

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



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 Board, 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 special provisions of state guidance on overseas listing and offering of share by Joint Stock Limited Company (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the relevant provisions for the Articles of Association of the Company to be adopted under the LR (《到境外上市公司章程必備條款》), the corresponding amendment to the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and we also propose from Shareholder, 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 in the corresponding law and the number 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 care.

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

Zhang Fengyang, the Chairman,
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, in line with the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of existing Jingneng Energy Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate organization and activities of the company, this Article of Association is formulated pursuant to the company law of P.R. (the company law), the law of enterprise state-owned Assets of the P.R., the constitution of the company, part of the Securities Law of P.R. (the Securities Law), the special provisions of state-owned enterprise (the special provisions), the Director provisions for the Article of Association of the company to be put to the P.R., the Guidelines for Article of Association of Chinese companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong, and other relevant provisions.</p>	<p>Article 1</p> <p>To adapt to the requirement of the development of socialist market economy, in line with the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of existing Jingneng Energy Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate organization and activities of the company, this Article of Association is formulated pursuant to the company law of P.R. (the company law), the law of enterprise state-owned Assets of the P.R., the constitution of the company, part of the Securities Law of P.R. (the Securities Law), the special provisions of state-owned enterprise (the special provisions), the Director provisions for the Article of Association of the company to be put to the P.R., the Guidelines for Article of Association of Chinese companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong <u>(the "Hong Kong Listing Rules")</u>, and other relevant provisions.</p>
<p>Article 2</p> <p>The company is a joint stock company incorporated in accordance with the company law, the Securities Law, the special provisions, and other relevant laws and regulations.</p>	<p>Article 2</p> <p>The company is a joint stock company incorporated in accordance with the company law, the Securities Law, the special provisions, 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 Articles of Association take effect on the date when the overseas foreign share issued by the company are issued and commence dealing in. The stock exchange of Hong Kong in line with the approval from relevant department and regulator authority of the U.R. From the effective date of the Articles of Association, the Articles of Association shall replace the previous Articles 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 Articles of Association take effect on the date when the overseas foreign share issued by the company are issued and commence dealing in. The stock exchange of Hong Kong in line with the approval from relevant department and regulator authority of the U.R. From the effective date of the Articles of Association, the Articles of Association shall replace the previous Articles of Association of the company which has been filed with the company registration authority.</p>
<p>Article 9</p> <p>What is provided to the provision of Article 250, and according to the Articles of Association, one shareholder can sue the other shareholder; the shareholder can sue the company's director, supervisor and senior officer; The shareholder can sue the company. The company can sue the shareholder, director, supervisor and senior officer.</p> <p>For the purpose of the above paragraph, the term "sue" includes the institution of proceedings in a court or application to an arbitration organization for arbitration.</p>	<p>Article 9<u>8</u></p> <p>What is provided to the provision of Article 250, and according to the Articles of Association, one shareholder can sue the other shareholder; the shareholder can sue the company's director, supervisor and senior officer; The shareholder can sue the company. The company can sue the shareholder, director, supervisor and senior officer.</p> <p>For the purpose of the above paragraph, the term "sue" includes the institution of proceedings in a court or application to an arbitration organization for arbitration.</p>
<p>Article 15</p> <p>The company shall have ordinary share certificate; it may have other kinds of share certificate upon approval by the authority that are authorized by the state agency.</p>	<p>Article 15<u>4</u></p> <p>The company shall have ordinary share certificate; it may have other kinds of share certificate upon approval by the authority that are authorized by the state agency upon fulfilling</p>

Original articles	Revised articles after the proposed amendments
	<u>the registration or filing procedures with the securities regulatory authority of the State Council in accordance with the law.</u>
<p>Article 18</p> <p>The company may issue shares to the public upon approval of the state securities regulatory authority in charge of registration.</p>	<p>Article 187</p> <p>The company may issue shares to the public upon approval of <u>fulfilling the registration or filing procedures with the securities regulatory authority of the state securities regulatory authority in accordance with the law.</u></p>
<p>Article 19</p> <p>The overseas shares issued by the company which are long-term referred to as the "name", the RMB-denominated shares approved by the long-term stock exchange for trading who's subscription and trading are long-term order. Upon approval of the state securities regulatory authority by the state securities regulatory authority with the consent from long-term stock exchange, the domestic shares can be converted into the "name".</p> <p>Approved by securities regulator authority of the state securities regulatory authority of the company's domestic shares may transfer to the public for trading. The trading and trading of such overseas stock exchange shall comply with the regulator procedure, registration and requirement of the foreign securities market and settlement and clearing meeting shall not receive such finance.</p>	<p>Article 198</p> <p>The overseas shares issued by the company which are long-term referred to as the "name", the RMB-denominated shares approved by the long-term stock exchange for trading who's subscription and trading are long-term order. Upon approval of <u>fulfilling the registration or filing procedures with the securities regulatory authority of the state securities regulatory authority in accordance with the law,</u> and with the consent from long-term stock exchange, the domestic shares can be converted into the "name".</p> <p>Approved by <u>Upon fulfilling the registration or filing procedures with the securities regulatory authority of the state securities regulatory authority in accordance with the law,</u> the holder of the company's domestic shares may transfer to the public for trading. The trading and trading of such overseas stock exchange shall comply with the regulator procedure, registration and</p>

Original articles	Revised articles after the proposed amendments
	<p>requirement of the foreign equity market and are out of the call meeting not receive much cash finance.</p>
<p>Article 21</p> <p>After the above-mentioned increase and offering, the capital structure of the company comprised of 8,244,508,144 shares on the date 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 United East (Group) Co., Ltd., holds 16,035,322 shares representing 0.194% of the company's total share capital.</p> <p>Shareholder of overseas (H shares) holds 2,829,676,800 shares representing 34.322% of the company's total share capital.</p>	<p>Article 210</p> <p>After the above-mentioned increase and offering, the capital structure of the company comprised of 8,244,508,144 shares on the date 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 United East (Group) Co., Ltd., holds 16,035,322</p>

Original articles	Revised articles after the proposed amendments
<p>charge of equity; the company's board of directors may arrange for implementation of such plan by means of separate finance.</p> <p>The company's plan for finance of overvalued shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the state authority in charge of equity.</p>	<p>charge of equity; the company's board of directors may arrange for implementation of such plan by means of separate finance.</p> <p>The company's plan for finance of overvalued shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the state authority in charge of equity.</p>
<p>Article 24</p> <p>Where the company's overvalued shares and some other investment shares separate at the total number of shares received in the finance plan, such shares shall be distributed in one single finance. Where proceeds from such shares are insufficient for every such single finance to be distributed, the shares may be issued in several stages, subject to the approval of the state authority in charge of equity.</p>	<p>Article 24</p> <p>Where the company's overvalued shares and some other investment shares separate at the total number of shares received in the finance plan, such shares shall be distributed in one single finance. Where proceeds from such shares are insufficient for every such single finance to be distributed, the shares may be issued in several stages, subject to the approval of the state 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 or the shares of the company within 12 months upon holding those shares, or holding the shares within 12 months after holding the shares arising there of shall belong to the company, such shares shall be collected by the board of directors of the company, but a public company otherwise unless there is a shareholder holding more than 5% of the shares; the issue of the shares shall not be subject to the 12-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 or the shares of the company within 12 months upon holding those shares, or holding the shares within 12 months after holding the shares arising there of shall belong to the company, such shares shall be collected by the board of directors of the company, but a public company otherwise unless there is a shareholder holding more than 5% of the shares; the issue of the shares shall not be subject to the 12-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>

Original articles	Revised articles after the proposed amendments
<p>if such right within the specified period, the shareholders are entitled to commence litigation in court in their own name for the benefit of the company.</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 directors of the company does not comply with the foregoing paragraph, the shareholders can request the board to do so within 30 days. If the board does not enforce such right within the specified period, the shareholders are entitled to commence litigation in court in their own name for the benefit of the company.</p>
<p>Article 34</p> <p>With approval from relevant state authority to repurchase its own shares, the company may proceed in one of the following manner according to the requirement of relevant laws, administrative regulation, the listing rule of the place where the company's shares are listed and the Article of Association.</p> <p>(1) Making of a repurchase offer in the same proportion to all shareholders</p> <p>(2) Repurchase through open transaction on a securities exchange</p> <p>(3) Repurchase by an agreement at the securities exchange</p> <p>(4) Other methods recognized by relevant regulator authority.</p>	<p>Article 341</p> <p>With approval from relevant state authority to repurchase its own shares, the company may proceed in one of the following manner according to the requirement of relevant laws, administrative regulation, the listing rule of the place where the company's shares are listed and the Article of Association.</p> <p>(1) Making of a repurchase offer in the same proportion to all shareholders</p> <p>(2) Repurchase through open transaction on a securities exchange</p> <p>(3) Repurchase by an agreement at the securities exchange</p> <p>(4) Other methods recognized by relevant regulator authority.</p> <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>

Original articles	Revised articles after the proposed amendments
	<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>The price per share for repurchasing the company's own shares shall be proposed to be made otherwise than by tender or in the market shall be at a maximum price where the repurchasing is proposed to be made by way of tender, tender shall be made available to a holder of such shares on the same terms.</p>	<p>Article 352</p> <p>The price per share for repurchasing the company's own shares shall be proposed to be made otherwise than by tender or in the market shall be at a maximum price where the repurchasing is proposed to be made by way of tender, tender shall be made available to a holder of such shares on the same terms.</p>
<p>Article 36</p> <p>Repurchase of the company's shares in accordance with Article 33 (1) and (2) of the Articles of Association shall be subject to approval at a general meeting. Repurchase of the company's shares in accordance with Article 33 (3), (5) and (6) of the Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provision of the Articles of Association or with the authorization granted by the general meeting.</p> <p>Unless otherwise provided in the law or regulation or the bye-laws of the place where the company's shares are issued, after the company has repurchased its shares in accordance with Article 33 of the Articles of Association, such shares shall be cancelled within ten days after repurchase in the case mentioned in item (1), or shall be transferred or cancelled within six months in the case mentioned in item (2) and (4) and in the case mentioned in item (3), (5) and (6).</p>	

Original articles	Revised articles after the proposed amendments
<p>account or capital common reserve account (including the premium from the new share subscription) at the time of redemption.</p> <p>() The sum paid by the company for the purpose set forth below shall be paid out of the company's distributable profits.</p> <p>(1) Acquisition of the right to buy back its own shares.</p> <p>(2) Amendment to an contract for redemption of its own shares.</p> <p>(3) Release from an of obligation under an redemption contract.</p> <p>(V) After the par value of the amount of shares has been deducted from the registered capital of the company in accordance with relevant regulations, that portion of the amount of shares from the distributable profits shall be used to buy back shares at the par value of the bought back shares shall be included in the company's premium account (or capital common reserve account).</p>	<p>account or capital common reserve account (including the premium from the new share subscription) at the time of redemption.</p> <p>() The sum paid by the company for the purpose set forth below shall be paid out of the company's distributable profits.</p> <p>(1) Acquisition of the right to buy back its own shares.</p> <p>(2) Amendment to an contract for redemption of its own shares.</p> <p>(3) Release from an of obligation under an redemption contract.</p> <p>(V) After the par value of the amount of shares has been deducted from the registered capital of the company in accordance with relevant regulations, that portion of the amount of shares from the distributable profits shall be used to buy back shares at the par value of the bought back shares shall be included in 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 any financial assistance in any form to purchaser or prospective purchaser of the shares of the company, by purchaser of shares of the company as referred to above the shareholder or person that do act or do act 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 any financial assistance in any form to purchaser or prospective purchaser of the shares of the company, by purchaser of shares of the company as referred to above the shareholder or person that do act or do act undertake obligation for the purpose of purchasing shares of the company.</p>

Original articles	Revised articles after the proposed amendments
<p>The company or its subsidiary (including affiliate) shall not at any time provide 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 shall not apply to the circumstances described in Article 39 of this chapter.</p>	<p>The company or its subsidiary (including affiliate) shall not at any time provide 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 shall not apply 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" shall include (but not limited to) the financial assistance in the form set out below:</p> <p>(1) Gift</p> <p>(2) Guarantee (including the undertaking of a debt or provision of property by the guarantor in order to ensure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the company's own liability) and release or waiver of right</p> <p>(3) Provision of a 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 in the part to which loan or contract is due and the assignment of right under such loan or contract</p> <p>(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 in the company's net asset.</p>	<p>Article 40</p> <p>For the purpose of this chapter, the term "financial assistance" shall include (but not limited to) the financial assistance in the form set out below.</p> <p>(1) Gift</p> <p>(2) Guarantee (including the undertaking of a debt or provision of property by the guarantor in order to ensure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the company's own liability) and release or waiver of right</p> <p>(3) Provision of a 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 in the part to which loan or contract is due and the assignment of right under such loan or contract</p> <p>(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 in the company's net asset.</p>

Original articles	Revised articles after the proposed amendments
<p>For the purpose of this chapter, the term "undertake obligation" means the undertaking of an obligation by the obligator by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligator singly or jointly with an other person) or by changing its financial position in an other way.</p>	<p>For the purpose of this chapter, the term "undertake obligation" means the undertaking of an obligation by the obligator by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligator singly or jointly with an other person) or by changing its financial position in an other way.</p>
<p>Article 41</p> <p>The act shall be void and not be regarded as the act prohibited under Article 37 of this chapter.</p> <p>(1) Where the company provides the relevant financial assistance to itself for the benefit of the company and the main purpose of the financial assistance is not to purchase shares in the company, or the financial assistance is an incidental part of an overall plan of the company</p> <p>(2) Lawful distribution of the company's property in the form of shares</p> <p>(3) Distribution of shares in the form of assets</p> <p>(4) Reduction of registered capital, repurchase of shares, redemption of preference shares, etc., in accordance with the Article of Association of the company</p> <p>(5) Provision of a loan by the company within the scope of business in the ordinary course of business (provided that the same does not lead to a reduction in the net assets of the company or that if the same constitutes a reduction, the financial assistance is paid out of the company's distributable profits)</p>	<p>Article 41</p> <p>The act shall be void and not be regarded as the act prohibited under Article 37 of this chapter.</p> <p>(1) Where the company provides the relevant financial assistance to itself for the benefit of the company and the main purpose of the financial assistance is not to purchase shares in the company, or the financial assistance is an incidental part of an overall plan of the company</p> <p>(2) Lawful distribution of the company's property in the form of shares</p> <p>(3) Distribution of shares in the form of assets</p> <p>(4) Reduction of registered capital, repurchase of shares, redemption of preference shares, etc., in accordance with the Article of Association of the company</p> <p>(5) Provision of a loan by the company within the scope of business in the ordinary course of business (provided that the same does not lead to a reduction in the net assets of the company or that if the same constitutes a reduction, the financial assistance is paid out of the company's distributable profits)</p>

Original articles	Revised articles after the proposed amendments
<p>(6) The contribution by the company for an employee shareholding scheme (provided that the amount is not added to a reduction in the net assets of the company or that if the same contribution is made, the financial assistance is provided out of the company's profits).</p>	<p>(6) The contribution by the company for an employee shareholding scheme (provided that the amount is not added to a reduction in the net assets of the company or that if the same contribution is made, the financial assistance is provided out of the company's profits).</p>
<p>Article 44</p> <p>The company shall maintain a register of shareholders in accordance with evidence from the appropriate registration organisation, and shall enter therein the following particulars:</p> <p>(1) The name, (sole name), profession or nature of each shareholder</p> <p>(2) The calendar number of the shares held by each shareholder</p> <p>(3) The amount paid or payable for the shares held by each shareholder</p> <p>(4) The serial number of the shares held by each shareholder</p> <p>(5) The date on which each shareholder is registered as a shareholder</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p>	<p>Article 4437</p> <p>The company shall maintain a register of shareholders in accordance with evidence from the appropriate registration organisation, and shall enter therein the following particulars:</p> <p>(1) The name, (sole name), profession or nature of each shareholder</p> <p>(2) The calendar number of the shares held by each shareholder</p> <p>(3) The amount paid or payable for the shares held by each shareholder</p> <p>(4) The serial number of the shares held by each shareholder</p> <p>(5) The date on which each shareholder is registered as a shareholder</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p>

Original articles	Revised articles after the proposed amendments
<p>The register of the holder of the conclusive evidence of the holding of the shares of the Company shall be maintained in accordance with the provisions of the Companies Act, 2013.</p>	<p>The register of the holder of the conclusive evidence of the holding of the shares of the Company shall be maintained in accordance with the provisions of the Companies Act, 2013.</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, in accordance with the provisions of the Companies Act, 2013, keep a register of the names of the shareholders of the company and the particulars relating to the shares held by them, and shall cause the same to be kept in accordance with the provisions of the Companies Act, 2013.</p>	<p>Article 45</p> <p>The company shall, in accordance with the provisions of the Companies Act, 2013, keep a register of the names of the shareholders of the company and the particulars relating to the shares held by them, and shall cause the same to be kept in accordance with the provisions of the Companies Act, 2013.</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 overalls. The appointed agent of the L.R. shall ensure that the register of holders of overalls and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overalls are inconsistent, the original shall prevail.</p>	<p>The company shall keep at its office a duplicate of the register of holders of overalls. The appointed agent of the L.R. shall ensure that the register of holders of overalls and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overalls are inconsistent, the original shall prevail.</p>
<p>Article 46</p> <p>The company shall keep a complete register of the holder.</p> <p>The register of the holder shall include the following parts:</p> <p>(1) A register kept at the company's office other than those specified in items (2) and (3) of this article.</p> <p>(2) The register of holders of overalls shall be kept in the place of the stock exchange at which the L.R. on which the shares are issued.</p> <p>(3) Register of the holder kept in such other place as the board of directors may decide necessary for being proper.</p>	<p>Article 46</p> <p>The company shall keep a complete register of the holder.</p> <p>The register of the holder shall include the following parts:</p> <p>(1) A register kept at the company's office other than those specified in items (2) and (3) of this article.</p> <p>(2) The register of holders of overalls shall be kept in the place of the stock exchange at which the L.R. on which the shares are issued.</p> <p>(3) Register of the holder kept in such other place as the board of directors may decide necessary for being proper.</p>
<p>Article 47</p> <p>The various parts of the register of the holder shall not overlap one another. The transfer of the registers in a certain part of the register of the holder shall not during the continuance of the registration of such shares be registered in any other part of the register.</p>	<p>Article 47</p> <p>The various parts of the register of the holder shall not overlap one another. The transfer of the registers in a certain part of the register of the holder shall not during the continuance of the registration of such shares be registered in any other part of the register.</p>

Original articles	Revised articles after the proposed amendments
<p>change and correction to each part of the register of the holder shall be 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 the holder shall be carried out in accordance with the law of the place where each part is kept.</p>
<p>Article 48</p> <p>Articles here are free transferable according to the Article of Association. One meeting the following conditions or the ordinary meeting to recognize and the agreement of transfer with the following conditions.</p> <p>(1) An transfer agreement or other agreement which relate to the owner's or may affect the owner's may not be registered, and relevant fee not exceeding the maximum prescribed in the articles of the company stock exchange from time to time shall be paid to the company for such registration.</p> <p>(2) The transfer agreement on relate to the company.</p> <p>(3) The due amount for transfer agreement has already been paid.</p> <p>(4) Relevant certificate and such other evidence as the director may reasonably require to prove the transferor's right to transfer are obtained.</p> <p>(5) Transfer of an share to no more than four joint holder.</p> <p>(6) The share concerned are free of any charge in favor of the company.</p> <p>(7) An share shall not be transferred to an infant or to a person of unsound mind or otherwise e.g. a bankrupt.</p>	<p>Article 48</p> <p>Articles here are free transferable according to the Article of Association. One meeting the following conditions or the ordinary meeting to recognize and the agreement of transfer with the following conditions.</p> <p>(1) An transfer agreement or other agreement which relate to the owner's or may affect the owner's may not be registered, and relevant fee not exceeding the maximum prescribed in the articles of the company stock exchange from time to time shall be paid to the company for such registration.</p> <p>(2) The transfer agreement on relate to the company.</p> <p>(3) The due amount for transfer agreement has already been paid.</p> <p>(4) Relevant certificate and such other evidence as the director may reasonably require to prove the transferor's right to transfer are obtained.</p> <p>(5) Transfer of an share to no more than four joint holder.</p> <p>(6) The share concerned are free of any charge in favor of the company.</p> <p>(7) An share shall not be transferred to an infant or to a person of unsound mind or otherwise e.g. a bankrupt.</p>

Original articles	Revised articles after the proposed amendments
<p>Shareholder 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 the share is being placed or in such other form as the director may accept. The transfer of share may also be by the long form 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 long form signed and attested by a duly written or machine-imprinted signature to be acceptable.</p>	<p>Shareholder 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 the share is being placed or in such other form as the director may accept. The transfer of share may also be by the long form 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 long form signed and attested by a duly written or machine-imprinted signature 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 such share (the "Relevant Shares") if his share certificate (the "Original Share Certificate") is lost.</p> <p>Application for the replacement of one or more investment share certificate may be dealt with in accordance with the relevant provisions of the company law.</p> <p>Application for the replacement of overissued share certificate may be dealt with in accordance with the law, subject to exchange registration and other relevant registration of the place where the original register of holder of overissued 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 such share (the "Relevant Shares") if his share certificate (the "Original Share Certificate") is lost.</p> <p>Application for the replacement of one or more investment share certificate may be dealt with in accordance with the relevant provisions of the company law.</p> <p>Application for the replacement of overissued share certificate may be dealt with in accordance with the law, subject to exchange registration and other relevant registration of the place where the original register of holder of overissued share is kept.</p>

Original articles

Where holder of the app for replacement of certificate, such replacement shall comply with the following requirements:

(1) The applicant shall submit the application in the form prescribed by the company accompanied by a notarized certificate or affidavit for declaration. The notarized certificate or affidavit for declaration shall include the applicant's reason for the application, the circumstances and proof of the loss of the certificate and declaration stating that no other person may require registration as a shareholder in respect of the Relevant share.

(2) The company shall not receive an affidavit or declaration requiring registration as a shareholder in respect of the share from a person other than the applicant before it decides that a replacement certificate shall be issued.

(3) If the company decides to issue a replacement certificate to the applicant, it shall publish a public announcement of its intention in the newspaper or periodical designated by the board of directors the period of the public announcement shall be 90 days during which such announcement shall be published repeatedly at least once every 30 days. The newspaper designated by the board of directors shall be the highest circulating newspaper recognized by the ongoing stock exchange (at least one for each).

(4) Before publishing the public announcement of its intention to issue a replacement certificate, the company shall submit a copy of the announcement to be published to the relevant exchange where it is to be published and proceed with the publication upon receipt of a reply from the relevant exchange confirming

Revised articles after the proposed amendments

Where holder of the app for replacement of certificate, such replacement shall comply with the following requirements:

(1) The applicant shall submit the application in the form prescribed by the company accompanied by a notarized certificate or affidavit for declaration. The notarized certificate or affidavit for declaration shall include the applicant's reason for the application, the circumstances and proof of the loss of the certificate and declaration stating that no other person may require registration as a shareholder in respect of the Relevant share.

(2) The company shall not receive an affidavit or declaration requiring registration as a shareholder in respect of the share from a person other than the applicant before it decides that a replacement certificate shall be issued.

(3) If the company decides to issue a replacement certificate to the applicant, it shall publish a public announcement of its intention in the newspaper or periodical designated by the board of directors the period of the public announcement shall be 90 days during which such announcement shall be published repeatedly at least once every 30 days. The newspaper designated by the board of directors shall be the highest circulating newspaper recognized by the ongoing stock exchange (at least one for each).

(4) Before publishing the public announcement of its intention to issue a replacement certificate, the company shall submit a copy of the announcement to be published to the relevant exchange where it is to be published and proceed with the publication upon receipt of a reply from the relevant exchange confirming

Original articles	Revised articles after the proposed amendments
<p>that the annu nement ha been s^h a^o n the eg r^o exchange. The p b^o annu nement ha be^o s^h a^o n the eg r^o exchange for a per^o of 90^o a^o .</p> <p>f the app^o t^o n for s^h a^o nce of a rep^o cement ha^o cert^o f^o te wa^o m^o e w^h t^o content of the reg^o e^o ho^o er of the Re^o v^o ant s^h a^o n^o ; the omp^o n ha^o m^o o^o to p^o ch ha^o ho^o er a photocop of the p b^o annu nement that s^h a^o n^o to p b^o s^h a^o n.</p> <p>(5) Upon exp^o f^o of the 90^o a^o per^o t^o rec^o f^o s^h a^o n^o (3) a^o n^o (4) ha^o e of, s^h a^o n^o the omp^o n ha^o not rec^o f^o s^h a^o n^o an object^o n to the s^h a^o nce of a rep^o cement ha^o cert^o f^o te from an per^o n, s^h a^o n^o ma^o s^h a^o n^o a rep^o cement ha^o cert^o f^o te acco^o n^o g to the app^o t^o n of the app^o t^o n^o t.</p> <p>(6) When the omp^o n s^h a^o n^o a rep^o cement ha^o cert^o f^o te u^o n^o der th^o Art^o e^o e, s^h a^o n^o th^o s^h a^o n^o m^o e s^h a^o n^o ce the or^o g^o n^o ha^o re cert^o f^o te a^o n^o rec^o p^o ch a^o n^o ce a^o t^o n a^o n^o the s^h a^o nce of the rep^o cement ha^o cert^o f^o te n^o the reg^o e^o r of ha^o ho^o er.</p> <p>(7) A exp^o n^o e^o for the a^o n^o ce a^o t^o n of the or^o g^o n^o ha^o re cert^o f^o te a^o n^o s^h a^o n^o ce of a rep^o cement ha^o cert^o f^o te ha^o be borne b the app^o t^o n^o t. The omp^o n ha^o be ent^o t^o e to ref^o e to take an a^o t^o n u^o n^o t^o re a^o n^o ce be g^o a^o n^o ce s^h a^o n^o t^o e from the app^o t^o n^o t.</p>	<p>that the annu nement ha been s^h a^o n the eg r^o exchange. The p b^o annu nement ha be^o s^h a^o n the eg r^o exchange for a per^o of 90^o a^o .</p> <p>f the app^o t^o n for s^h a^o nce of a rep^o cement ha^o cert^o f^o te wa^o m^o e w^h t^o content of the reg^o e^o ho^o er of the Re^o v^o ant s^h a^o n^o ; the omp^o n ha^o m^o o^o to p^o ch ha^o ho^o er a photocop of the p b^o annu nement that s^h a^o n^o to p b^o s^h a^o n.</p> <p>(5) Upon exp^o f^o of the 90^o a^o per^o t^o rec^o f^o s^h a^o n^o (3) a^o n^o (4) ha^o e of, s^h a^o n^o the omp^o n ha^o not rec^o f^o s^h a^o n^o an object^o n to the s^h a^o nce of a rep^o cement ha^o cert^o f^o te from an per^o n, s^h a^o n^o ma^o s^h a^o n^o a rep^o cement ha^o cert^o f^o te acco^o n^o g to the app^o t^o n of the app^o t^o n^o t.</p> <p>(6) When the omp^o n s^h a^o n^o a rep^o cement ha^o cert^o f^o te u^o n^o der th^o Art^o e^o e, s^h a^o n^o th^o s^h a^o n^o m^o e s^h a^o n^o ce the or^o g^o n^o ha^o re cert^o f^o te a^o n^o rec^o p^o ch a^o n^o ce a^o t^o n a^o n^o the s^h a^o nce of the rep^o cement ha^o cert^o f^o te n^o the reg^o e^o r of ha^o ho^o er.</p> <p>(7) A exp^o n^o e^o for the a^o n^o ce a^o t^o n of the or^o g^o n^o ha^o re cert^o f^o te a^o n^o s^h a^o n^o ce of a rep^o cement ha^o cert^o f^o te ha^o be borne b the app^o t^o n^o t. The omp^o n ha^o be ent^o t^o e to ref^o e to take an a^o t^o n u^o n^o t^o re a^o n^o ce be g^o a^o n^o ce s^h a^o n^o t^o e from the app^o t^o n^o t.</p>
<p>Article 53</p> <p>After the omp^o n ha^o s^h a^o n^o a rep^o cement ha^o cert^o f^o te n^o acco^o n^o ce w^h th^o Art^o e^o e of A^o s^h a^o n^o ce, s^h a^o n^o th^o not s^h a^o n^o e^o e from the reg^o e^o r of ha^o ho^o er th^o name of a bon^o s^h a^o n^o e p^o r^o h^o e^o r of the rep^o cement ha^o cert^o f^o te ment^o n^o s^h a^o n^o above or of a ha^o ho^o er that s^h a^o n^o t.</p>	<p>Article 53</p> <p>After the omp^o n ha^o s^h a^o n^o a rep^o cement ha^o cert^o f^o te n^o acco^o n^o ce w^h th^o Art^o e^o e of A^o s^h a^o n^o ce, s^h a^o n^o th^o not s^h a^o n^o e^o e from the reg^o e^o r of ha^o ho^o er th^o name of a bon^o s^h a^o n^o e p^o r^o h^o e^o r of the rep^o cement ha^o cert^o f^o te ment^o n^o s^h a^o n^o above or of a ha^o ho^o er that s^h a^o n^o t.</p>

Original articles	Revised articles after the proposed amendments
<p>urgent register as the owner of the share (provided that he is bona fide purchaser).</p>	<p>urgent register as the owner of the share (provided that he is bona fide purchaser).</p>
<p>Article 54</p> <p>The company shall not be liable for an amount offered by a person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud or act on the part of the company.</p>	<p>Article 54</p> <p>The company shall not be liable for an amount offered by a person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud or 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>Every member of the company shall enjoy the following rights:</p> <p>(1) To receive dividends and other profits or distributions on the basis of the number of shares held by them</p> <p>(2) To request, convene, hold, participate or be prox to attend general meeting and exercise corresponding voting rights in accordance with the law</p> <p>(3) To monitor, make suggestion or query on the company's operation</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, as per statutory regulation, subject to the</p>	<p>Article 56A2</p> <p>Every member of the company shall enjoy the following rights:</p> <p>(1) To receive dividends and other profits or distributions on the basis of the number of shares held by them</p> <p>(2) To request, convene, hold, participate or be prox to attend general meeting and speak at the general meeting in accordance with the law</p> <p>(3) To monitor, make suggestion or query on the company's operation</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, as per statutory regulation, subject to the</p>

Original articles	Revised articles after the proposed amendments
<p>territor where the company's "head office", and we also provision of the Article of Association</p>	<p>territor where the company's "head office", and we also provision of the Article of Association</p>
<p>(5) To obtain relevant information in accordance with the Article of Association of the company, which the following:-</p>	<p>(5) To obtain relevant information in accordance with the Article of Association of the company, which the following:-</p>
<p>1. To obtain the Article of Association of the company after payment of a charge to cover the cost</p>	<p>1. To obtain the Article of Association of the company after payment of a charge to cover the cost</p>
<p>2. sufficient to access, after payment of reasonable charge, to make a copy of:-</p>	<p>2. sufficient to access, after payment of reasonable charge, to make a copy of:-</p>
<p>(i) copies of a part of the register of shareholders</p>	<p>(i) copies of a part of the register of shareholders</p>
<p>(ii) personal information of the director, supervisor and senior officer of the company, including:-</p>	<p>(ii) personal information of the director, supervisor and senior officer of the company, including:-</p>
<p>a. present and previous name and address</p>	<p>a. present and previous name and address</p>
<p>b. marital status (if any)</p>	<p>b. marital status (if any)</p>
<p>c. nationality</p>	<p>c. nationality</p>
<p>d. full-time and other part-time occupation and duties</p>	<p>d. full-time and other part-time occupation and duties</p>
<p>e. identification card number and the number</p>	<p>e. identification card number and the number</p>
<p>(iii) the "net worth" of the company's "shareholders" capital</p>	<p>(iii) the "net worth" of the company's "shareholders" capital</p>
<p>(iv) report of the aggregate par value, number of shares and high rate owed to each class of shares bought back by the company since the start of the financial year and the expenses paid by the company therefor</p>	<p>(iv) report of the aggregate par value, number of shares and high rate owed to each class of shares bought back by the company since the start of the financial year and the expenses paid by the company therefor</p>

Original articles	Revised articles after the proposed amendments
<p>(v) books of account of general meeting; returns of board meeting; returns of the board of directors meeting; financial report</p>	<p>(v) books of account of general meeting; returns of board meeting; returns of the board of directors meeting; financial report</p>
<p>(v) the company's most recent annual financial statement and report of the board of directors; and for the board of directors</p>	<p>(v) the company's most recent annual financial statement and report of the board of directors; and for the board of directors</p>
<p>(v) copy of the annual report which has been filed with the company registration authority or other competent authority for record</p>	<p>(v) copy of the annual report which has been filed with the company registration authority or other competent authority for record</p>
<p>document referred to in (v), (v), (v) and (v) 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 copy of such document (except for meeting of general meeting which shall be made available for inspection by shareholder only).</p>	<p>document referred to in (v), (v), (v) and (v) 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 copy of such document (except for meeting of general meeting which shall be made available for inspection by shareholder only).</p>
<p>(6) When the company terminate or discontinue receive the value of remaining assets of the company according to the rules</p>	<p>(5) To inspect the Articles of Association</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 shares</p>	
<p>(8) the right under the law, administrative regulation, departmental regulation and the Article of Association.</p>	

Original articles	Revised articles after the proposed amendments
<p>Where an person or persons having right in the nature of a right to such right and where the company has not exercised right to harm a right of such person attached to the nature of such right.</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, ministerial regulation or departmental regulation and the Article of Association.</p> <p>Where a person or persons having right in the nature of a right to such right and where the company has not exercised right to harm a right of such person attached to the nature of such right.</p>
<p>Article 61</p> <p>Members of the board of the company shall have the following obligations:</p> <p>Shareholder shall not bear an obligation for further contribution to the capital other than the contribution agreed to at the subscription of the relevant share subscription.</p>	<p>Article 6147</p> <p>Members of the board of the company shall have the following obligations:</p> <p>Shareholder shall not bear an obligation for further contribution to the capital other than the contribution agreed to at the subscription of the relevant share subscription.</p>
<p>Article 62</p> <p>In addition to the obligations under the law, ministerial regulation or the bye-laws of the registered exchange on which the shares of the company are issued, controlling shareholders may not, in the exercise of their shareholder power, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting right on the issues set forth below.</p>	<p>Article 6248</p> <p>In addition to the obligations under the law, ministerial regulation or the bye-laws of the registered exchange on which the shares of the company are issued, controlling shareholders may not, in the exercise of their shareholder power, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting right on the issues set forth below.</p>

Original articles	Revised articles after the proposed amendments
<p>(1) Resolving all director or supervisor of the responsibility to act honestly in the best interest of the company</p> <p>(2) Approving all director or supervisor (for his own or another person's benefit) to deprive the company of its property in any way, including (but not limited to) an opportunity that are favorable to the company</p> <p>(3) Approving all director or supervisor (for his own or another person's benefit) to deprive other shareholder of the right or interest, including (but not limited to) the right to election and voting right, but not including the right of the company submitted to a proposal at the shareholder general meeting in accordance with the Article of Association of the company.</p>	<p>(1) Resolving all director or supervisor of the responsibility to act honestly in the best interest of the company</p> <p>(2) Approving all director or supervisor (for his own or another person's benefit) to deprive the company of its property in any way, including (but not limited to) an opportunity that are favorable to the company</p> <p>(3) Approving all director or supervisor (for his own or another person's benefit) to deprive other shareholder of the right or interest, including (but not limited to) the right to election and voting right, but not including the right of the company submitted to a proposal at the shareholder general meeting in accordance with the Article of Association of the company.</p>
	<p>(a2)</p>

Original articles	Revised articles after the proposed amendments
<p>Article 65</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>(3) Review and approve the report of the board of directors</p> <p>(12) Review and approve the external guarantee scheme which shall be reviewed at the general meeting as provided in Article 64 of the Article of Association</p> <p>(15) Review the incentive plan</p> <p>(17) Review other matters to be approved at the general meeting as provided by the law, the mandatory regulatory department regulation, listing rule of the local stock exchange where the company's shares are listed or the Article of Association.</p>	<p>Article 650</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>(3) Review and approve the report of the board of directors</p> <p>(12) Review and approve the external guarantee scheme which shall be reviewed at the general meeting as provided in Article 6451 of the Article of Association</p> <p>(15) Review the incentive plan and employee stock ownership plan</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>(178) Review other matters to be approved at the general meeting as provided by the law, the mandatory regulatory department regulation, listing rule of the local stock exchange where the company's shares are listed or the Article of Association.</p>

Original articles	Revised articles after the proposed amendments
<p data-bbox="124 187 277 225">Article 66</p> <p data-bbox="124 272 475 310">The fo ow-^g exte rna.</p>	

Original articles	Revised articles after the proposed amendments
<p>Article 73</p> <p>Shareholder holding more than 10% of the shares (or together with other) shall be entitled to request for an extraordinary general meeting or call meeting according to the following procedure :</p> <p>(1) Upon signing one or several written request with the same content and format, and stating the subject of the meeting, the shareholder may request the board of director to convene an extraordinary general meeting or call meeting. concerning the above request, the board of director shall, in accordance with the law, the memorandum and articles of Association, reply with a written opinion to state whether it agree or disagree to convene an extraordinary general meeting or call meeting within 10 days upon receipt of the proposal. Shareholder by the above shareholder shall be obliged that 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, it shall issue a notice of general meeting within 5 days upon making the decision. An change made to the original request in the notice shall be 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 reply within 10 days upon receipt of the proposal, shareholder (or together holding more than 10% of the shares 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>Shareholder holding more than 10% of the shares (or together with other) shall be entitled to request for an extraordinary general meeting or call meeting according to the following procedure :</p> <p>(1) Upon signing one or several written request with the same content and format, and stating the subject of the meeting, the shareholder may request the board of director to convene an extraordinary general meeting or call meeting. concerning the above request, the board of director shall, in accordance with the law, the memorandum and articles of Association, reply with a written opinion to state whether it agree or disagree to convene an extraordinary general meeting or call meeting within 10 days upon receipt of the proposal. Shareholder by the above shareholder shall be obliged that 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, it shall issue a notice of general meeting within 5 days upon making the decision. An change made to the original request in the notice shall be 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 reply within 10 days upon receipt of the proposal, shareholder (or together holding more than 10% of the shares 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 directors agree to convene the extraordinary general meeting or call meeting, it shall give a notice of general meeting within 5 days upon making the decision. An change made to the original requirement of the notice shall be agreed by the relevant shareholder.</p>	<p>(4) If the board of directors agree to convene the extraordinary general meeting or call meeting, it shall give a notice of general meeting within 5 days upon making the decision. An change made to the original requirement of the notice shall be agreed by the relevant shareholder.</p>
<p>Article 76</p> <p>If a notice of general meeting is not received the proposed resolution or is not compliant with Article 73 hereof, no voting for decision shall be held at the general meeting.</p>	<p>Article 7661</p> <p>If a notice of general meeting is not received the proposed resolution or is not compliant with Article 7360 hereof, no voting for decision shall be held at the general meeting.</p>
<p>Article 78</p> <p>The notice of a general meeting shall meet the following requirements:</p> <p>(1) It shall be made in writing</p> <p>(2) It shall specify the place, date and time of the meeting</p> <p>(3) It shall specify the matter to be discussed at the meeting</p> <p>(4) Specify the shareholders who are entitled to attend the meeting</p> <p>(5) It shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matter to be discussed. This principle shall apply (but not limit) to proposed merger, replacement of the reorganization of the capital or other restructuring, it shall provide the procedure</p>	<p>Article 7863</p> <p>The notice of a general meeting shall meet the following requirements <u>include the followings</u>:</p> <p>(1) It shall be made in writing</p> <p>(2) It shall specify the place, date and time of the meeting</p> <p>(3) It shall specify the matter to be discussed at the meeting</p> <p>(4) Specify the shareholders who are entitled to attend the meeting</p> <p>(5) It shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matter to be discussed. This principle shall apply (but not limit) to proposed merger, replacement of the reorganization of the capital or other restructuring, it shall provide the procedure</p>

Original articles	Revised articles after the proposed amendments
<p>contract (Plan) of the proposed transaction and proper explain 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 upon the basis of 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 the capacity as shareholder is different from that of other shareholder of the same company, the difference to be recorded</p> <p>(7) that the contain the full text of an resolution proposed to be adopted at the meeting</p> <p>(8) that the contain a clear statement that a shareholder who has right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder</p> <p>(9) that the state the time and place for the delivery of the proxy form for the meeting</p> <p>(10) that the state the name and telephone number of the contact person who handle the meeting affairs</p>	<p>contract (Plan) of the proposed transaction and proper explain 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 upon the basis of 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>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 relevant 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 authorized person or other authorized person's proof of the authorization.</p>	<p>Article 8469</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 relevant 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 authorized person or other authorized person's proof of the 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 domicile 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 signed by another person authorized by the entire governing body, the authorization letter or other document authorizing the signator shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile 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 domicile 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 signed by another person authorized by the entire governing body, the authorization letter or other document authorizing the signator shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the company or at such other place as specified in the notice of the meeting.</p>
<p>Article 87</p> <p>An form shall be the board of director of the company to the shareholder for the appointment of proxy. 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 if the shareholder does not give specific instruction, the proxy shall vote at his/her own discretion.</p>	<p>Article 8772</p> <p>An form shall be the board of director of the company to the shareholder for the appointment of proxy. 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 if the shareholder does not give specific instruction, <u>whether</u> 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 entire voting part has been exercised, the independent director to act, within the term of the appointment prior to the voting, or the relevant term, where there have been transfers prior to the voting, a vote given in accordance with the term of appointment 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 entire voting part has been exercised, the independent director to act, within the term of the appointment prior to the voting, or the relevant term, where there have been transfers prior to the voting, a vote given in accordance with the term of appointment 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 supervisory shall report the performance 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 supervisory shall report the performance 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>Subject to such conditions upon compliance with applicable law, regulation and/or requirement of the listing file of the place where the company is listed, the board of director, independent director and other shareholder who qualify with relevant prescribed conditions may vote for the voting share from shareholder.</p> <p>When the general meeting considers related party transaction, the related party shareholder shall not participate in the voting and receive in the applicable law, regulation or listing file of the place where the company is listed. Such shareholder with voting right shall not be counted within the total number of valid vote. The prohibition on the voting</p>	<p>Article 10185</p> <p>Subject to such conditions upon compliance with applicable law, regulation and/or requirement of the listing file of the place where the company is listed, the board of director, independent director and other shareholder who qualify with relevant prescribed conditions may vote for the voting share from shareholder, shareholders</p>

Original articles	Revised articles after the proposed amendments
<p>result of the general meeting the following of the voting result of the non-related party shareholders</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 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.</p>
<p>Article 103</p> <p>When a person takes a meeting, a shareholder (including proxy) who have the right to two or more votes shall not cast his vote in the same way.</p>	<p>Article 103</p> <p>When a person takes a meeting, a shareholder (including proxy) who have the right to two or more votes shall not cast his vote in the same way.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 104</p> <p>When the number of votes for a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.</p>	<p>Article 104</p> <p>When the number of votes for a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.</p>
<p>Article 105</p> <p>A resolution for the power to be exercised by the general meeting of the holder except for such matters as set out in paragraph (1), (2), (3), (4), (5), (6), (10), (12), (14) and (17) of Article 63 or other matters in need of going through the procedure in accordance with the applicable regulations or the Articles of Association, the other matters shall be put to a general meeting.</p>	<p>Article 10587</p> <p>A resolution for the power to be exercised by the general meeting of the holder except for such matters as set out in paragraph (1), (2), (3), (4), (5), (6), (10), (12), (14), and (17) and (18) of Article 6350 or other matters in need of going through the procedure in accordance with the applicable regulations or the Articles of Association, the other matters shall be put to a general meeting.</p>
<p>Article 106</p> <p>A resolution for the power to be exercised by the general meeting of the holder, such as set out in paragraph (7), (8), (9), (11), (13) and (15) of Article 63 or matters required by the applicable regulations or the Articles of Association, or such matters resolved by the general meeting by a resolution to be of significant impact to the company and thereby shall be put to a resolution, shall be put to a resolution at a general meeting. Any such matters set out in paragraph (16) shall be put to a resolution in accordance with the provisions on the other resolution and resolution in accordance with the respective content of the holder's proposal.</p>	<p>Article 10688</p> <p>A resolution for the power to be exercised by the general meeting of the holder, such as set out in paragraph (7), (8), (9), (11), (13) and (15) of Article 6350 or matters required by the applicable regulations or the Articles of Association, or such matters resolved by the general meeting by a resolution to be of significant impact to the company and thereby shall be put to a resolution, shall be put to a resolution at a general meeting. Any such matters set out in paragraph (16) shall be put to a resolution in accordance with the provisions on the other resolution and resolution in accordance with the respective content of the holder's proposal.</p>
<p>Article 107</p> <p>The chairman of the meeting shall 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 shall 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 shall be filed and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Resolution shall be filed and shall be announced at the meeting and recorded in the minutes 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 shall be at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendance shall be kept at the company's domicile for a period no less than 10 years.</p>	<p>Article 109</p> <p>If counting of vote shall be at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendance shall be kept at the company's domicile for a period no less than 10 years.</p>
<p>Article 110</p> <p>Shareholder may examine photocopy of the minutes of meeting by writing the company's office headquarters of charge. If a shareholder request for a photocopy of the relevant minutes of meeting, the company shall supply such photocopy within seven days upon receipt of payment of reasonable charge.</p>	<p>Article 110</p> <p>Shareholder may examine photocopy of the minutes of meeting by writing the company's office headquarters of charge. If a shareholder request for a photocopy of the relevant minutes of meeting, the company shall supply such photocopy within seven days 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 classes of share shall be shareholder of different classes.</p>	<p>Chapter 9 Special Procedures for Voting at Class Meeting</p> <p>Article 111</p> <p>Shareholder who holds different classes of share shall be shareholder of different classes.</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, administrative regulation and the Article of Association.</p> <p>Where the share capital of the company include share which do not carry voting right, the word "non-voting share" may appear in the designation of such share.</p> <p>Where the share capital include share with different voting right, the designation of each class of share, other than those with the most favorable voting right, may include the word "restricted voting" or "non-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 holder holding at least one third of the issued share of relevant class.</p>	<p>Shareholder of different class shall enjoy right and undertake obligation in accordance with the law, administrative regulation and the Article of Association.</p> <p>Where the share capital of the company include share which do not carry voting right, the word "non-voting share" may appear in the designation of such share.</p> <p>Where the share capital include share with different voting right, the designation of each class of share, other than those with the most favorable voting right, may include the word "restricted voting" or "non-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 holder holding at least one third of the issued share of relevant class.</p>
<p>Article 112</p> <p>Where an change in domestic and foreign law, regulation and the design of the place where the share of the company are issued, and we a decision of one or more foreign regulator authority which leads to the change of the class of shareholder's right or repeal shall not require the approval of shareholder meeting or class meeting.</p>	<p>Article 112</p> <p>Where an change in domestic and foreign law, regulation and the design of the place where the share of the company are issued, and we a decision of one or more foreign regulator authority which leads to the change of the class of shareholder's right or repeal shall not require the approval of shareholder meeting or class meeting.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 113</p> <p>The right of the holder of a certain class of shares 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, dividend 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 acquire shares or a grant of shares attached to shares of such class 4. a reduction or removal of a dividend preference or property dividend preference or right of participation of the company, attached to shares of such class 5. an addition, removal or reduction of the conversion right, option, voting right, transfer right, preemptive right to right of first refusal or right to acquire shares of the company attached to shares of such class 6. a removal or reduction of right to receive amount payable by the company in a particular circumstance attached to shares of such class 7. a creation of a new class of shares with voting right, dividend right or other privilege equal or superior to those of the shares of that class 	<p>Article 113</p> <p>The right of the holder of a certain class of shares 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, dividend 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 acquire shares or a grant of shares attached to shares of such class 4. a reduction or removal of a dividend preference or property dividend preference or right of participation of the company, attached to shares of such class 5. an addition, removal or reduction of the conversion right, option, voting right, transfer right, preemptive right to right of first refusal or right to acquire shares of the company attached to shares of such class 6. a removal or reduction of right to receive amount payable by the company in a particular circumstance attached to shares of such class 7. a creation of a new class of shares with voting right, dividend 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 by an agreement of the a. category exchange in accordance with Article 32 here of, holder of the shares in relation to such agreement shall be "shareholder" or</p> <p>3. Under a restructuring proposal of the company, shareholder who would bear a proportion more 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 "shareholder".</p>	<p>2. If the company has bought back its own shares by an agreement of the a. category exchange in accordance with Article 32 here of, holder of the shares in relation to such agreement shall be "shareholder" or</p> <p>3. Under a restructuring proposal of the company, shareholder who would bear a proportion more 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 "shareholder".</p>
<p>Article 115</p> <p>Resolution of a meeting of shareholder of different classes may be passed on 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 classes may be passed on 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 holding 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 holding 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 and the share holder transfer the share holding to the foreign investor for overtake holding and trading, or convert a part of the share into overtake share for holding and trading on overtake stock exchange (3).</p>	<p>(3) Where with the approval of the regulator authority of the state and the share holder transfer the share holding to the foreign investor for overtake holding and trading, or convert a part of the share into overtake share for holding and trading on overtake stock exchange (3).</p>
<p>Article 120</p> <p>(1) To ensure and supervise the thorough implementation of the governance and policies of the part and the state, section and department made by the part, central committee, the part committee of the Win-CPA, part committee and the Government, the state-owned Assets Supervision and Administration Commission and the exchange, merging or, through the company.</p>	<p>Article 12092</p> <p>(1) To ensure and supervise the thorough implementation of the governance and policies of the part and the state, section and department made by the part, central committee, the part committee of the Win-CPA, part committee and the Government, the state-owned Assets Supervision and Administration Commission and the exchange, merging or, through the company.</p>
<p>Article 124</p> <p>The director, both collective and individual, are expected to fulfill their duties of care and diligence to the best of their competence with the rules established by the law of Hong Kong. This means that every director must, in the performance of his duties, act honestly and in good faith in the interest of the company and who</p> <p>(b) act for proper purpose</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 collective and individual, are expected to fulfill their duties of care and diligence to the best of their competence with the rules established by the law of Hong Kong. This means that every director must, in the performance of his duties, act honestly and in good faith in the interest of the company and who</p> <p>(b) act for proper purpose</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) a vote of a majority of the members of the board of directors of the corporation</p> <p>(e) a vote of a majority of the members of the board of directors of the corporation</p> <p>(f) a person of such age and capacity as may reasonably be expected of a person of his knowledge and experience and holding a directorship in a similar company.</p>	<p>(d) a vote of a majority of the members of the board of directors of the corporation</p> <p>(e) a vote of a majority of the members of the board of directors of the corporation</p> <p>(f) a person of such age and capacity as may reasonably be expected of a person of his knowledge and experience and holding a directorship in a similar company.</p>
<p>Article 125</p> <p>The consent to nominate a candidate as a director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the secretary not later than 7 days prior to the date appointed for such general meeting.</p>	<p>Article 12597</p> <p>The consent to nominate a candidate as a director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the secretary not later than 7 days prior to the date appointed for such general meeting.</p>
<p>Article 127</p> <p>If the member of the board of directors shall be so removed by a resolution of the board of directors, the notice of resignation of the resigning director shall become effective upon the appointment of a new director to fill the vacancy. The resigning member 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 shall permit by a special resolution to appoint a new director to fill the vacancy in the board or a director shall resign with a resignation of relevant authority, the resignation shall be effective of the date when the company's articles are amended, the</p>	<p>Article 12799</p> <p>If the member of the board of directors shall be so removed by a resolution of the board of directors, the notice of resignation of the resigning director shall become effective upon the appointment of a new director to fill the vacancy. The resigning member 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 shall permit by a special resolution to appoint a new director to fill the vacancy in the board or a director shall resign with a resignation of relevant authority, the resignation shall be effective of the date when the company's articles are amended, the</p>

Original articles	Revised articles after the proposed amendments
<p>the Director to appoint the director to the next general meeting of the company and be eligible for re-election.</p>	<p>the Director to appoint the director to the next general meeting of the company and be eligible for re-election.</p>
<p>Article 138</p> <p>The board of directors exercise the following functions 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 directors 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) in the company who owns substantial non-vote controlling shares of director or supervisor (other than the employee representative director or supervisor) in the controlling substantial share of the company and recommend candidate for senior management in who owns substantial controlling 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 confirmation at a general meeting</p>	<p>Article 13810</p> <p>The board of directors exercise the following functions 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 directors 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) in the company who owns substantial non-vote controlling shares of director or supervisor (other than the employee representative director or supervisor) in the controlling substantial share of the company and</p>

Original articles	Revised articles after the proposed amendments
<p>(21) other power authorised by the law or administrative regulation and department office of the sitting place where the company's share are held, the Article of Association and the general meeting;</p>	<p>recommend committee for tender management in who owns urban and conurbations</p>
<p>(22) in determining the urban and management of the company, the board of director and management team the first seek opinion from the part committee of the company. The urban and management of the company should be not in to.</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>Except for the board resolution in respect of the matter referred 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>(242) other power authorised by the law or administrative regulation and department office of the sitting place where the company's share are held, the Article of Association and the general meeting.</p>

Original articles	Revised articles after the proposed amendments
	<p>(22) in determining the ultimate operation and management of the company, the board of directors and management team have the final decision from the audit committee of the company. The ultimate operation and management of the company shall not be subject to:</p> <p>Except for the board resolution in respect of the matters specified in paragraph (6), (7) and (14) which shall be passed by more than two-thirds of the directors, the board resolution in respect of all other matters 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>Each special committee shall be responsible to the board of directors, and its members are composed of directors. Among which, the majority members 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 required by the main board listing rule or appropriate accounting or related financial management expertise. The board of directors may also set up special committee or sub-committee of the existing committee in accordance with the separate formulae the scope of responsibility and title of procedure for each special committee under the board of directors.</p>	<p>Article 14012</p> <p>Each special committee shall be responsible to the board of directors, and its members are composed of directors. Among which, the majority members 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 required by 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 special committee or sub-committee of the existing committee in accordance with the separate formulae the scope of responsibility and title of 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 proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four month before the proposed disposal, exceeds 33% of the fixed asset value at that time the a/c balance sheet considered by the general meeting, the board of directors shall not dispose or consent to dispose such fixed asset without prior approval by the general meeting.</p> <p>The term "fixed asset disposal" referred to in this Article refers to (among other things) transferring certain interest in asset, but not including provision of guarantee in value of fixed asset.</p> <p>The validity of transaction regarding fixed asset disposal by the company shall 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 proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four month before the proposed disposal, exceeds 33% of the fixed asset value at that time the a/c balance sheet considered by the general meeting, the board of directors shall not dispose or consent to dispose such fixed asset without prior approval by the general meeting.</p> <p>The term "fixed asset disposal" referred to in this Article refers to (among other things) transferring certain interest in asset, but not including provision of guarantee in value of fixed asset.</p> <p>The validity of transaction regarding fixed asset disposal by the company shall not be affected due to a breach of the first paragraph of this Article.</p>
<p>Article 144</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 supervisors may propose the holding of an extraordinary meeting of the board of directors.</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 at that</p>	<p>Article 14415</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 supervisors may propose the holding of an extraordinary meeting of the board of directors.</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 at that</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 as set out in Article 246 of the Article of Association.</p>	<p>Article 14516</p> <p>The notice of board meeting may be given in the manner as set out in Article 24603 of the Article of Association.</p>
<p>Article 148</p> <p>Except for the consent on the related part 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 director are present.</p>	<p>Article 14819</p> <p>Except for the consent on the related part 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 director are present.</p>
<p>Article 170</p> <p>A supervisor shall ensure that the information disclosure of the company is timely, accurate and complete.</p>	<p>Article 17041</p> <p>A supervisor shall ensure that the information disclosure of the company is timely, accurate and complete, and sign the written confirmation in respect of periodic reports.</p>
<p>Article 175</p> <p>The appointment and dismissal of the chairman of the board of supervisor shall be subject at least two-thirds (including two-thirds) of its members.</p>	<p>Article 17546</p> <p>The appointment and dismissal of the chairman of the board of supervisor shall be subject at least two-thirds (including two-thirds) more than one half of its members.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 180</p> <p>Resolution at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' vote.</p>	<p>Article 18051</p> <p>Resolution at the meeting of the board of supervisors shall be passed by <u>more than one half of the supervisors.</u></p>
<p>Article 186</p> <p>The validity of an act of a director or officer on behalf of the company towards a third party shall not be affected by an irregularity in the appointment or an effect in the appointment.</p>	<p>Article 186</p> <p>The validity of an act of a director or officer on behalf of the company towards a third party shall not be affected by an irregularity in the appointment or an effect in the appointment.</p>
<p>Article 187</p> <p>In addition to the obligations imposed by law, the directors, officers and other persons in the management owe a duty to each shareholder, in the exercise of the functions and power of the company, to the following:</p> <ol style="list-style-type: none"> 1. not cause the company to exceed the scope of its business 2. act honestly in the best interests of the company 3. not appropriate in any way the company's property, including (without limitation) usurpation of opportunities and advantages to the company 4. not deprive the shareholder of the full voting right or interfere with the full voting right to the extent of the voting right, save in a manner necessary for the 	<p>Article 187</p> <p>In addition to the obligations imposed by law, the directors, officers and other persons in the management owe a duty to each shareholder, in the exercise of the functions and power of the company, to the following:</p> <ol style="list-style-type: none"> 1. not cause the company to exceed the scope of its business 2. act honestly in the best interests of the company 3. not appropriate in any way the company's property, including (without limitation) usurpation of opportunities and advantages to the company 4. not deprive the shareholder of the full voting right or interfere with the full voting right to the extent of the voting right, save in a manner necessary for the

Original articles	Revised articles after the proposed amendments
<p>the company undertake to shareholders for approval in accordance with the Article of Association.</p>	<p>the company undertake to shareholders 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 members owe duty, in the exercise of his power and discharge of his duty, to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.</p>	<p>Article 188</p> <p>Each of the company's director, supervisor, general manager and other senior management members owe duty, in the exercise of his power and discharge of his duty, to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.</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 their personal interest and the duty. The principle shall include (but not limited to) the fulfillment of the following obligations:</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 and, not to delegate the exercise of his/her discretion to another person unless permitted by the law and the minute 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 classes 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 their personal interest and the duty. The principle shall include (but not limited to) the fulfillment of the following obligations:</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 and, not to delegate the exercise of his/her discretion to another person unless permitted by the law and the minute 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 classes 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 in any way with the informed consent of the general meeting</p>	<p>6. not to use the company property for his own benefit in any way with the informed consent of the general meeting</p>
<p>7. not to exploit his position to accept bribes or other illegal income, misappropriate the company's funds or expropriate the company's property by any means, including (with the intention) opportunities and advantages to the company</p>	<p>7. not to exploit his position to accept bribes or other illegal income, misappropriate the company's funds or expropriate the company's property by any means, including (with the intention) opportunities and advantages to the company</p>
<p>8. not to accept commission in connection with the company's transaction with the informed consent of the general meeting</p>	<p>8. not to accept commission in connection with the company's transaction with 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 exploit his position and power in 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 exploit his position and power in the company to advance his own private interests</p>
<p>10. not to seek for himself or other the business opportunities or gains belong to the company, operate for himself or other business in order to the company's and compete with the company in any way with the informed consent of the general meeting</p>	<p>10. not to seek for himself or other the business opportunities or gains belong to the company, operate for himself or other business in order to the company's and compete with the company in any way with the informed consent of the general meeting</p>
<p>11. not to misappropriate company funds or deposit the company funds or assets in an account under his own or other's name</p>	<p>11. not to misappropriate company funds or deposit the company funds or assets in an account under 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 guarantee for the company's</p>	<p>12. not to, in violation of the provision of the Articles of Association, entrust to another person or provide guarantee for the company's</p>

Original articles	Revised articles after the proposed amendments
<p>the holder 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 confidential information</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>The income generated in violation of the provisions of this Article by the person mentioned herein shall belong to the company and for an offence committed to the company as a result of such violation, the violating person shall be liable for compensation.</p>	<p>the holder 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 confidential information</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>The income generated in violation of the provisions of this Article by the person mentioned herein shall belong to the company and for an offence committed to the company as a result of such violation, the violating person shall be liable for compensation.</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 persons ("Connected Persons") to do or what he is prohibited from doing:</p> <ol style="list-style-type: none"> 1. the spouse or minor child of each director, supervisor or senior management of the company 2. the trustee of each director, supervisor or senior management of the company or of an person referred in item (1) here of 3. the partner of each director, supervisor or senior management of the company or of an person referred in item (1) and (2) here of 4. the company over which each director, supervisor or senior management of the company, alone or jointly with an person referred to in item (1), (2) and (3) here of or an 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 in item (4) here of. 	<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 persons ("Connected Persons") to do or what he is prohibited from doing:</p> <ol style="list-style-type: none"> 1. the spouse or minor child of each director, supervisor or senior management of the company 2. the trustee of each director, supervisor or senior management of the company or of an person referred in item (1) here of 3. the partner of each director, supervisor or senior management of the company or of an person referred in item (1) and (2) here of 4. the company over which each director, supervisor or senior management of the company, alone or jointly with an person referred to in item (1), (2) and (3) here of or an 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 in item (4) here of.

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, Director, Director, general manager and other senior management member of the company shall be eligible of appointment for respective branches of business but by the informed consent of shareholder 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, Director, Director, general manager and other senior management member of the company shall be eligible of appointment for respective branches of business but by the informed consent of shareholder given at a general meeting.</p>
<p>Article 193</p> <p>Except otherwise permitted by the Articles and applicable laws and regulations of the place where the company is incorporated, a Director shall not vote on a board resolution in respect of a contract, transaction or arrangement in which he is the holder of shares of the company or a director shall not be eligible in the quorum for a meeting.</p>	<p>Article 19360</p> <p>Except otherwise permitted by the Articles and applicable laws and regulations of the place where the company is incorporated, a Director shall not vote on a board resolution in respect of a contract, transaction or arrangement in which he is the holder of shares of the company or a director shall not be eligible in the quorum for a meeting.</p>
<p>Article 194</p> <p>Where a Director, Director, Director or senior officer of the company gives written notice to the board of Director before the conclusion of the contract, transaction or arrangement to be considered by the company, stating 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, Director, Director 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 scope of the notice.</p>	<p>Article 194</p> <p>Where a Director, Director, Director or senior officer of the company gives written notice to the board of Director before the conclusion of the contract, transaction or arrangement to be considered by the company, stating 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, Director, Director 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 scope 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, its supervisor or its director-officer.</p>	<p>Article 195</p> <p>The company shall not in any manner pay tax for or on behalf of its director, its supervisor or its director-officer.</p>
<p>Article 196</p> <p>The company shall not affect or affect provide a loan or loan guarantee for its director, its supervisor or its director management of the company or of the company's parent company, or connected person of the above-mentioned person.</p> <p>The provisions 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 guarantee by the company for a director of the company 2. the provision of a loan or loan guarantee or other financial by the company to its director, its supervisor or its director management of the company under a service contract approved by the general meeting, to enable him to the expenses incurred for the sake of the company or for the performance of his company duties 3. the provision of a loan or loan guarantee by the company to a relevant director, its supervisor or its director management of the company or to a connected person thereof on normal commercial terms, if the other is in the scope of the company's usual business or the provision of a loan guarantee. 	<p>Article 196</p> <p>The company shall not affect or affect provide a loan or loan guarantee for its director, its supervisor or its director management of the company or of the company's parent company, or connected person of the above-mentioned person.</p> <p>The provisions 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 guarantee by the company for a director of the company 2. the provision of a loan or loan guarantee or other financial by the company to its director, its supervisor or its director management of the company under a service contract approved by the general meeting, to enable him to the expenses incurred for the sake of the company or for the performance of his company duties 3. the provision of a loan or loan guarantee by the company to a relevant director, its supervisor or its director management of the company or to a connected person thereof on normal commercial terms, if the other is in the scope of the company's usual business.

Original articles	Revised articles after the proposed amendments
<p>Article 197</p> <p>A claim provided by the company in violation of the preceding Article shall be deemed to be repudiated by the recipient of the claim, regardless of the term of the claim.</p>	<p>Article 197</p> <p>A claim provided by the company in violation of the preceding Article shall be deemed to be repudiated by the recipient of the claim, regardless of the term of the claim.</p>
<p>Article 198</p> <p>A claim 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 claim is provided to a connected person of a director, supervisor or member management of the company or its parent company, the claim provider is not aware of the circumstance and 2. the condition provided by the company has been waived by the claim provider to a bona fide purchaser. 	<p>Article 198</p> <p>A claim 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 claim is provided to a connected person of a director, supervisor or member management of the company or its parent company, the claim provider is not aware of the circumstance and 2. the condition provided by the company has been waived by the claim provider to a bona fide purchaser.
<p>Article 199</p> <p>For the purpose of the preceding article of this chapter, the term "guarantee" shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure 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 "guarantee" shall include an act whereby a guarantor assumes liability or provides property to guarantee or secure the performance of obligation by an obligator.</p>
<p>Article 200</p> <p>In addition to a right which is provided by the law and ministerial regulation, where a director, supervisor and other member management of the company in breach of his duty to the company, the company has a right to:</p>	<p>Article 200</p> <p>In addition to a right which is provided by the law and ministerial regulation, where a director, supervisor and other member management of the company in breach of his duty to the company, the company has a right to:</p>

Original articles	Revised articles after the proposed amendments
<p>1. demand the relevant director, supervisor or senior management to compensate for the losses incurred by the company as a consequence of his/her/their breach of duty</p> <p>2. rescind a 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 should be aware that the director, supervisor or senior management representing the company is in breach of his obligation to the company)</p> <p>3. demand the relevant director, supervisor or senior management to surrender 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) commissions</p> <p>5. demand the relevant director, supervisor or senior management to return the fees earned or possible earnings 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 returned to the company the property obtained as a consequence of his breach of obligation</p>	<p>1. demand the relevant director, supervisor or senior management to compensate for the losses incurred by the company as a consequence of his/her/their breach of duty</p> <p>2. rescind a contract or transaction concluded by the company with the relevant director, supervisor or senior</p>

Original articles	Revised articles after the proposed amendments
<p>in addition, the company shall enter into a contract in 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 Regulations, the Articles of Association and other regulations of the Hong Kong exchange, and an agreement that the company shall have the remedies provided in the Articles of Association and that neither the contract nor his/her office shall be</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 the shareholder as set in the Articles of Association and</p> <p>(3) the arbitration clause set out in Article 250 thereof.</p>	<p>in addition, the company shall enter into a contract in 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 Regulations, the Articles of Association and other regulations of the Hong Kong exchange, and an agreement that the company shall have the remedies provided in the Articles of Association and that neither the contract nor his/her office shall be</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 the shareholder as set in the Articles 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 "take over of the company" shall refer to any of the following circumstances:</p> <ol style="list-style-type: none"> 1. an one make "a general offer to all the shareholders" 2. an one 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 the Article, an fiduciary behaviour shall belong to those persons that have "the duty to accept of the above-mentioned offer, and the expense incurred in the acquisition of such shares 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 "take over of the company" shall refer to any of the following circumstances:</p> <ol style="list-style-type: none"> 1. an one make "a general offer to all the shareholders" 2. an one 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 the Article, an fiduciary behaviour shall belong to those persons that have "the duty to accept of the above-mentioned offer, and the expense incurred in the acquisition of such shares 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>At each 21 days before the annual general meeting, the company shall deliver the aforementioned report to each holder of overseas 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 posting of the company's shares with the shares subject to the register shall be in the shareholder register.</p>	<p>Article 207170</p> <p>At each 21 days before the annual general meeting, the company shall deliver the aforementioned report to each holder of overseas 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 posting of the company's shares with the shares subject to the register shall be in the shareholder register.</p>
<p>Article 208</p> <p>The financial statement of the company shall be prepared not on accordance with IFR accounting standards, as well as regulation that is in accordance with international accounting</p>	<p>Article 208</p> <p>The financial statement of the company shall be prepared not on accordance with IFR accounting standards, as well as regulation that is in accordance with international accounting</p>

Original articles	Revised articles after the proposed amendments
<p>“Such as” or the accounting “such as” of the paid” or the L.R. where the “of the company are “such as”. If there are major “differences” in the financial “statements” prepared “in accordance with the two sets of accounting “such as” or “such differences” the “be “such as” not “appear” to “such financial “statements” or “a report” of the company “the “determination of after- tax profit” in a given financial year, the “mer- it” amount of after-tax profit “shown in the above- mentioned two kinds of financial “statements” the government.</p>	<p>“Such as” or the accounting “such as” of the paid” or the L.R. where the “of the company are “such as”. If there are major “differences” in the financial “statements” prepared “in accordance with the two sets of accounting “such as” or “such differences” the “be “such as” not “appear” to “such financial “statements” or “a report” of the company “the “determination of after- tax profit” in a given financial year, the “mer- it” amount of after-tax profit “shown in the above- mentioned two kinds of financial “statements” the government.</p>
<p>Article 209</p> <p>interim report” or financial information “to be prepared or “to be” by the company “the “be prepared “in accordance with L.R. accounting “such as” or “such as” regulations “as well as” “international “such as” or the accounting “such as” of the paid” or the L.R. where the “of the company are “such as”.</p>	<p>Article 209</p> <p>interim report” or financial information “to be prepared or “to be” by the company “the “be prepared “in accordance with L.R. accounting “such as” or “such as” regulations “as well as” “international “such as” or the accounting “such as” of the paid” or the L.R. where the “of the company are “such as”.</p>
<p>Article 216</p> <p>That an amount paid up “in advance of call” on “an share of the company “may “carry “interest” “but “the “not “entitle the holder of the “share to “participate “in “dividend “thereof “in “such “a “manner “as “to “be “un “dis “puted “by “the “company.”</p>	<p>Article 216</p> <p>That an amount paid up “in advance of call” on “an share of the company “may “carry “interest” “but “the “not “entitle the holder of the “share to “participate “in “dividend “thereof “in “such “a “manner “as “to “be “un “dis “puted “by “the “company.”</p>
<p>Article 217</p> <p>Under the “provisions” of “any” “relevant” L.R. “law “such “as” “regulations” the “company “may “exercise “the “right “to “forfeiture “of “shares” “but “that “power “the “not “be “exercised “until “after “the “expiration “of “the “applicable “financial “year” “for “the “determination “of “dividend “distribution.”</p>	<p>Article 217</p> <p>Under the “provisions” of “any” “relevant” L.R. “law “such “as” “regulations” the “company “may “exercise “the “right “to “forfeiture “of “shares” “but “that “power “the “not “be “exercised “until “after “the “expiration “of “the “applicable “financial “year” “for “the “determination “of “dividend “distribution.”</p>

Original articles	Revised articles after the proposed amendments
<p>Where power taken by the company to call or vary any such warrant by power of which warrant have been effected, if such warrant have been effected on two consecutive occasions, however, such power may be exercised after the first occasion on which such a warrant is returned.</p> <p>Where power taken by the company, with proper means determined by the board of directors, to effect the overtake of a shareholder who is entitled to exercise such power.</p> <p>(1) Where shares on the relevant date have been issued at least 3 times within 12 calendar months have not been called and</p> <p>(2) the company places advertisement in one or more newspapers of the company during the period after the 12 calendar months have elapsed, making reference to the shares and informing the stock exchange of such advertisement.</p>	<p>Where power taken by the company to call or vary any such warrant by power of which warrant have been effected, if such warrant have been effected on two consecutive occasions, however, such power may be exercised after the first occasion on which such a warrant is returned.</p> <p>Where power taken by the company, with proper means determined by the board of directors, to effect the overtake of a shareholder who is entitled to exercise such power.</p> <p>(1) Where shares on the relevant date have been issued at least 3 times within 12 calendar months have not been called and</p> <p>(2) the company places advertisement in one or more newspapers of the company during the period after the 12 calendar months have elapsed, making reference to the shares and informing the stock exchange of such advertisement.</p>
<p>Article 220</p> <p>The first accounting form of the company may be prepared by the managing director prior to the first annual general meeting. Such accounting form shall be submitted to the company at the first annual general meeting.</p> <p>If the company's subscription meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.</p>	<p>Article 220180</p> <p>The first accounting form of the company may be prepared by the managing director prior to the first annual general meeting. Such accounting form shall be submitted to the company at the first annual general meeting.</p> <p>If the company's subscription meeting does not exercise its power under the preceding paragraph, the board of directors shall 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 right:</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 auditor the information and explanation necessary for the accounting firm to perform its duties; 3. the right to attend general meeting, receive a notice or other information concerning a meeting which shareholders have a right to receive, and to be heard at a general meeting on a matter which relate to the accounting firm of the company. 	<p>Article 222182</p> <p>An accounting firm employed by the company shall have the following right:</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 auditor the information and explanation necessary for the accounting firm to perform its duties; 3. the right to attend general meeting, receive a notice or other information concerning a meeting which shareholders have a right to receive, and to be heard at a general meeting on a matter which relate to 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 director may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firm holding the position of accounting firm of the company which vacancy 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 director may appoint an accounting firm to fill such vacancy before a general meeting is held. However, if there are other accounting firm holding the position of accounting firm of the company which vacancy exist, such accounting firm shall continue to act.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 224</p> <p>The general meeting may, by means of an ordinary resolution, terminate an accounting firm prior to the expiration of its term of appointment, notwithstanding anything in the contract between the accounting firm and the company, but without prejudice to such accounting firm's right, if any, to claim damages from the company in respect of such termination.</p>	<p>Article 224183</p> <p>The general meeting may, by means of an ordinary resolution, terminate an accounting firm prior to the expiration of its term of appointment, notwithstanding anything in the contract between the accounting firm and the company, but without prejudice to such accounting firm's right, if any, to claim damages from the company in respect of such termination.</p>
<p>Article 226</p> <p>The appointment, termination or re-appointment of the renewal of the appointment of an accounting firm shall be decided upon by the general meeting and reported to the State Auditor, who shall be in charge of enquiry for the records.</p> <p>Where the company is directed to procure a resolution at a general meeting to appoint a non-qualified member accounting firm to fill a vacancy of the position of the accounting firm, or to terminate an accounting firm before the expiration of a term of office, such matter shall be dealt with the following provisions:</p> <p>(1) Before the general meeting notice, the proposal on the appointment or termination shall be referred to the accounting firm to be appointed or to cause its office or affairs to be settled in the relevant financial year. Leave hereof shall be required by the company, its signatories and its members for an accounting firm.</p> <p>(2) If the accounting firm to cause its office to make an statement in writing shall require the statement to be informed to the holder of the</p>	<p>Article 226</p> <p>The appointment, termination or re-appointment of the renewal of the appointment of an accounting firm shall be decided upon by the general meeting and reported to the State Auditor, who shall be in charge of enquiry for the records.</p> <p>Where the company is directed to procure a resolution at a general meeting to appoint a non-qualified member accounting firm to fill a vacancy of the position of the accounting firm, or to terminate an accounting firm before the expiration of a term of office, such matter shall be dealt with the following provisions:</p> <p>(1) Before the general meeting notice, the proposal on the appointment or termination shall be referred to the accounting firm to be appointed or to cause its office or affairs to be settled in the relevant financial year. Leave hereof shall be required by the company, its signatories and its members for an accounting firm.</p> <p>(2) If the accounting firm to cause its office to make an statement in writing shall require the statement to be informed to the holder of the</p>

Original articles	Revised articles after the proposed amendments
<p>ompan une being too late for the receipt of such statement, otherwise the company shall take the following measures:</p> <ol style="list-style-type: none"> 1. Making a requisition on the notice to the requisitioner that the existing accounting firm has made such a statement also 2. open of such a statement as the annex to the notice shall be sent to the holder with the manner set forth in the Article of Association. (3) Provide the company further to the receipt of 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 at the general meeting and make further comment. (4) The accounting firm to have consented to attend the following meeting: <ol style="list-style-type: none"> 1. the general meeting at which the term of office has expired 2. the general meeting at which the firm concerned has to file for the corresponding variance also 3. the general meeting convened for the re-signation. <p>The accounting firm to have consented to receive a notice or other information relating to the above meeting, and to speak at the aforementioned meeting on matters relating to the former accounting firm of the company.</p> 	<p>ompan une being too late for the receipt of such statement, otherwise the company shall take the following measures:</p> <ol style="list-style-type: none"> 1. Making a requisition on the notice to the requisitioner that the existing accounting firm has made such a statement also 2. open of such a statement as the annex to the notice shall be sent to the holder with the manner set forth in the Article of Association. (3) Provide the company further to the receipt of 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 at the general meeting and make further comment. (4) The accounting firm to have consented to attend the following meeting: <ol style="list-style-type: none"> 1. the general meeting at which the term of office has expired 2. the general meeting at which the firm concerned has to file for the corresponding variance also 3. the general meeting convened for the re-signation. <p>The accounting firm to have consented to receive a notice or other information relating to the above meeting, and to speak at the aforementioned meeting on matters relating to the former accounting firm of the company.</p>
<p>Article 227</p> <p>Where the company term sheet or order is not to continue to appoint an accounting firm, it shall not file the accounting firm in variance.</p>	<p>Article 227185</p> <p>Where the company term sheet or order is not to continue to appoint an accounting firm, it shall not file the accounting firm in variance.</p>

Original articles	Revised articles after the proposed amendments
<p>Where the general meeting vote on term-limiting the appointment of an accounting firm, the accounting firm is entitled to present a view. Where an accounting firm proposes a resignation, it has the right to the general meeting whether there are any improper allegations in the opinion.</p>	<p>Where the general meeting vote on term-limiting the appointment of an accounting firm, the accounting firm is entitled to present a view. Where an accounting firm proposes a resignation, it has the right to the general meeting whether there are any improper allegations in the opinion.</p>
<p>(1) The accounting firm may resign from office through the process of resignation not in writing at the general meeting of the company. Such notice shall take effect upon the date of such notice 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 the resignation does not involve an announcement to the holder or creditors of the company or 2. any other such circumstance that may be 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 the statement as above mentioned in paragraph (1) 2. The company shall prepare and place copies of such statement at the company for inspection by the holder. The company shall also deliver copies of such foregoing statement with postage prepaid mail to each overseas and foreign holder by the registered address in the holder's register, or, under the premise subject to applicable law, registration and filing fee, post such information at the company website or a website accessible by the exchange of the listing place of the company's share.</p>	<p>(1) The accounting firm may resign from office through the process of resignation not in writing at the general meeting of the company. Such notice shall take effect upon the date of such notice 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 the resignation does not involve an announcement to the holder or creditors of the company or 2. any other such circumstance that may be 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 the statement as above mentioned in paragraph (1) 2. The company shall prepare and place copies of such statement at the company for inspection by the holder. The company shall also deliver copies of such foregoing statement with postage prepaid mail to each overseas and foreign holder by the registered address in the holder's register, or, under the premise subject to applicable law, registration and filing fee, post such information at the company website or a website accessible by the exchange of the listing place of the company's share.</p>

Original articles	Revised articles after the proposed amendments
<p>(3) If the accounting firm's resignation not contained in a statement referred in paragraph (1) 2. of this Article, the accounting firm may request the board of director to convene an extraordinary general meeting of the holder to hear the explanation on the resignation of the resignation.</p>	<p>(3) If the accounting firm's resignation not contained in a statement referred in paragraph (1) 2. of this Article, the accounting firm may request the board of director to convene an extraordinary general meeting of the holder to hear the explanation on the resignation of the resignation.</p>
<p>Article 228</p> <p>The merger or division 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. Shareholder that oppose such proposal on the merger or division of the company shall have the right to request the company or the holder that are in favor of such proposal to purchase the shares at a fair price. The content of resolution approving the merger or division of the company shall be compulsory document for inspection by the holder.</p> <p>Order of over the shares of companies that are in long or other territory shall be served copies of the above-mentioned document by post.</p>	<p>Article 228</p> <p>The merger or division 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. Shareholder that oppose such proposal on the merger or division of the company shall have the right to request the company or the holder that are in favor of such proposal to purchase the shares at a fair price. The content of resolution approving the merger or division of the company shall be compulsory document for inspection by the holder.</p> <p>Order of over the shares of companies that are in long or other territory shall be served copies of the above-mentioned document by post.</p>
<p>Article 233</p> <p>Where the company's shares according to the provision of Article 232 (1), (2), (5) or (6) of this Article of Association of Association, a shareholders group shall be formed with in 15 days of the occurrence of the cause of the resolution, to carry out a resolution. The shareholders group shall comprise the director or an other people determined by the general meeting. Where no shareholders group</p>	<p>Article 233190</p> <p>Where the company's shares according to the provision of Article 232<u>189</u> (1), (2), (5) or (6) of this Article of Association of Association, a shareholders group shall be formed with in 15 days of the occurrence of the cause of the resolution, to carry out a resolution. The shareholders group shall comprise the director or an other people determined by the general meeting. Where no shareholders group shall be formed with in the time</p>

Original articles	Revised articles after the proposed amendments
<p>formed within the time limit, the creditors may present the Liquidator's court to designate relevant person to form a Liquidation group.</p> <p>Where the company is unable to comply with the provisions of Article 232(4) of the Articles of Association of a company, the Liquidator's court may, in accordance with relevant law, arrange for the shareholder, relevant authority and relevant professional to establish a Liquidation committee to carry out Liquidation.</p>	<p>within the time limit, the creditors may present the Liquidator's court to designate relevant person to form a Liquidation group.</p> <p>Where the company is unable to comply with the provisions of Article 232<u>189</u> (4) of the Articles of Association of a company, the Liquidator's court may, in accordance with relevant law, arrange for the shareholder, relevant authority and relevant professional to establish a Liquidation committee to carry out Liquidation.</p>
<p>Article 239</p> <p>Following the completion of Liquidation, the Liquidation committee shall formulate a Liquidation report, revenue and expenditure statement and financial account in respect of the Liquidation period and, after verification thereof by a Liquidator, submit the same to the shareholder's general meeting or the Liquidator's court for confirmation. And within 30 days from the date of the shareholder's general meeting or the Liquidator's court's confirmation, the company shall submit the aforesaid documents to the company registration authority to apply for company de-registration, and announce the company's termination.</p>	<p>Article 239<u>196</u></p> <p>Following the completion of Liquidation, the Liquidation committee shall formulate a Liquidation report, revenue and expenditure statement and financial account in respect of the Liquidation period and, after verification thereof by a Liquidator, submit the same to the shareholder's general meeting or the Liquidator's court for confirmation. And within 30 days from the date of the shareholder's general meeting or the Liquidator's court's confirmation, the company shall submit the aforesaid documents to the company registration authority to apply for company de-registration, and announce the company's termination.</p>
<p>Article 246</p> <p>Unless the context otherwise requires, "announcement" referred to in the Articles of Association shall refer to (i) if required to some extent, the shareholder or within the LR in accordance with relevant regulation and the Articles of Association, the announcement published in such high newspaper as prescribed by the high law and regulation or the State Gazette, regulator agency and</p>	<p>Article 246<u>203</u></p> <p>Unless the context otherwise requires, "announcement" referred to in the Articles of Association shall refer to (i) if required to some extent, the shareholder or within the LR in accordance with relevant regulation and the Articles of Association, the announcement published in such high newspaper as prescribed by the high law and regulation or the State Gazette, regulator agency and (ii)</p>

Original articles	Revised articles after the proposed amendments
<p>(1) The company shall, in accordance with the relevant provisions or the Articles of Association, announce to the public in a newspaper or other relevant publication a notice or other document required under Chapter 13 of the Hong Kong Stock Exchange Listing Rules to be sent by the company to the exchange, or the</p>	