</p> <p>.....</p> <p>3) Review and approve the report of the board of director;</p> <p>.....</p> <p>12) Review and approve the external guarantee due which has been reviewed at the general meeting as prescribed in Article 6451 of the Article of Association;</p> <p>.....</p> <p>15) Review share incentive plan <u>and employee stock ownership plan</u>;</p> <p>.....</p> <p><u>(17) Review the Company's external donations and sponsorships whose single amount reaches 0.1% or more of the Company's latest audited net assets and are included in profit or loss for the current period;</u></p> <p>.....</p> <p>178) Review other matter to be approved at the general meeting as prescribed by the law, memorandum of association, department regulation, bye law of the local stock exchange where the company has shares or the Article of Association.</p>

Original articles	Revised articles after the proposed amendments
<p data-bbox="124 193 276 225">Article 66</p> <p data-bbox="124 278 480 314">The following external</p>	

Original articles	Revised articles after the proposed amendments
<p>Article 73</p> <p>hareholder holding more than 10% of share (or together with other) has been entitled to request for an extraordinary general meeting or call meeting according to the following procedure .</p> <p>1) Upon getting one or several written request with the same content and format, and stating the subject of the meeting, the afore said shareholder may request the board of director to convene an extraordinary general meeting or call meeting. In accordance with the above request, the board of director has, in accordance with the law, the mandatory regulation and through Article of Association, represent with a written opinion to state whether to agree or disagree to convene an extraordinary general meeting or call meeting within 10 days upon receipt of the proposal. Shareholder above shareholder has been called at the date of submitting the written request.</p> <p>2) If the board of director agree to convene an extraordinary general meeting or call meeting, to have due notice of general meeting within 5 days upon making the decision. Any change made to the original request to the notice has been agreed by the relevant shareholder .</p> <p>3) If the board of director disagree to convene the extraordinary general meeting or call meeting, or do not represent within 10 days upon receipt of the proposal, shareholder (or together holding more than 10% of the share of the company) are entitled to request the board of supervisor to hold an extraordinary general meeting or call meeting in writing.</p>	<p>Article 7358</p> <p>hareholder holding more than 10% of share (or together with other) has been entitled to request for an extraordinary general meeting or call meeting according to the following procedure .</p> <p>1) Upon getting one or several written request with the same content and format, and stating the subject of the meeting, the afore said shareholder may request the board of director to convene an extraordinary general meeting or call meeting. In accordance with the law, the mandatory regulation and through Article of Association, represent with a written opinion to state whether to agree or disagree to convene an extraordinary general meeting or call meeting within 10 days upon receipt of the proposal. Shareholder above shareholder has been called at the date of submitting the written request.</p> <p>2) If the board of director agree to convene an extraordinary general meeting or call meeting, to have due notice of general meeting within 5 days upon making the decision. Any change made to the original request to the notice has been agreed by the relevant shareholder .</p> <p>3) If the board of director disagree to convene the extraordinary general meeting or call meeting, or do not represent within 10 days upon receipt of the proposal, shareholder (or together holding more than 10% of the share of the company) are entitled to request the board of supervisor to hold an extraordinary general meeting or call meeting in writing.</p>

Original articles	Revised articles after the proposed amendments
<p>4) If the board of supervisor agree to convene the extraorinary general meeting or call meeting, it has due a notice of general meeting within 5 days upon making the decision. And change made to the original requirement to the notice has be agreed by the relevant shareholderer .</p>	<p>4) If the board of upservisor agree to convene the extraorinary general meeting or ca meeting, it has due a notice of general meeting within 5 days upon making the decision. And change made to the original requirement to the notice has be agreed by the relevant shareholderer .</p>
<p>Article 76</p> <p>.....</p> <p>If a notice of general meetings be not pecific to the proposed reconstitution ors be not comply with Article 73 herein, no voting fors ecision shall be held at the general meeting.</p>	<p>Article 7661</p> <p>.....</p> <p>If a notice of general meetings be not pecific to the proposed reconstitution ors be not comply with Article 7360 herein, no voting fors ecision shall be held at the general meeting.</p>
<p>Article 78</p> <p>The notice of a general meeting has meet the following requirements :</p> <ol style="list-style-type: none"> 1) it has be made in writing; 2) it has pecific to the place, date and time of the meeting; 3) it has pecific to the matter to bes discussed at the meeting; 4) pecific to the shareholders records date for shareholderer who are entitled to attend the meeting; 5) It has provide to the shareholderer the information and explanation necessary for them to make a wise ecision on the matter to bes discussed . Thes principle has apply but not only to proposed merger, reduction of share , reorganization of share capital or other restructuring, it has provide the pecific 	<p>Article 7863</p> <p>The notice of a general meeting has meet the following requirements <u>include the followings</u> :</p> <ol style="list-style-type: none"> 1) it has be made in writing; 2) it has pecific to the place, date and time of the meeting; 3) it has pecific to the matter to bes discussed at the meeting; 4) pecific to the shareholders records date for shareholderer who are entitled to attend the meeting; 5) It has provide to the shareholderer the information and explanation necessary for them to make a wise ecision on the matter to bes discussed . Thes principle has apply but not only to proposed merger, reduction of share , reorganization of share capital or other restructuring, it has provide the pecific

Original articles	Revised articles after the proposed amendments
<p>conclusion and contract (to be) of the proposed transaction and proper explanation of the reason and effect of the same;</p> <p>6) An director, supervisor, manager or other senior management member who have material conflict of interest in a matter subject to which such person has to give the nature and extent of such material conflict of interest. If the effect of proposed matter on such director, supervisor, manager or other senior management member in their capacity as shareholder is different from that of other shareholder of the same company, the difference has also to be recorded;</p> <p>7) It has contained the full text of an agenda item proposed to be adopted at the meeting;</p> <p>8) It has contained a clear statement that a shareholder who has right to attend and vote at the meeting has have the right to appoint one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>9) It has state the time and place for the convening of the proxy form for the meeting;</p> <p>10) It has state the name and telephone number of the contact person who handles the meeting affairs.</p>	<p>conclusion and contract (to be) of the proposed transaction and proper explanation of the reason and effect of the same;</p> <p>6) An director, supervisor, manager or other senior management member who have material conflict of interest in a matter subject to which such person has to give the nature and extent of</p>

Original articles	Revised articles after the proposed amendments
	<p><u>and may appoint a proxy in writing to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company;</u></p> <p><u>(4) the record date for shareholders who are entitled to attend the general meeting;</u></p> <p><u>(5) name and telephone number of the contact person for the meeting;</u></p> <p><u>(6) time and procedures of the voting through network or by any other means;</u></p> <p><u>(7) other contents stipulated in laws, administrative regulations, competent departmental rules, regulatory rules of the place where the Company's shares are listed and this Articles of Association.</u></p>
<p>Article 84</p> <p>.....</p> <p>If a shareholder who is a legal person appoints a representative to attend the meeting, the company has the right to require the representative to present the following proof for the shareholder and representative, a written resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authoritative proof of the such authorization.</p>	<p>Article 8469</p> <p>.....</p> <p>If a shareholder who is a legal person appoints a representative to attend the meeting, the company has the right to require the representative to present the following proof for the shareholder and representative, a written resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authoritative proof of the such authorization. <u>If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person.</u></p> <p>If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general meeting. Such authorized person are entitled to attend the meeting on behalf of the recognized clearing</p>

Original articles	Revised articles after the proposed amendments
	<p><u>house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</u></p>
<p>Article 86</p> <p>The instrument appointing a voting proxy shall be placed at the office of the company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is given by another person authorized by the entering partner, the authorization letter or other document authorizing the grantor shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the office of the company or at such other place as specified in the notice of the meeting.</p>	<p>Article 8671</p> <p>The instrument appointing a voting proxy shall be placed at the office of the company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is given by another person authorized by the entering partner, the authorization letter or other document authorizing the grantor shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the office of the company or at such other place as specified in the notice of the meeting.</p>
<p>Article 87</p> <p>An instrument by the board of directors of the company to the shareholder for the appointment of proxy shall give the shareholder free choice to instruct the proxy to cast vote in favor of or against each resolution and enable the shareholder to give separate instruction on each matter to be voted at the meeting.</p> <p>The authorization letter shall state that the shareholder does not give specific instruction, the proxy shall vote at his/her own discretion.</p>	<p>Article 8772</p> <p>An instrument by the board of directors of the company to the shareholder for the appointment of proxy shall give the shareholder free choice to instruct the proxy to cast vote in favor of or against each resolution and enable the shareholder to give separate instruction on each matter to be voted at the meeting.</p> <p>The authorization letter shall state that the shareholder does not give specific instruction, whether the proxy shall vote at his/her own discretion.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 88</p> <p>Where the entitled party has ceased, incapacitated to act, withdrawn the proxy appointment prior to the voting, or the relevant share have been transferred prior to the voting, a vote given in accordance with the term of instrument of proxy shall remain valid as long as the company does not receive a written notice of the event before commencement of the relevant meeting.</p>	<p>Article 88</p> <p>Where the entitled party has ceased, incapacitated to act, withdrawn the proxy appointment prior to the voting, or the relevant share have been transferred prior to the voting, a vote given in accordance with the term of instrument of proxy shall remain valid as long as the company does not receive a written notice of the event before commencement of the relevant meeting.</p>
<p>Article 94</p> <p>In the annual general meeting, the board of director and board of supervisor shall report their work during the past year to the general meeting. Each independent director shall also present a work report.</p>	<p>Article 9478</p> <p>In the annual general meeting, the board of director and board of supervisor shall report their work during the past year to the general meeting. Each independent director shall also present a work report, which shall include the performance of independent non-executive directors.</p>
<p>Article 101</p> <p>.....</p> <p>Subject to any provisions upon compliance with applicable law, regulation and/or requirement of the listing rule of the place where the company's share are listed, the board of director, independent director and other shareholder who qualified with relevant specific conditions may also for the voting share from shareholder.</p> <p>When the general meeting consider related party transaction, the related party shareholder shall not participate in the voting in accordance with the applicable law, regulation or listing rule of the place where the company's share are listed. Such share holder with voting right shall not be counted within the total number of valid vote. The result announcement on the voting</p>	<p>Article 10185</p> <p>.....</p> <p>Subject to any provisions upon compliance with applicable law, regulation and/or requirement of the listing rule of the place where the company's share are listed, the board of director, independent director and other shareholder who qualified with relevant specific conditions may also for the voting share from shareholder, Shareholder</p>

Original articles	Revised articles after the proposed amendments
<p>result of the general meeting has full effect of the voting result of the non-related party shareholder.</p> <p>.....</p>	<p><u>persons being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights. When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</u></p> <p>When the general meeting considers related party transaction, the related party shareholder shall not participate in the voting if so specified in the applicable law, regulation or listing rule of the place where the company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting result of the general meeting has full effect of the voting result of the non-related party shareholder.</p> <p>.....</p>
<p>Article 103</p> <p>When a proposal taken at a meeting, a shareholder (including proxy) who have the right to two or more vote need not cast a his vote in the same way</p>	<p>Article 103</p> <p>When a proposal taken at a meeting, a shareholder (including proxy) who have the right to two or more vote need not cast a his vote in the same way</p>

Original articles	Revised articles after the proposed amendments
<p>Article 104</p> <p>When the number of vote for an against a resolution is required, the chairman of the meeting has be entitled to one of his own vote.</p>	<p>Article 104</p> <p>When the number of vote for an against a resolution is required, the chairman of the meeting has be entitled to one of his own vote.</p>
<p>Article 105</p> <p>A for the power to be exercised by the general meeting of hareholders, except for such matters set out in paragraph 1), 2), 3), 4), 5), 6), 10), 12), 14) and 17) of Article 63 or other matters is need of going through the peculiar resolution in accordance with the law, a mandatory regulation or the Article of Association, the other matters has be payable by or its resolution at a general meeting.</p>	<p>Article 10587</p> <p>A for the power to be exercised by the general meeting of hareholders, except for such matters set out in paragraph 1), 2), 3), 4), 5), 6), 10), 12), 14), and 17) and (18) of Article 6350 or other matters is need of going through the peculiar resolution in accordance with the law, a mandatory regulation or the Article of Association, the other matters has be payable by or its resolution at a general meeting.</p>
<p>Article 106</p> <p>A for the power to be exercised by the general meeting of hareholders, such matters set out in paragraph 7), 8) 9), 11), 13) and 15) of Article 63 or matters required by the law, a mandatory regulation or the Article of Association, or such matters reserved by the general meeting by or its resolution to be of significant impact to the company and there has be payable by peculiar resolution, has be payable by peculiar resolution at a general meeting. Any such matters set out in paragraph 16) has respectively apply the above mentioned provision on the or its resolution and peculiar resolution in accordance with the peculiar content of hareholders' proposal.</p>	<p>Article 10688</p> <p>A for the power to be exercised by the general meeting of hareholders, such matters set out in paragraph 7), 8) 9), 11), 13) and 15) of Article 6350 or matters required by the law, a mandatory regulation or the Article of Association, or such matters reserved by the general meeting by or its resolution to be of significant impact to the company and there has be payable by peculiar resolution, has be payable by peculiar resolution at a general meeting. Any such matters set out in paragraph 16) has respectively apply the above mentioned provision on the or its resolution and peculiar resolution in accordance with the peculiar content of hareholders' proposal.</p>
<p>Article 107</p> <p>The chairman of the meeting has be held responsible for deciding whether or not a resolution of the general meeting has been</p>	<p>Article 10789</p> <p>The chairman of the meeting has be held responsible for deciding whether or not a resolution of the general meeting has been</p>

Original articles	Revised articles after the proposed amendments
<p>Resolution has been filed and has been announced at the meeting and recorded in the minute of meeting.</p>	<p>Resolution has been filed and has been announced at the meeting and recorded in the minute of meeting.</p> <p><u>The physical meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.</u></p>
<p>Article 109</p> <p>If counting of vote takes place at a general meeting, the result of the counting has been recorded in the minute of meeting. The minute of meeting and the registration record of attendant shall be the attendant shareholder and proxy shall be kept at the company's office for a period not less than 10 years.</p>	<p>Article 109</p> <p>If counting of vote takes place at a general meeting, the result of the counting has been recorded in the minute of meeting. The minute of meeting and the registration record of attendant shall be the attendant shareholder and proxy shall be kept at the company's office for a period not less than 10 years.</p>
<p>Article 110</p> <p>Shareholder may examine photocopy of the minute of meeting during the company's office hours free of charge. If any shareholder request for a photocopy of the relevant minute of meeting, the company shall furnish photocopy without evenness upon receipt of payment of reasonable charge.</p>	<p>Article 110</p> <p>Shareholder may examine photocopy of the minute of meeting during the company's office hours free of charge. If any shareholder request for a photocopy of the relevant minute of meeting, the company shall furnish photocopy without evenness upon receipt of payment of reasonable charge.</p>
<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholder who holds different class of share shall be shareholder of different class.</p>	<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholder who holds different class of share shall be shareholder of different class.</p>

Original articles	Revised articles after the proposed amendments
<p>Shareholder of different class shall enjoy right and undertake obligation in accordance with the law, statutory regulation and the Article of Association.</p> <p>Where the share capital of the company includes share which do not carry voting right, the word "non-voting share" must appear in the designation of such share.</p> <p>Where the share capital includes share with different voting right, the designation of each class of share, other than the one with the most favorable voting right, must include the word "restricted voting" or "limited voting".</p> <p>The company shall not proceed to change or abrogate the shareholder's right of a class of share unless such change or abrogation has been approved by way of a resolution of the general meeting and by a separate class meeting of the affected shareholder of the class of share in accordance with Article 114 to 118.</p> <p>The quorum for convening such general meeting of shareholder shall be the higher holding at least one third of the total share of relevant class.</p>	<p>Shareholder of different class shall enjoy right and undertake obligation in accordance with the law, statutory regulation and the Article of Association.</p> <p>Where the share capital of the company includes share which do not carry voting right, the word "non-voting share" must appear in the designation of such share.</p> <p>Where the share capital includes share with different voting right, the designation of each class of share, other than the one with the most favorable voting right, must include the word "restricted voting" or "limited voting".</p> <p>The company shall not proceed to change or abrogate the shareholder's right of a class of share unless such change or abrogation has been approved by way of a resolution of the general meeting and by a separate class meeting of the affected shareholder of the class of share in accordance with Article 114 to 118.</p> <p>The quorum for convening such general meeting of shareholder shall be the higher holding at least one third of the total share of relevant class.</p>
<p>Article 112</p> <p>Where a change in some local or foreign law, regulation and the domicile of the place where the share of the company are held, and a decision of some local or foreign regulator authority which leads to the change of the class of shareholder's right or repeal has not required the approval of shareholder's meeting or class meeting.</p>	<p>Article 112</p> <p>Where a change in some local or foreign law, regulation and the domicile of the place where the share of the company are held, and a decision of some local or foreign regulator authority which leads to the change of the class of shareholder's right or repeal has not required the approval of shareholder's meeting or class meeting.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 113</p> <p>The right of shareholder of a certain class has been deemed to have been changed or abrogated in the following conditions:</p> <ol style="list-style-type: none"> 1. an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting right, or option right or other privilege equal or superior to those of the shares of such class; 2. a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change; 3. a removal or reduction of right to accrue dividends or cumulative dividends attached to shares of such class; 4. a reduction or removal of a dividend preference or property option preference during liquidation of the company attached to shares of such class; 5. an addition, removal or reduction of shares conversion right, option, voting right, transfer right, preemptive right to right of first refusal or right to acquire equity of the company attached to shares of such class; 6. a removal or reduction of right to receive amount payable by the company in partial or full payment of arrears attached to shares of such class; 7. a creation of a new class of shares with voting right, or option right or other privilege equal or superior to those of the shares of that class; 	<p>Article 113</p> <p>The right of shareholder of a certain class has been deemed to have been changed or abrogated in the following conditions:</p> <ol style="list-style-type: none"> 1. an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting right, or option right or other privilege equal or superior to those of the shares of such class; 2. a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change; 3. a removal or reduction of right to accrue dividends or cumulative dividends attached to shares of such class; 4. a reduction or removal of a dividend preference or property option preference during liquidation of the company attached to shares of such class; 5. an addition, removal or reduction of shares conversion right, option, voting right, transfer right, preemptive right to right of first refusal or right to acquire equity of the company attached to shares of such class; 6. a removal or reduction of right to receive amount payable by the company in partial or full payment of arrears attached to shares of such class; 7. a creation of a new class of shares with voting right, or option right or other privilege equal or superior to those of the shares of that class;

Original articles	Revised articles

Original articles	Revised articles after the proposed amendments
<p>2. If the company has bought back its own shares pursuant to an agreement entered into pursuant to an exchange of shares pursuant to Article 32 hereof, holder of shares in relation to such agreement shall be "interested shareholder"; or</p> <p>3. Under a restructuring proposal of the company, shareholder who would bear a proportion greater than that of the shares borne by other shareholder of the same class, or shareholder who have an interest in a restructuring proposal of the company that is different from the interest in such restructuring proposal of other shareholder of the same class shall be "interested shareholder".</p>	<p>2. If the company has bought back its own shares pursuant to an agreement entered into pursuant to an exchange of shares pursuant to Article 32 hereof, holder of shares in relation to such agreement shall be "interested shareholder"; or</p> <p>3. Under a restructuring proposal of the company, shareholder who would bear a proportion greater than that of the shares borne by other shareholder of the same class, or shareholder who have an interest in a restructuring proposal of the company that is different from the interest in such restructuring proposal of other shareholder of the same class shall be "interested shareholder".</p>
<p>Article 115</p> <p>Resolution of a meeting of shareholder of different class may be passed by more than two-thirds of the voting right of that class represented at the meeting in accordance with Article 114.</p>	<p>Article 115</p> <p>Resolution of a meeting of shareholder of different class may be passed by more than two-thirds of the voting right of that class represented at the meeting in accordance with Article 114.</p>
<p>Article 116</p> <p>When the company is to hold a class meeting, the period of giving a written notice shall be the same as the period of giving a written notice of a non-class meeting to be convened together with such class meeting, and the provision of Article 77 of the Articles of Association shall apply.</p> <p>If there is a special requirement by the statute of the place where the company's shares are held, such requirement shall prevail.</p>	<p>Article 116</p> <p>When the company is to hold a class meeting, the period of giving a written notice shall be the same as the period of giving a written notice of a non-class meeting to be convened together with such class meeting, and the provision of Article 77 of the Articles of Association shall apply.</p> <p>If there is a special requirement by the statute of the place where the company's shares are held, such requirement shall prevail.</p>

Original articles	Revised articles after the proposed amendments

Original articles	Revised articles after the proposed amendments
<p>3) Where with the approval of the regulator authority of the state the holder of the share transfers the share to the foreign investor for overseas trading, or converts a part of the share into overseas share for trading on overseas stock exchange).</p>	<p>3) Where with the approval of the regulator authority of the state the holder of the share transfers the share to the foreign investor for overseas trading, or converts a part of the share into overseas share for trading on overseas stock exchange).</p>
<p>Article 120</p> <p>1) To ensure and supervise the thorough implementation of the guidelines and policies of the state, the economic development by the state enterprise, the enterprise committee of the Union, the enterprise committee of the Government, the state-owned Administration and the enterprise management committee through the enterprise.</p>	<p>Article 12092</p> <p>1) To ensure and supervise the thorough implementation of the guidelines and policies of the state, the economic development by the state enterprise, the enterprise committee of the Union, the enterprise committee of the Government, the state-owned Administration and the enterprise management committee through the enterprise.</p>
<p>Article 124</p> <p>The director, both collectively and individually, are expected to fulfill their duties of care and diligence to a standard of competence with the standards established by the law of Hong Kong. This means that every director must, in the performance of his duties as a director:</p> <p>a) act honestly and in good faith in the interests of the company and its shareholders;</p> <p>b) act for proper purposes;</p> <p>c) be responsible to the shareholder for the appointment or re-appointment of directors;</p>	<p>Article 12496</p> <p>The director, both collectively and individually, are expected to fulfill their duties of care and diligence to a standard of competence with the standards established by the law of Hong Kong. This means that every director must, in the performance of his duties as a director:</p> <p>a) act honestly and in good faith in the interests of the company and its shareholders;</p> <p>b) act for proper purposes;</p> <p>c) be responsible to the shareholder for the appointment or re-appointment of directors;</p>

Original articles	Revised articles after the proposed amendments
<p>d) avoid actual and potential conflict of interest and conflict of duty;</p> <p>e) the officer shall faithfully discharge his duties in connection with the contract with the insurer;</p> <p>f) appropriate degree of knowledge, care and diligence may reasonably be expected of a person of his knowledge and experience and holding a directorship in a listed company.</p>	<p>d) avoid actual and potential conflict of interest and conflict of duty;</p> <p>e) the officer shall faithfully discharge his duties in connection with the contract with the insurer;</p> <p>f) appropriate degree of knowledge, care and diligence may reasonably be expected of a person of his knowledge and experience and holding a directorship in a listed company.</p>
<p>Article 125</p> <p>The intention to nominate a candidate as a director in the written notice of such candidate regarding his willingness to accept the nomination shall be given to the noticee not later than 7 days prior to the date appointed for such general meeting.</p>	<p>Article 12597</p> <p>The intention to nominate a candidate as a director in the written notice of such candidate regarding his willingness to accept the nomination shall be given to the noticee not later than 7 days prior to the date appointed for such general meeting.</p>
<p>Article 127</p> <p>.....</p> <p>If the member of the board fails to fulfil the minimum qualification requirements due to a director's resignation, the notice of resignation of the resigning director will not become effective until a new director is appointed to fill the vacancy. The remaining members of the board shall convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. If the board of directors, as permitted by applicable law and regulation, appoints a new director to fill the casual vacancy in the board or a director's resignation without violation of relevant law, regulation and regulatory rule of the place where the company's headquarters are located, the</p>	<p>Article 12799</p> <p>.....</p> <p>If the member of the board fails to fulfil the minimum qualification requirements due to a director's resignation, the notice of resignation of the resigning director will not become effective until a new director is appointed to fill the vacancy. The remaining members of the board shall convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. If the board of directors, as permitted by applicable law and regulation, appoints a new director to fill the casual vacancy in the board or a director's resignation without violation of relevant law, regulation and regulatory rule of the place where the company's headquarters are located, the</p>

Original articles	Revised articles after the proposed amendments
<p>The director appointed shall serve a term until the next general meeting of the company and be eligible for re-election.</p>	<p>The director appointed shall serve a term until the next general meeting of the company and be eligible for re-election.</p>
<p>Article 138</p> <p>The board of director exercise the following function and power:</p> <p>15) to formulate the stock option incentive plan of the company;</p> <p>16) to manage information disclosure of the company;</p> <p>17) to propose to the board of director on the appointment or replacement of the accounting firm which provide audit service to the company;</p> <p>18) to listen to work report of the general manager and review his/her work;</p> <p>19) to appoint or replace the director or supervisor (other than the employee representative director or supervisor) of the company who own shares; nominate candidate director or supervisor (other than the employee representative director or supervisor) of the company; recommend candidate for senior management who own shares and control shares;</p> <p>20) to review and approve the matter on the company's external guarantee which are not covered by Article 64 for review and consideration at a general meeting;</p>	<p>Article 13810</p> <p>The board of director exercise the following function and power:</p> <p>15) to formulate the stock option incentive plan <u>and the employee stock ownership plan</u> of the company;</p> <p><u>(16) to consider the Company's external donations and sponsorships with a single amount of RMB3 million or more and less than 0.1% of the latest audited net assets included in the current period's profit and loss;</u></p> <p>167) to manage information disclosure of the company;</p> <p>178) to propose to the board of director on the appointment or replacement of the accounting firm which provide audit service to the company;</p> <p>189) to listen to work report of the general manager and review his/her work;</p> <p>1920) to appoint or replace the director or supervisor (other than the employee representative director or supervisor) of the company who own shares; nominate candidate director or supervisor (other than the employee representative director or supervisor) of the company; recommend candidate for senior management who own shares and control shares;</p>

Original articles	Revised articles after the proposed amendments
<p>21) other power authorised by the law, administrative regulation, and department rule, the place of the meeting where the company's have are, the Article of Association and the general meeting.</p> <p>22) In determining the substantial operational and management of the company, the board of director and management team shall seek opinion from the part committee of the company. The substantial operational and management of the company shall be but not limited to:</p> <p>.....</p> <p>except for the board resolution in respect of the matter specified in paragraph 6), 7) and 14) which shall be passed by more than two-thirds of the director, the board resolution in respect of a other matter may be passed by more than one half of the director.</p>	<p>recommend candidate for senior management who ownable and convertible share;</p> <p>201) to review and approve the matter on the company's external guarantee which are not covered by Article 6451 for review and consideration at a general meeting;</p> <p>242) other power authorised by the law, administrative regulation, and department rule, the place of the meeting where the company's have are, the Article of Association and the general meeting.</p>

Original articles	Revised articles after the proposed amendments
	<p>22) In determining the substantial operational and management duties of the company, the board of directors and management team has first seek opinion from the Audit Committee of the company. The substantial operational and management duties of the company shall be but not limited to:</p> <p>.....</p> <p>except for the board resolution in respect of the matter specified in paragraph 6), 7) and 14) which has been passed by more than two-thirds of the directors, the board resolution in respect of all other matter may be passed by more than one half of the directors. <u>Matters authorized by the board of directors to the management by the board shall be passed by more than two-thirds of the directors.</u></p>
<p>Article 140</p> <p>.....</p> <p>Each special committee shall report to the board of directors, and its members are considered as directors. Among which, the majority member of the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the proper qualifications and requirements of the main board listing rule, or appropriate accounting or related financial management expertise. The board of directors may also set up additional special committee or adjust the existing committee once again. The board of directors shall separately formulate the scope of responsibilities and the procedure for each special committee under the board of directors.</p>	<p>Article 14012</p> <p>.....</p> <p>Each special committee shall report to the board of directors, and its members are considered as directors. Among which, the majority member of the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the proper qualifications and requirements of the main board listing rule <u>Hong Kong Listing Rules</u>, or appropriate accounting or related financial management expertise. The board of directors may also set up additional special committee or adjust the existing committee once again. The board of directors shall separately formulate the scope of responsibilities and the procedure for each special committee under the board of directors.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 141</p> <p>In case where the expected value of fixed asset proposals for the year by the board of directors, when aggregated with value of fixed asset proposals within four month before the proposal year, exceeds 33% of the fixed asset value set out in the latest balance sheet conducted by the general meeting, the board of directors has not to propose or consent to such fixed asset without prior approval by the general meeting.</p> <p>The term “fixed asset proposals” referred to in this Article refer to among other things) transferring certain interest in real estate, but not including provision of guarantee by way of fixed asset.</p> <p>The validity of transaction regarding fixed asset proposals by the company has not be affected due to a breach of the first paragraph of this Article.</p>	<p>Article 141</p> <p>In case where the expected value of fixed asset proposals for the year by the board of directors, when aggregated with value of fixed asset proposals within four month before the proposal year, exceeds 33% of the fixed asset value set out in the latest balance sheet conducted by the general meeting, the board of directors has not to propose or consent to such fixed asset without prior approval by the general meeting.</p> <p>The term “fixed asset proposals” referred to in this Article refer to among other things) transferring certain interest in real estate, but not including provision of guarantee by way of fixed asset.</p> <p>The validity of transaction regarding fixed asset proposals by the company has not be affected due to a breach of the first paragraph of this Article.</p>
<p>Article 144</p> <p>.....</p> <p>The part committee, chairman, and shareholder holding more than one tenth voting right, more than one third of the directors, or the board of supervisor may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice set out</p>	<p>Article 14415</p> <p>.....</p> <p>The part committee, chairman, specialized committee of the board of directors, and shareholder holding more than one tenth voting right, more than one third of the directors, or the board of supervisor may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p> <p>Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice set out</p>

Original articles	Revised articles after the proposed amendments
<p>in the paragraph 3 of the Article, given that a proper notice has been given to the director, supervisor and general manager.</p>	<p>in the paragraph 34 of the Article, given that a proper notice has been given to the director, supervisor and general manager.</p>
<p>Article 145</p> <p>The notice of board meeting may be given in the manner set out in Article 246 of the Article of Association.</p> <p>.....</p>	<p>Article 14516</p> <p>The notice of board meeting may be given in the manner set out in Article 24603 of the Article of Association.</p> <p>.....</p>
<p>Article 148</p> <p>except for the consideration on the related party transaction by the board of director as set out in Article 150, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p>	<p>Article 14819</p> <p>except for the consideration on the related party transaction by the board of director as set out in Article 15021, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 180</p> <p>.....</p> <p>Resolution at the meeting of the board of supervisor shall be passed by more than two-thirds of the supervisor's vote .</p>	<p>Article 180<u>51</u></p> <p>.....</p> <p>Resolution at the meeting of the board of supervisor shall be passed by more than two-thirds of the supervisor's vote <u>more than one half of the supervisors.</u></p>
<p>Article 186</p> <p>The validity of an act of a director or an officer on behalf of the company shall not be affected by an irregularity in the appointment, election or an effect of his appointment.</p>	<p>Article 186</p> <p>The validity of an act of a director or an officer on behalf of the company shall not be affected by an irregularity in the appointment, election or an effect of his appointment.</p>
<p>Article 187</p> <p>In addition to the obligations imposed by law, a mandatory regulation or a rule of the securities exchange) on which here of the company are made, the company's director, supervisor, manager and other officer management owe duty to each shareholder, in the exercise of the function and power of the company entrusted to them:</p> <ol style="list-style-type: none"> 1. not cause the company to exceed the scope of business entrusted to the company; 2. act honestly in the best interest of the company; 3. not appropriate or misuse the company's property, including without limitation) usurpation of opportunity or advantage to the company; 4. not deprive the shareholder of the company's right or interest, including without limitation) right to election and voting right, as per the provisions of 	<p>Article 187</p> <p>In addition to the obligations imposed by law, a mandatory regulation or a rule of the securities exchange) on which here of the company are made, the company's director, supervisor, manager and other officer management owe duty to each shareholder, in the exercise of the function and power of the company entrusted to them:</p> <ol style="list-style-type: none"> 1. not cause the company to exceed the scope of business entrusted to the company; 2. act honestly in the best interest of the company; 3. not appropriate or misuse the company's property, including without limitation) usurpation of opportunity or advantage to the company; 4. not deprive the shareholder of the company's right or interest, including without limitation) right to election and voting right, as per the provisions of

Original articles	Revised articles after the proposed amendments
<p>the company submit to the holder for approval in accordance with the Article of Association.</p>	<p>the company submit to the holder for approval in accordance with the Article of Association.</p>
<p>Article 188</p> <p>Each of the company's director, supervisor, general manager and other senior management member owe duty to the exercise of his power and discharge of his duty, to exercise the care, diligence and knowledge that a reasonable person would exercise in comparable circumstance.</p>	<p>Article 188</p> <p>Each of the company's director, supervisor, general manager and other senior management member owe duty to the exercise of his power and discharge of his duty, to exercise the care, diligence and knowledge that a reasonable person would exercise in comparable circumstance.</p>
<p>Article 189</p> <p>The company's director, supervisor, and senior management must, in the exercise of the duty, abide by the principle of good faith and shall not place themselves in a position where there is a conflict between the personal interest and the duty. The principle shall include but not limited to) the fulfillment of the following obligation:</p> <ol style="list-style-type: none"> 1. to act honestly in the best interest of the company; 2. to exercise power within the scope of the function and power and not to exceed such power; 3. to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person, not to delegate the exercise of his/her discretion to another person unless permitted by the law and applicable regulation or with the informed consent of the general meeting; 4. to treat shareholders of the same class equally and to treat shareholders of different class fairly; 	<p>Article 189⁵⁷</p> <p>The company's director, supervisor, and senior management must, in the exercise of the duty, abide by the principle of good faith and shall not place themselves in a position where there is a conflict between the personal interest and the duty. The principle shall include but not limited to) the fulfillment of the following obligation:</p> <ol style="list-style-type: none"> 1. to act honestly in the best interest of the company; 2. to exercise power within the scope of the function and power and not to exceed such power; 3. to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person, not to delegate the exercise of his/her discretion to another person unless permitted by the law and applicable regulation or with the informed consent of the general meeting; 4. to treat shareholders of the same class equally and to treat shareholders of different class fairly;

Original articles	Revised articles after the proposed amendments
<p>5. not to conclude a contract or enter into a transaction or arrangement with the company except as otherwise provided in the Articles of Association of the company or with the informed consent of the general meeting;</p>	<p>5. not to conclude a contract or enter into a transaction or arrangement with the company except as otherwise provided in the Articles of Association of the company or with the informed consent of the general meeting;</p>
<p>6. not to use the company property for his own benefit or in any way without the informed consent of the general meeting;</p>	<p>6. not to use the company property for his own benefit or in any way without the informed consent of the general meeting;</p>
<p>7. not to expose his position to accept bribes or other illegal income, misappropriate the company's funds or expropriate the company's property by any means, including without limitation) opportunity and advantage to the company;</p>	<p>7. not to expose his position to accept bribes or other illegal income, misappropriate the company's funds or expropriate the company's property by any means, including without limitation) opportunity and advantage to the company;</p>
<p>8. not to accept commission in connection with company's transaction without the informed consent of the general meeting;</p>	<p>8. not to accept commission in connection with company's transaction without the informed consent of the general meeting;</p>
<p>9. to abide by the Articles of Association of the company perform his duties faithfully and protect the interests of the company and not to expose his position and power of the company to advance his own private interests;</p>	<p>9. to abide by the Articles of Association of the company perform his duties faithfully and protect the interests of the company and not to expose his position and power of the company to advance his own private interests;</p>
<p>10. not to seek for himself or other the business opportunity or gain to belong to the company operate for himself or other business or to the company and compete with the company in any way without the informed consent of the general meeting;</p>	<p>10. not to seek for himself or other the business opportunity or gain to belong to the company operate for himself or other business or to the company and compete with the company in any way without the informed consent of the general meeting;</p>
<p>11. not to misappropriate company funds or dispose of the company funds or asset in an account in his own or other's name;</p>	<p>11. not to misappropriate company funds or dispose of the company funds or asset in an account in his own or other's name;</p>
<p>12. not to, in violation of the provision of the Articles of Association, entrust to another person or provide equity for the company;</p>	<p>12. not to, in violation of the provision of the Articles of Association, entrust to another person or provide equity for the company;</p>

Original articles	Revised articles after the proposed amendments
<p>shareholder or other person with an proprietary interest of the company, without the consent of the general meeting or board of directors;</p> <p>13. not to harm the interest of the company through use of his connected relationship;</p> <p>14. not to disclose confidential information relating to the company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to use such information except in the interest of the company; however, such information may be disclosed to the court or other government authority in any of the following circumstances:</p> <ol style="list-style-type: none"> 1) provided by law; 2) required in the public interest; or 3) required in the interest of such director, supervisor or senior officer of the company. <p>The income gained in violation of the provision of this Article by the person mentioned here shall belong to the company; and for any one caused to the company as a result of such violation, the violating person shall be liable for compensation.</p>	<p>shareholder or other person with an proprietary interest of the company, without the consent of the general meeting or board of directors;</p> <p>13. not to harm the interest of the company through use of his connected relationship;</p> <p>14. not to disclose confidential information relating to the company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to use such information except in the interest of the company; however, such information may be disclosed to the court or other government authority in any of the following circumstances:</p> <p>1) provided by law;</p> <p>2) required in the public interest; or</p> <p>3) required in the interest of such director, supervisor or senior officer of the company.</p> <p><u>Directors shall comply with laws, administrative regulations, and this Articles of Association and, with the following duties of loyalty to the Company, directors:</u></p> <p><u>1. shall not exploit his position to accept bribes or other illegal income, misappropriate the Company's property;</u></p>

Original articles	Revised articles after the proposed amendments
	<p><u>2. shall not misappropriate the Company's funds;</u></p> <p><u>3. shall not deposit assets or funds of the Company into accounts held in their own names or in the name of any other individual;</u></p> <p><u>4. shall not, in violation of this Articles of Association, lend Company funds to others or provide guarantee for others with Company assets without the consent of a general meeting or the board of directors;</u></p> <p><u>5. shall not enter into contracts or transactions with the Company either in violation of these Articles of Association or without the consent of a general meeting;</u></p> <p><u>6. shall not, without the consent of a general meeting, take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or for any other person, or operate business similar to the Company's for himself/herself or for any other person;</u></p> <p><u>7. shall not accept commissions for transactions with the Company as their own;</u></p> <p><u>8. shall not disclose Company secrets without authorization;</u></p> <p><u>9. shall not make use of their related-party relationship to damage the Company's interests;</u></p> <p><u>10. shall have other duties of loyalty prescribed by laws, administrative regulations, departmental rules and the Articles of Association.</u></p>

Original articles	Revised articles after the proposed amendments
	<p><u>Any income obtained by a director in violation of this article shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.</u></p>
<p>Article 190</p> <p>Each director, supervisor, general manager or other senior management member of the Company shall not cause the following person or institution ("Connected Persons") to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> 1. the spouse or major child of such director, supervisor or senior management of the Company; 2. the trustee of such director, supervisor or senior management of the Company or of any person referred to item 1) hereof; 3. the partner of such director, supervisor or senior management of the Company or of any person referred to item 1) and 2) hereof; 4. the Company over which such director, supervisor or senior management of the Company alone or jointly with any person referred to item 1), 2) and 3) hereof or any other director, supervisor or senior management of the Company has actual control; and 5. the director, supervisor or senior officer of a Company being controlled as referred to item 4) hereof. 	<p>Article 190</p> <p>Each director, supervisor, general manager or other senior management member of the Company shall not cause the following person or institution ("Connected Persons") to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> 1. the spouse or major child of such director, supervisor or senior management of the Company; 2. the trustee of such director, supervisor or senior management of the Company or of any person referred to item 1) hereof; 3. the partner of such director, supervisor or senior management of the Company or of any person referred to item 1) and 2) hereof; 4. the Company over which such director, supervisor or senior management of the Company alone or jointly with any person referred to item 1), 2) and 3) hereof or any other director, supervisor or senior management of the Company has actual control; and 5. the director, supervisor or senior officer of a Company being controlled as referred to item 4) hereof.

Original articles	Revised articles after the proposed amendments
	<p data-bbox="810 193 975 225"><u>Article 158</u></p> <p data-bbox="810 278 1469 438"><u>Directors shall comply with laws, administrative regulations, and this Articles of Association, and, with the following duties of diligence to the Company, directors:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 491 1469 863"><u>1. shall be prudent, scrupulous and diligent in exercising the authority conferred by the Company to ensure that the business activities of the Company comply with the laws, administrative regulations and various national economic policy requirements of the state, and that the business activities do not go beyond the scope of business activities specified in the Company’s business license;</u> <li data-bbox="810 917 1366 949"><u>2. shall treat all shareholders equally;</u> <li data-bbox="810 1002 1469 1076"><u>3. shall keep abreast of the Company’s business operation management status;</u> <li data-bbox="810 1129 1469 1289"><u>4. shall sign confirmation in writing for periodic reports of the Company, and ensure that the information disclosed by the Company is true, accurate, and complete;</u> <li data-bbox="810 1342 1469 1544"><u>5. shall provide accurate information and materials to the board of supervisors, and shall not interfere with the performance of duties by the board of supervisors or individual supervisors;</u> <li data-bbox="810 1598 1469 1757"><u>6. shall have other duties of diligence prescribed by laws, administrative regulations, departmental rules and these Articles of Association.</u>

Original articles	Revised articles after the proposed amendments
<p>Article 192</p> <p>Except for compliance prescribed in Article 60 of the Article of Association, a Director, supervisor, general manager and other senior management member of the company may be relieved of liability for pecuniary breaches of his duty but the informed content of his report given at a general meeting.</p>	<p>Article 192</p> <p>Except for compliance prescribed in Article 60 of the Article of Association, a Director, supervisor, general manager and other senior management member of the company may be relieved of liability for pecuniary breaches of his duty but the informed content of his report given at a general meeting.</p>
<p>Article 193</p> <p>.....</p> <p>Except otherwise permitted by the Articles and applicable law and regulation of the place where the company has its head office, a Director shall not vote on a board resolution in respect of a contract, transaction or arrangement in which he has a direct or indirect interest or in which the company has a material interest, or in which a Director shall not be eligible to the quorum for a meeting.</p> <p>.....</p>	<p>Article 19360</p> <p>.....</p> <p>Except otherwise permitted by the Articles and applicable law and regulation of the place where the company has its head office, a Director shall not vote on a board resolution in respect of a contract, transaction or arrangement in which he has a direct or indirect interest or in which the company has a material interest, or in which a Director shall not be eligible to the quorum for a meeting.</p> <p>.....</p>
<p>Article 194</p> <p>Where a Director, supervisor or senior officer of the company gives a written notice to the board of Directors before the conclusion of the contract, transaction or arrangement and if it is considered by the company that due to the content of the notice, he has an interest in the contract, transaction or arrangement that may subsequently be made by the company, such Director, supervisor or senior officer shall be deemed for the purpose of the preceding article of this chapter to have declared his interest, insofar as attributable to the content of the notice.</p>	<p>Article 194</p> <p>Where a Director, supervisor or senior officer of the company gives a written notice to the board of Directors before the conclusion of the contract, transaction or arrangement and if it is considered by the company that due to the content of the notice, he has an interest in the contract, transaction or arrangement that may subsequently be made by the company, such Director, supervisor or senior officer shall be deemed for the purpose of the preceding article of this chapter to have declared his interest, insofar as attributable to the content of the notice.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 195</p> <p>The company shall not in any manner pay tax for or on behalf of its director, supervisor or senior officer.</p>	<p>Article 195</p> <p>The company shall not in any manner pay tax for or on behalf of its director, supervisor or senior officer.</p>
<p>Article 196</p> <p>The company shall not direct or indirectly provide a loan or loan equivalent for a director, supervisor or senior management of the company or of the company's parent company or connected person of the above-mentioned person.</p> <p>The provision of the preceding paragraph shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. the provision of a loan or loan equivalent by the company for a subsidiary of the company; 2. the provision of a loan or loan equivalent or other funds by the company to a director, supervisor or senior management of the company under a service contract approved by the general meeting, so as to enable him pay the expense incurred for the sake of the company or for the performance of his company duties; 3. the provision of a loan or loan equivalent by the company to a relevant director, supervisor or senior management of the company or to a connected person thereof on normal commercial terms, so the ordinary business scope of the company include the raising of money or the provision of loan equivalent. 	<p>Article 196</p> <p>The company shall not direct or indirectly provide a loan or loan equivalent for a director, supervisor or senior management of the company or of the company's parent company or connected person of the above-mentioned person.</p> <p>The provision of the preceding paragraph shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. the provision of a loan or loan equivalent by the company for a subsidiary of the company; 2. the provision of a loan or loan equivalent or other funds by the company to a director, supervisor or senior management of the company under a service contract approved by the general meeting, so as to enable him pay the expense incurred for the sake of the company or for the performance of his company duties; 3. the provision of a loan or loan equivalent by the company to a relevant director, supervisor or senior management of the company or to a connected person thereof on normal commercial terms, so the ordinary business scope of the company.

Original articles	Revised articles after the proposed amendments
<p>Article 197</p> <p>A loan provided by the company in violation of the preceding Article shall be deemed to be repayable by the recipient of the loan, regardless of the term of the loan.</p>	<p>Article 197</p> <p>A loan provided by the company in violation of the preceding Article shall be deemed to be repayable by the recipient of the loan, regardless of the term of the loan.</p>
<p>Article 198</p> <p>A loan guarantee provided by the company in breach of provision number Article 196 shall be unenforceable against the company, provided that:</p> <ol style="list-style-type: none"> 1. when the loan is provided to a connected person of a director, supervisor or senior management of the company or its parent company, the loan provider is not aware of the circumstances; 2. the collateral provided by the company has been lawful to the loan provider to a bona fide purchaser. 	<p>Article 198</p> <p>A loan guarantee provided by the company in breach of provision number Article 196 shall be unenforceable against the company, provided that:</p> <ol style="list-style-type: none"> 1. when the loan is provided to a connected person of a director, supervisor or senior management of the company or its parent company, the loan provider is not aware of the circumstances; 2. the collateral provided by the company has been lawful to the loan provider to a bona fide purchaser.
<p>Article 199</p> <p>For the purpose of the preceding article of this chapter, the term “equity” shall include an act whereby a guarantor assumes liability or provides property to guarantee or ensure the performance of obligation by an obligator.</p>	<p>Article 199</p> <p>For the purpose of the preceding article of this chapter, the term “equity” shall include an act whereby a guarantor assumes liability or provides property to guarantee or ensure the performance of obligation by an obligator.</p>
<p>Article 200</p> <p>In addition to an right and remedy provided by the law and subordinate regulation, where a director, supervisor and other senior management of the company is in breach of his duty to the company, the company shall have a right to:</p>	<p>Article 200</p> <p>In addition to an right and remedy provided by the law and subordinate regulation, where a director, supervisor and other senior management of the company is in breach of his duty to the company, the company shall have a right to:</p>

Original articles	Revised articles after the proposed amendments
<p>1. empower the relevant director, supervisor or senior management to compensate for the losses incurred by the company as a consequence of his/her breach of duty;</p> <p>2. rescind any contract or transaction concluded by the company with the relevant director, supervisor or senior management or contract with a third party where such third party is aware or has been aware that the director, supervisor or senior management representing the company is in breach of his obligation to the company;</p> <p>3. empower the relevant director, supervisor or senior management to reimburse the gains derived from the breach of his obligation;</p> <p>4. recover any funds received by the relevant director, supervisor or senior management that have been received by the company, including but not limited to) commission;</p> <p>5. empower the relevant director, supervisor or senior management to return the interest earned or profit earned on the funds that have been given to the company;</p> <p>6. take legal proceedings to ensure that director, supervisor or senior management has to return to the company the property obtained as a consequence of his breach of obligation.</p>	<p>1. empower the relevant director, supervisor or senior management to compensate for the losses incurred by the company as a consequence of his/her breach of duty;</p> <p>2. rescind any contract or transaction concluded by the company with the relevant director, supervisor or senior management;</p>

Original articles	Revised articles after the proposed amendments
<p>In addition, the company has entered into a contract of writing with each director, supervisor and senior officer containing at least the following provisions:</p> <p>1) an undertaking by the director, supervisor or senior officer to the company that he shall observe and comply with the company law, the Regulation, the Article of Association and other regulation of the Hong Kong exchange, and an agreement that the company shall have the remedy provided in the Article of Association and that neither the contract nor his/her office shall be enforceable;</p> <p>2) an undertaking by the director, supervisor or senior officer to the company that he shall act as an agent for each shareholder to observe and comply with his obligation to shareholder to the Article of Association; and</p> <p>3) the arbitration clause set out in Article 250 thereof.</p>	<p>In addition, the company has entered into a contract of writing with each director, supervisor and senior officer containing at least the following provisions:</p> <p>1) an undertaking by the director, supervisor or senior officer to the company that he shall observe and comply with the company law, the Regulation, the Article of Association and other regulation of the Hong Kong exchange, and an agreement that the company shall have the remedy provided in the Article of Association and that neither the contract nor his/her office shall be enforceable;</p> <p>2) an undertaking by the director, supervisor or senior officer to the company that he shall act as an agent for each shareholder to observe and comply with his obligation to shareholder to the Article of Association; and</p> <p>3) the arbitration clause set out in Article 250 thereof.</p>
	<p><u>Article 162</u></p> <p><u>The senior management members of the Company shall carry out their duties honestly and faithfully, and protect the best interests of the Company and all of its shareholders as a whole. A senior management member of the Company shall be liable for compensation according to the law if he/she fails to perform his/her duties honestly and faithfully or in breach of his/her fiduciary duties, thereby causing damage to the interests of the Company and its public shareholders.</u></p>

Original articles	Revised articles after the proposed amendments

Original articles	Revised articles after the proposed amendments
<p>For the purpose of the preceding paragraph, the term "a takeover of the company" shall refer to any of the following circumstances:</p> <ol style="list-style-type: none"> anyone make a general offer to all the shareholders; anyone make a general offer so that the offeror become a controlling shareholder as defined hereof. <p>If the relevant director or supervisor fails to comply with this Article, any funds received by him shall belong to those persons that have or they have as a result of the acceptance of the above-mentioned offer, and the expenses incurred for the acquisition of such funds on a pro rata basis shall be borne by the relevant director or supervisor and may not be paid out of such funds.</p>	<p>For the purpose of the preceding paragraph, the term "a takeover of the company" shall refer to any of the following circumstances:</p> <ol style="list-style-type: none"> anyone make a general offer to all the shareholders; anyone make a general offer so that the offeror become a controlling shareholder as defined hereof. <p>If the relevant director or supervisor fails to comply with this Article, any funds received by him shall belong to those persons that have or they have as a result of the acceptance of the above-mentioned offer, and the expenses incurred for the acquisition of such funds on a pro rata basis shall be borne by the relevant director or supervisor and may not be paid out of such funds.</p>
<p>Article 207</p> <p>.....</p> <p>At least 21 days before the annual general meeting, the company shall deliver the aforementioned report to each holder of over 1% of foreign shares with the postage-paid mail or other means including through posting at the company website or other website designated by the relevant stock exchange) permitted by the stock exchange for the listing of the company's shares, with the shares subject to the regulations of the shareholder register.</p>	<p>Article 207170</p> <p>.....</p> <p>At least 21 days before the annual general meeting, the company shall deliver the aforementioned report to each holder of over 1% of foreign shares with the postage-paid mail or other means including through posting at the company website or other website designated by the relevant stock exchange) permitted by the stock exchange for the listing of the company's shares, with the shares subject to the regulations of the shareholder register.</p>
<p>Article 208</p> <p>The financial statement of the company shall be prepared not only in accordance with IFRS accounting standards, laws and regulations but also in accordance with international accounting</p>	<p>Article 208</p> <p>The financial statement of the company shall be prepared not only in accordance with IFRS accounting standards, laws and regulations but also in accordance with international accounting</p>

Original articles	Revised articles after the proposed amendments
<p>taxes or the accounting taxes of the place) outside the L.R. where here of the company are filed. If there are major differences in the financial statement prepared in accordance with the respective two sets of accounting taxes, such differences shall be taken into note appearing to such financial statement, for purpose of the company's determination of after-tax profit in a given financial year, the manner amount of after-tax profit shown in the above-mentioned two kinds of financial statement shall govern.</p>	<p>taxes or the accounting taxes of the place) outside the L.R. where here of the company are filed. If there are major differences in the financial statement prepared in accordance with the respective two sets of accounting taxes, such differences shall be taken into note appearing to such financial statement, for purpose of the company's determination of after-tax profit in a given financial year, the manner amount of after-tax profit shown in the above-mentioned two kinds of financial statement shall govern.</p>
<p>Article 209</p> <p>Interim report or financial information published or disclosed by the company shall be prepared in accordance with L.R. accounting taxes, law and regulation applicable to international taxes or the accounting taxes of the place) outside the L.R. where here of the company are filed.</p>	<p>Article 209</p> <p>Interim report or financial information published or disclosed by the company shall be prepared in accordance with L.R. accounting taxes, law and regulation applicable to international taxes or the accounting taxes of the place) outside the L.R. where here of the company are filed.</p>
<p>Article 216</p> <p>That an amount proportional to the advance of capital share of the company shall be carried over but shall not entitle the holder of the share to participate in respect thereof in a subsequent dividend.</p>	<p>Article 216</p> <p>That an amount proportional to the advance of capital share of the company shall be carried over but shall not entitle the holder of the share to participate in respect thereof in a subsequent dividend.</p>
<p>Article 217</p> <p>Under the premise pursuant to relevant L.R. law and regulation, the company shall exercise the right to forfeit non-paid shares, but that power shall not be exercised until the</p>	<p>Article 217</p> <p>Under the premise pursuant to relevant L.R. law and regulation, the company shall exercise the right to forfeit non-paid shares, but that power shall not be exercised until the</p>

Original articles	Revised articles after the proposed amendments
<p>Where power is taken by the company to call in such warrants by poll, if such warrants have been effected, it will not be exercised until such warrants have been effected on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned under it.</p> <p>Where power is taken by the company and with proper means is determined by the board of directors, to elect the overseas or foreign share of a shareholder who is untraceable it will not be exercised until.</p> <p>1) Such on the relevant share have been returned at least 3 times within 12 ear and have not been called in.</p> <p>2) the company may also take steps to cancel or suspend the rights of one or more new shares of the company issued at any time after the 12 ear have expired, taking into account to elect the share and informing the stock exchange of such share.</p>	<p>Where power is taken by the company to call in such warrants by poll, if such warrants have been effected, it will not be exercised until such warrants have been effected on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned under it.</p> <p>Where power is taken by the company and with proper means is determined by the board of directors, to elect the overseas or foreign share of a shareholder who is untraceable it will not be exercised until.</p> <p>1) Such on the relevant share have been returned at least 3 times within 12 ear and have not been called in.</p> <p>2) the company may also take steps to cancel or suspend the rights of one or more new shares of the company issued at any time after the 12 ear have expired, taking into account to elect the share and informing the stock exchange of such share.</p>
<p>Article 220</p> <p>.....</p> <p>The first accounting function of the company may be exercised by the supervisory meeting prior to the first annual general meeting. Such accounting function has to be exercised at least once at the conclusion of the first annual general meeting.</p> <p>If the company's supervisory meeting is not exercised to exercise the power under the preceding paragraph, the board of directors has to exercise such power.</p>	<p>Article 220180</p> <p>.....</p> <p>The first accounting function of the company may be exercised by the supervisory meeting prior to the first annual general meeting. Such accounting function has to be exercised at least once at the conclusion of the first annual general meeting.</p> <p>If the company's supervisory meeting is not exercised to exercise the power under the preceding paragraph, the board of directors has to exercise such power.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 222</p> <p>An accounting firm employed by the company shall have the following rights:</p> <ol style="list-style-type: none"> 1. the right of access at any time to the account book, records or vouchers of the company and the right to require the director and other members of management of the company to provide the relevant information and explanation; 2. the right to require the company to take a reasonable measure to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties; 3. the right to attend general meetings, receive a notice or other information concerning an meeting which shareholders have a right to receive, and to be heard at an general meeting on an matter which relate to its the accounting firm of the company. 	<p>Article 222182</p> <p>An accounting firm employed by the company shall have the following rights:</p> <ol style="list-style-type: none"> 1. the right of access at any time to the account book, records or vouchers of the company and the right to require the director and other members of management of the company to provide the relevant information and explanation; 2. the right to require the company to take a reasonable measure to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties; 3. the right to attend general meetings, receive a notice or other information concerning an meeting which shareholders have a right to receive, and to be heard at an general meeting on an matter which relate to its the accounting firm of the company. <p><u>The Company shall commit to provide true and complete accounting evidences, books, financial and accounting reports and other accounting information to the accounting firm it employs without any refusal, withholding and misrepresentation.</u></p>
<p>Article 223</p> <p>If the position of accounting firm become vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting of the company. However, if there are other accounting firm holding the position of accounting firm of the company which such vacancy to exist, such accounting firm shall continue to act.</p>	<p>Article 223</p> <p>If the position of accounting firm become vacant, the board of directors may appoint an accounting firm to fill such vacancy before a general meeting of the company. However, if there are other accounting firm holding the position of accounting firm of the company which such vacancy to exist, such accounting firm shall continue to act.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 224</p> <p>.....</p> <p>The general meeting may be mean of an ordinary resolution, and an accounting firm prior to the expiration of the term of employment, notwithstanding anything in the contract between the accounting firm and the company, but without prejudice to such accounting firm's right, and to claim any damage from the company in respect of such claim.</p>	<p>Article 224183</p> <p>.....</p> <p>The general meeting may be mean of an ordinary resolution, and an accounting firm prior to the expiration of the term of employment, notwithstanding anything in the contract between the accounting firm and the company, but without prejudice to such accounting firm's right, and to claim any damage from the company in respect of such claim.</p>
<p>Article 226</p> <p>The employment, and or refusal of the renewal of the employment of an accounting firm shall be subject upon both the general meeting and reports to the statutory auditor in charge of auditing for the records.</p> <p>Where the company is directed to make a resolution at a general meeting to appoint a non-executive accounting firm to fill a vacancy of the position of the accounting firm, or to appoint an accounting firm before the expiration of a term of office, such matter shall be dealt with the following provision:</p> <p>1) Before the general meeting notice, the proposal on the appointment or and shall be subject to the accounting firm to be appointed or to leave the office or resign retire to the relevant fiscal year. Leave here to shall be subject to resignation and retirement for an accounting firm.</p> <p>2) If the accounting firm to leave the office make an statement in writing and require the statement to be made to shareholder or both the</p>	<p>Article 226</p> <p>The employment, and or refusal of the renewal of the employment of an accounting firm shall be subject upon both the general meeting and reports to the statutory auditor in charge of auditing for the records.</p> <p>Where the company is directed to make a resolution at a general meeting to appoint a non-executive accounting firm to fill a vacancy of the position of the accounting firm, or to appoint an accounting firm before the expiration of a term of office, such matter shall be dealt with the following provision:</p> <p>1) Before the general meeting notice, the proposal on the appointment or and shall be subject to the accounting firm to be appointed or to leave the office or resign retire to the relevant fiscal year. Leave here to shall be subject to resignation and retirement for an accounting firm.</p> <p>2) If the accounting firm to leave the office make an statement in writing and require the statement to be made to shareholder or both the</p>

Original articles	Revised articles after the proposed amendments
<p>Company shall be liable to take the following measures:-</p> <p>1. Making disclosure on the notice to the resolution that the existing accounting firm has made such a statement; and</p> <p>2. Copy of such a statement as the annex to the notice has been to hereafter with the memorandum forth in the Article of Association.</p> <p>3) In view of the company's failure to give such statement by the relevant accounting firm accordance with the provision in paragraph 2) of the Article, the accounting firm concerned may require the statement to be read out at the general meeting and make further comment.</p> <p>4) The accounting firm to give consent to attend the following meeting:-</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office has expired; 2. the general meeting at which its resignation has been to fill for the corresponding vacancy; and 3. the general meeting convened for its resignation. <p>The accounting firm to give consent to receive a notice or other information relating to the above meeting, and to speak at the aforementioned meeting on matter relating to the former accounting firm of the company.</p>	<p>Company shall be liable to take the following measures:-</p> <p>1. Making disclosure on the notice to the resolution that the existing accounting firm has made such a statement; and</p> <p>2. Copy of such a statement as the annex to the notice has been to hereafter with the memorandum forth in the Article of Association.</p> <p>3) In view of the company's failure to give such statement by the relevant accounting firm accordance with the provision in paragraph 2) of the Article, the accounting firm concerned may require the statement to be read out at the general meeting and make further comment.</p> <p>4) The accounting firm to give consent to attend the following meeting:-</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office has expired; 2. the general meeting at which its resignation has been to fill for the corresponding vacancy; and 3. the general meeting convened for its resignation. <p>The accounting firm to give consent to receive a notice or other information relating to the above meeting, and to speak at the aforementioned meeting on matter relating to the former accounting firm of the company.</p>
<p>Article 227</p> <p>Where the company terminate or cease not to continue to appoint an accounting firm, it shall not be the accounting firm in advance.</p>	<p>Article 227185</p> <p>Where the company terminate or cease not to continue to appoint an accounting firm, it shall not be the accounting firm in advance.</p>

Original articles	Revised articles after the proposed amendments
<p>Where the general meeting vote on terminating the appointment of an accounting firm, the accounting firm is entitled to present its views. Where an accounting firm proposes resignation, it has explained to the general meeting whether there are any improper regulations of the company.</p>	<p>Where the general meeting vote on terminating the appointment of an accounting firm, the accounting firm is entitled to present its views. Where an accounting firm proposes resignation, it has explained to the general meeting whether there are any improper regulations of the company.</p>
<p>1) The accounting firm may resign from its post through the process of resignation notified in writing at the general meeting of the company. Such notices shall take effect upon the date of such process at the general meeting of the company or a later date as specified in the notice. And the notice shall include the following statement:</p> <ol style="list-style-type: none"> 1. that its resignation does not involve any announcement to shareholders or creditors of the company; or 2. any other such circumstance that has been presented. <p>2) Within 14 days upon the receipt of such notice in writing as referred in paragraph 1) of this article, the company shall deliver a copy of the notice to the competent authority. Provided that the notice contains statement as above mentioned in paragraph 1) 2., the company shall prepare and place copies of such statement at the company for inspection by shareholders. The company shall also deliver copies of such foregoing statement with postage prepaid manner to each overseas foreign shareholder by the date registered in the shareholder register, or, under the premise subject to applicable law, regulation and rule, post such information at the company web site or a site specified by the exchange of the stock exchange of the company here.</p>	<p>1) The accounting firm may resign from its post through the process of resignation notified in writing at the general meeting of the company. Such notices shall take effect upon the date of such process at the general meeting of the company or a later date as specified in the notice. And the notice shall include the following statement:</p> <ol style="list-style-type: none"> 1. that its resignation does not involve any announcement to shareholders or creditors of the company; or 2. any other such circumstance that has been presented. <p>2) Within 14 days upon the receipt of such notice in writing as referred in paragraph 1) of this article, the company shall deliver a copy of the notice to the competent authority. Provided that the notice contains statement as above mentioned in paragraph 1) 2., the company shall prepare and place copies of such statement at the company for inspection by shareholders. The company shall also deliver copies of such foregoing statement with postage prepaid manner to each overseas foreign shareholder by the date registered in the shareholder register, or, under the premise subject to applicable law, regulation and rule, post such information at the company web site or a site specified by the exchange of the stock exchange of the company here.</p>

Original articles	Revised articles after the proposed amendments
<p>3) If the accounting firm's resignation notice contains an statement referred to paragraph 1) 2. of this article, the accounting firm may request the board of director to convene an extra-ordinary general meeting of shareholders to hear an explanation on the resignation of the resignation.</p>	<p>3) If the accounting firm's resignation notice contains an statement referred to paragraph 1) 2. of this article, the accounting firm may request the board of director to convene an extra-ordinary general meeting of shareholders to hear an explanation on the resignation of the resignation.</p>
<p>Article 228</p> <p>The merger or acquisition of the company shall require the preparation of a proposal by the board of director. After such proposal has been adopted in accordance with the procedure specified in the Article of Association of the company, relevant examination and approval procedure shall be carried out according to law. Shareholders that oppose such proposal on the merger or acquisition of the company shall have the right to require the company or shareholder that are in favor of such proposal to purchase their shares at a fair price. The content of resolution approving the merger or acquisition of the company shall be complete and sufficient document for protection by shareholders.</p> <p>Shareholders of overseas shares of companies that are listed in Hong Kong or other territories shall be served copies of the above-mentioned document by post.</p>	<p>Article 228</p> <p>The merger or acquisition of the company shall require the preparation of a proposal by the board of director. After such proposal has been adopted in accordance with the procedure specified in the Article of Association of the company, relevant examination and approval procedure shall be carried out according to law. Shareholders that oppose such proposal on the merger or acquisition of the company shall have the right to require the company or shareholder that are in favor of such proposal to purchase their shares at a fair price. The content of resolution approving the merger or acquisition of the company shall be complete and sufficient document for protection by shareholders.</p> <p>Shareholders of overseas shares of companies that are listed in Hong Kong or other territories shall be served copies of the above-mentioned document by post.</p>
<p>Article 233</p> <p>Where the company involves according to the provision of Article 232 1), 2), 5) or 6) of this Article of Association of Association, a liquidation group shall be formed within 15 days of the occurrence of the cause of liquidation, to carry out a liquidation. The liquidation group shall comprise the director or another person determined by the general meeting. Where no liquidation group is</p>	<p>Article 233190</p> <p>Where the company involves according to the provision of Article 232189 1), 2), 5) or 6) of this Article of Association of Association, a liquidation group shall be formed within 15 days of the occurrence of the cause of liquidation, to carry out a liquidation. The liquidation group shall comprise the director or another person determined by the general meeting. Where no liquidation group is formed within the time</p>

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<p>formb wth th the tme th th the crb th ma- p ee the l eop e' cqr rt to e gnate re evant per on to form a q d d t t n gr q p.</p> <p>Where the ompan th th o v b acco r d g to the prov s n of Art c e 232 4) of th o Art c e of A oc t n of A oc t n, the l eop e' cqr rt ha , th acco r nce w th re evant aw , arrange for the hareh o er , re evant a th o r t h a b re evant pro fe t n a to e tab th a q d d t t n comm t ee to carr q t q d d t t n.</p>	<p>th th the crb th ma- p ee the l eop e' cqr rt to e gnate re evant per on to form a q d d t t n gr q p.</p> <p>Where the ompan th th o v b acco r d g to the prov s n of Art c e <u>232189</u> 4) of th o Art c e of A oc t n of A oc t n, the l eop e' cqr rt ha , th acco r nce w th re evant aw , arrange for the hareh o er , re evant a th o r t h a b re evant pro fe t n a to e tab th a q d d t t n comm t ee to carr q t q d d t t n.</p>
<p>Article 239</p> <p>h o o w r d g the comp et n of q d d t t n, the q d d t t n comm t ee ha form t e a q d d t t n report, a re v e n u e a b exp n s t r e t a t e m e n t a b f u n c e d a c c o u n t t h r e p e c t of the q d d t t n p e r t h a b , a f t e r v e r i f i c a t i o n t h e r e o f b a l l A t h h a s u b m i t t h e a m e t o the hareh o er ' g e n e r a l m e e t i n g o r the l eop e' cqr rt for conf r m a t n. A b w t h t h 30 d a s f r o m the d a t e of the hareh o er ' g e n e r a l m e e t i n g ' o r the l eop e' cqr rt' conf r m a t n, the ompan h q d u b m i t t h e a f o r e m e n t o n e s a b o q u m e n t t o the ompan r e g i s t r a t n a th o r t h t o a p p l f o r comp a n e r e g i s t r a t n, a b a n n o u n c e the ompan t e r m i n a t n.</p>	<p>Article <u>239196</u></p> <p>h o o w r d g the comp et n of q d d t t n, the q d d t t n comm t ee ha form t e a q d d t t n report, a re v e n u e a b exp n s t r e t a t e m e n t a b f u n c e d a c c o u n t t h r e p e c t of the q d d t t n p e r t h a b , a f t e r v e r i f i c a t i o n t h e r e o f b a l l A t h h a s u b m i t t h e a m e t o the hareh o er ' g e n e r a l m e e t i n g o r the l eop e' cqr rt for conf r m a t n. A b w t h t h 30 d a s f r o m the d a t e of the hareh o er ' g e n e r a l m e e t i n g ' o r the l eop e' cqr rt' conf r m a t n, the ompan h q d u b m i t t h e a f o r e m e n t o n e s a b o q u m e n t t o the ompan r e g i s t r a t n a th o r t h t o a p p l f o r comp a n e r e g i s t r a t n, a b a n n o u n c e the ompan t e r m i n a t n.</p>
<p>Article 246</p> <p>.....</p> <p>U n e the context otherw e r e q u i r e , “a n n o u n c e m e n t r e f e r r e d t o t h t h o A r t c e of A oc t n ha r e f e r t o t h t h o u e s t o s o m e t h hareh o er o r w t h t h the l R t h a c c o r n c e w t h r e e v a n t r e g i a t n a b t h o A r t c e of A oc t n, the a n n o u n c e m e n t p u b l i s h e s t h u c h h o e e n e w p a p e r a p e c i e s b t h e h o e e a w a b r e g i a t n o r the t a t e e q u r t h r e r e g i a t o r a g e n c e , a b</p>	<p>Article <u>246203</u></p> <p>.....</p> <p>U n e the context otherw e r e q u i r e , “a n n o u n c e m e n t r e f e r r e d t o t h t h o A r t c e of A oc t n ha r e f e r t o t h t h o u e s t o s o m e t h hareh o er o r w t h t h the l R t h a c c o r n c e w t h r e e v a n t r e g i a t n a b t h o A r t c e of A oc t n, the a n n o u n c e m e n t p u b l i s h e s t h u c h h o e e n e w p a p e r a p e c i e s b t h e h o e e a w a b r e g i a t n o r the t a t e e q u r t h r e r e g i a t o r a g e n c e , a b t h</p>

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<p> The Board of Directors of the Company shall have the authority to issue any securities in accordance with the relevant provisions or the Article of Association, announcement being published in the Company's new paper periodicals or relevant magazine. A notice or other document required under Chapter 13 of the Company's stock exchange Listing Rule to be sent by the company to the relevant exchange, or </p>	