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

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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Capinfo Company Limited\*, you should at once hand this circular and the accompanying proxy forms to the purchaser(s) or other transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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# **CAPINFO**

## **CAPINFO COMPANY LIMITED\***

### **首都信息發展股份有限公司**

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

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (2) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR  
GENERAL MEETINGS**
- (3) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR  
MEETINGS OF THE BOARD**
- (4) PROPOSED ELECTION OF DIRECTOR**
- (5) PROPOSED REMOVAL OF A DIRECTOR  
AND**
- (6) NOTICES OF 2025 THIRD EGM, 2025 FIRST DOMESTIC SHARE CLASS  
MEETING AND 2025 FIRST H SHARE CLASS MEETING**

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Unless the context requires otherwise, capitalised terms used in this circular shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on page 3 to 8 of the circular.

The notices convening the 2025 Third EGM, 2025 First Domestic Share Class Meeting and 2025 First H Share Class Meeting (each “Meeting”, collectively, “Meetings”) of the Company to be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on 28 November 2025 (Friday) at 10:00 a.m., 10:30 a.m. (or immediately after the 2025 Third EGM) and 11:00 a.m. (or immediately after the 2025 First Domestic Share Class Meeting) respectively are set out on pages EGM-1 to EGM-2, DCM-1 to DCM-2 and HCM-1 to HCM-2 of this circular. Whether or not you intend to attend such Meetings, you are reminded to complete the proxy forms enclosed with this circular in accordance with the instructions printed thereon and return the same to the Company's principal place of business in the People's Republic of China at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of proxy form of holders of Domestic Shares) or to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H Shares) as soon as possible but in any event not less than 24 hours before the respective time fixed for holding the Meetings (i.e. no later than 10:00 a.m., 10:30 a.m. and 11:00 a.m. (Hong Kong time) on 27 November 2025 respectively). Completion and delivery of the said proxy forms will not prevent you from attending and voting in person at the Meetings (or any adjourned Meetings) if you so wish.

10 November 2025

\* For identification purpose only

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## CONTENTS

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<b>DEFINITIONS . . . . .</b>	<b>1</b>
<b>LETTER FROM THE BOARD . . . . .</b>	<b>3</b>
<b>APPENDIX I      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, PROPOSED DISSOLUTION OF BOARD OF SUPERVISORS AND ABOLITION OF THE RULES AND PROCEDURES FOR MEETINGS OF BOARD OF SUPERVISORS, AND OTHER RELEVANT AMENDMENTS . . .</b>	<b>I-1</b>
<b>APPENDIX II      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED ABOLITION OF CLASS MEETING SYSTEM . . . . .</b>	<b>II-1</b>
<b>APPENDIX III      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED AMENDMENTS TO BUSINESS SCOPE . . . . .</b>	<b>III-1</b>
<b>APPENDIX IV      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR GENERAL MEETINGS IN RELATION TO ABOLITION OF CLASS MEETING SYSTEM . . . . .</b>	<b>IV-1</b>
<b>APPENDIX V      OTHER AMENDMENTS IN RELATION TO THE PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR GENERAL MEETINGS . . . . .</b>	<b>V-1</b>
<b>APPENDIX VI      PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD . . . . .</b>	<b>VI-1</b>
<b>APPENDIX VII      BIOGRAPHICAL DETAILS OF PROPOSED DIRECTOR TO BE ELECTED . . . . .</b>	<b>VII-1</b>
<b>NOTICE OF 2025 THIRD EGM . . . . .</b>	<b>EGM-1</b>
<b>NOTICE OF 2025 FIRST DOMESTIC SHARE CLASS MEETING . . . . .</b>	<b>DCM-1</b>
<b>NOTICE OF 2025 FIRST H SHARE CLASS MEETING . . . . .</b>	<b>HCM-1</b>

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the terms below shall have the following meanings when used herein:*

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of supervisors of the Company
“Class Meetings”	the class meetings of the holders of the Domestic Shares and H Shares respectively to be convened for the purpose of, amongst others, considering and, if thought fit, approving the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to abolition of class meeting system
“Company”	首都信息發展股份有限公司 (Capinfo Company Limited*), a joint stock limited company incorporated in the PRC, the H Shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) of RMB1.00 each in the share capital of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company
“Latest Practicable Date”	31 October 2025, being the latest practicable date prior to printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Rules And Procedures for Meetings of Board of Supervisors”	the rules and procedures for meetings of board of supervisors of the Company
“Rules and Procedures for General Meetings”	the rules and procedures for general meetings of the Company
“Rules and Procedures for Meetings of the Board”	the rules and procedures for meetings of the board of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	collectively, Domestic Shares and H Shares and (where applicable) any other foreign shares of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“2025 Third EGM”	the extraordinary general meeting of the Company to be held on 28 November 2025 at 10:00 a.m. at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the PRC
“%”	per cent

*In this circular, the English names of the PRC entities are translations of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*

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## LETTER FROM THE BOARD

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**CAPINFO**  
**CAPINFO COMPANY LIMITED\***  
**首都信息發展股份有限公司**

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

*Executive Directors:*

Mr. Yu Donghui (*Chairman*)  
Mr. Zhang Yiqian (*General Manager*)

*Non-executive Directors:*

Ms. Yan Yi  
Mr. Xin Shuangbai  
Ms. Zhao Shujie  
Mr. Jiang Wei  
Mr. Wang Yuzheng

*Independent non-executive Directors:*

Mr. Gong Zhiqiang  
Mr. Cheung, Wai Hung Boswell  
Mr. Dong Jin  
Mr. Li Jianqiang  
Mr. Zhou Jinglin

*Registered office:*

No.11 Xi San Huan Zhong Road  
Haidian District  
Beijing 100036  
The PRC

*Principal place of business in the PRC:*

5th Floor Longfu Mansion  
No.95 Longfusi Street  
Dongcheng District  
Beijing 100010  
The PRC

*Principal place of business in Hong Kong:*

25th Floor  
Neich Tower  
128 Gloucester Road  
Wanchai  
Hong Kong

*To the Shareholders*

Dear Sir or Madam.

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR**  
**GENERAL MEETINGS**  
**(3) PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR**  
**MEETINGS OF THE BOARD**  
**(4) PROPOSED ELECTION OF DIRECTOR**  
**(5) PROPOSED REMOVAL OF A DIRECTOR**  
**AND**  
**(6) NOTICES OF 2025 THIRD EGM, 2025 FIRST DOMESTIC SHARE CLASS**  
**MEETING AND 2025 FIRST H SHARE CLASS MEETING**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 1 INTRODUCTION

At the EGM, among other things, resolutions will be proposed to approve (1) proposed amendments to the Articles of Association and amendments to business scope; (2) proposed amendments to the Rules and Procedures for General Meetings; (3) proposed amendments to the Rules and Procedures for Meetings of the Board; (4) proposed dissolution of the Board of Supervisors and the abolition of the Rules and Procedures for Meetings of the Board of Supervisors. At the Class Meetings, resolutions will be proposed to approve the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings for the abolition of provisions in relation to class meeting system. Notices of the EGM and the Class Meetings are set out in page EGM-1 to EGM-2, page DCM-1 to DCM-2 and page HCM-1 to HCM-2 of this circular respectively. The purpose of this circular is to provide detail information of the certain resolutions to be considered at the EGM and the Class Meetings and the notices of the EGM and the Class Meetings.

### 2 PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 31 October 2025 in relation to the proposed amendments to the Articles of Association. According to the relevant laws and regulations, the requirements under the normative documents and the relevant amendments thereto, and taking into account the Company's actual operation and management needs, the Board proposes amendments to the Articles of Association, which include, but not limited to:

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

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## LETTER FROM THE BOARD

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The above resolution has been approved by the Board on 31 October 2025. It is proposed at the EGM for consideration and approval by way of special resolution. The Articles of Association have been prepared in Chinese language, and there is no official English version. Therefore, the English translation version is for information purpose only. In the event of any inconsistency, the Chinese version shall prevail.

### **3 PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR GENERAL MEETINGS**

In accordance with the new Company Law, the Guidelines for the Articles of Association of Listed Companies (revised in 2025) issued by the CSRC, the Rules for the General Meeting of Shareholders of Listed Companies (revised in 2025) issued by the CSRC and other laws and regulations, securities regulatory requirements, and the requirements under the Articles of Association, the Board proposes amendments to the Rules and Procedures for General Meetings, which include, but not limited to:

- (i) For details of the proposed amendments to the Rules and Procedures for General Meetings regarding the abolition of class meeting system, please refer to Appendix IV to this circular; and
- (ii) For other relevant amendment to the Rules and Procedures for General Meetings, please refer to Appendix V to this circular.

The resolution above has been approved by the Board on 31 October 2025. It is proposed at the EGM for consideration and approval by way of special resolution. The amended Rules and Procedures For General Meetings will come into effect simultaneously with the amended Articles of Association. The Rules and Procedures for General Meetings have been prepared in Chinese language, and there is no official English version. Therefore, the English translation version is for information purpose only. In the event of any inconsistency, the Chinese version shall prevail.

### **4 PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD**

In accordance with the new Company Law, the Guidelines for the Articles of Association of Listed Companies (revised in 2025) issued by the CSRC, the Guidelines for the Articles of Association of Central Enterprises (revised in 2024) issued by the SASAC of the State Council and other laws and regulations, state-owned securities regulatory requirements, and the requirements under the Articles of Association, the Board proposes amendments to the Rules and Procedures for Meetings of the Board. For details of the proposed amendments to the Rules and Procedures for Meetings of the Board, please refer to Appendix VI to this circular. The resolution above has been approved by the Board on 31 October 2025. It is proposed at the EGM for consideration and approval by way of special resolution. The amended Rules and Procedures For Meetings of the Board will come into effect simultaneously with the amended Articles of Association. The Rules and Procedures for Meetings of the Board have been prepared in Chinese language, and there is no official English version. Therefore, the English translation version is for information purpose only. In the event of any inconsistency, the Chinese version shall prevail.

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## LETTER FROM THE BOARD

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### 5 PROPOSED ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 31 October 2025 in relation to, among other things, the proposed election of Director. The Board hereby announces the proposed nomination of Mr. Hu Yong as a candidate of non-executive Director (the “**Director Candidate**”). The appointment of Director is subject to consideration and approval at the EGM by way of ordinary resolution. The term of service shall be from the date of approval of appointment until the end of the ninth session of the Board. A service contract shall be signed by the Director Candidate and the Company upon the approval of the Director’s appointment, at which, Mr. Dong Jin will cease to be the independent non-executive Director. For the details of the biography of Mr. Hu Yong, please refer to Appendix VII to this circular.

### 6. PROPOSED REMOVAL OF A DIRECTOR

Reference is made to the announcement of the Company dated 31 October 2025 in relation to, among other things, the proposed removal of a director. It is proposed to remove Mr. Jiang Wei as the non-executive Director (the “**Proposed Removal**”). The Proposed Removal shall be subject to consideration and approval at the EGM by way of ordinary resolution to approve the Proposed Removal.

### 7 2025 THIRD EGM

2025 Third EGM, notice of which is set out on page EGM-1 to EGM-2 of this circular, will be held to consider the following resolutions:

1. Proposed amendments to the Articles of Association in relation to dissolution of Board of Supervisors and abolition of the Rules and Procedures for Meetings of Board of Supervisors, and other relevant amendments
2. Proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system
3. Proposed amendments to the Articles of Association in relation to the amendment to business scope
4. Proposed amendments to the Rules and Procedures for General Meetings, other than the matter concerning the abolition of class meeting system
5. Proposed amendments to the Rules and Procedures for Meetings of the Board
6. Proposed election of Director
7. Proposed Removal



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## LETTER FROM THE BOARD

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The 2025 Third EGM will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on 28 November 2025 (Friday) at 10:00 a.m.. The proxy form for the 2025 Third EGM has been enclosed with this circular.

Whether or not you intend to attend the 2025 Third EGM, you are reminded to complete the proxy forms enclosed with this circular in accordance with the instructions printed thereon and return the same to the Company's principal place of business in China at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of proxy form of holders of Domestic Shares) or to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H Shares) as soon as possible but in any event not less than 24 hours before the time fixed for holding the 2025 Third EGM (i.e. no later than 10:00 am (Hong Kong time) on 27 November 2025). Completion and delivery of the said proxy forms will not prevent you from attending and voting in person at the 2025 Third EGM if you so wish.

### **8 2025 FIRST DOMESTIC SHARE CLASS MEETING**

2025 First Domestic Share Class Meeting, notice of which is set out on page DCM-1 to DCM-2 of this circular, will be held to consider the following resolutions:

#### **1. Proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings for the abolition of provisions in relation to class meeting system**

The 2025 First Domestic Class Meeting will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on 28 November 2025 (Friday) at 10:30 a.m. (or immediately after the end of 2025 Third EGM). The proxy form for the 2025 First Domestic Share Class Meeting has been enclosed with this circular.

Whether or not you intend to attend 2025 First Domestic Share Class Meeting, you are reminded to complete the proxy form enclosed with this circular in accordance with the instructions printed thereon and return the same to the Company's principal place of business in China at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of proxy form of holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time fixed for holding the 2025 First Domestic Share Class Meeting (i.e. no later than 10:30 am (Hong Kong time) on 27 November 2025). Completion and delivery of the said proxy forms will not prevent you from attending and voting in person at the 2025 First Domestic Share Class Meeting if you so wish.

### **9 2025 FIRST H SHARE CLASS MEETING**

2025 First H Share Class Meeting, notice of which is set out on page HCM-1 to HCM-2 of this circular, will be held to consider the following resolutions:

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## LETTER FROM THE BOARD

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**1. Proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings for the abolition of provisions in relation to class meeting system**

The 2025 First H Share Class Meeting will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on 28 November 2025 (Friday) at 11:00 a.m. (or immediately after the end of the 2025 First Domestic Share Class Meeting). The proxy form for the 2025 First H Share Class Meeting has been enclosed with this circular.

Whether or not you intend to attend the 2025 First H Share Class Meeting, you are reminded to complete the proxy form enclosed with this circular in accordance with the instructions printed thereon and return the same to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H Shares) as soon as possible but in any event not less than 24 hours before the time fixed for holding the 2025 First H Share Class Meeting (i.e. no later than 11:00 am (Hong Kong time) on 27 November 2025). Completion and delivery of the said proxy forms will not prevent you from attending and voting in person at the 2025 First H Share Class Meeting if you so wish.

**10 VOTING BY WAY OF POLL**

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, all votes at the Meetings will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

**11 RECOMMENDATION**

The Directors believe that the proposed amendments to the Articles of Association, the proposed amendments to the Rules and Procedures for the relevant meetings, the proposed election of Director and the Proposed Removal of a Director are in the best interest of the Company and its Shareholders as a whole. Therefore, the Directors recommend all the Shareholders to vote for the relevant resolutions set out in the notices of the Meetings.

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

Beijing, the People's Republic of China, 10 November 2025

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

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

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

### Remark to the amendments:

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

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

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

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

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

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

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

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

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

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

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

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



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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

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



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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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



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

---

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

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

---

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

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

---

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

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

---

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

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

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

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

---

<b>Before Amendments</b>	<b>After Amendments</b>
(7) to consider and approve the Company's profit distribution proposals and proposals for making up losses;	(73) to consider and approve the Company's profit distribution proposals and proposals for making up losses;
(8) to resolve on the increase or reduction of the Company's registered capital;	(84) to resolve on the increase or reduction of the Company's registered capital;
(9) to resolve on matters such as merger, division, dissolution and liquidation of the Company;	(95) to resolve on <del>matters such as merger, division, dissolution and, liquidation</del> <b>or alteration of corporate form</b> of the Company;
(10) to resolve on the issuance of debentures by the Company;	(106) to resolve on the issuance of debentures by the Company;
(11) to resolve on the appointment, removal or non-renewal of the services of an auditor for the Company;	(117) to resolve on the appointment, removal or non-renewal of the services of an auditor for the Company;
(12) to amend the Articles;	(128) to amend the Articles;
(13) to consider and approve proposals submitted by shareholders representing more than three percent (including 3%) of voting shares of the Company; and	(139) to consider and approve proposals submitted by shareholders representing <b>individually or collectively</b> <del>more than three percent (including 3%)</del> <b>more than one percent (1%)</b> of <del>voting shares</del> <b>shares</b> of the Company;
(14) to resolve other matters which are required by laws, administrative regulations and the Articles to be resolved by the shareholders' general meeting.	<b>(10) to consider and approve matters relating to the provisions of external guarantees with an amount of more than 30% of the latest audited total assets of the Company within 1 year, and external guarantee affairs that should be considered and approved by the general meeting as stipulated in the laws, regulations and the securities regulatory rules applicable to the Company;</b>

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

---

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

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

---

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



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

---

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

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

---

Before Amendments	After Amendments
<p>(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, Supervisor, general manager or other senior officer in the transaction proposed and the effect of the proposed transaction on him in his capacity as shareholder in so far as it is different from the effect on the other shareholders of the same class;</p> <p>(6) contain the full text of any special resolution proposed for the meeting;</p> <p>(7) contain a specific statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder; and</p> <p>(8) state the time within which and the address to which the relevant instruments appointing the proxies for the meeting are to be delivered.</p>	<p>(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, <del>Supervisor</del>, general manager or other senior officer in the transaction proposed and the effect of the proposed transaction on him in his capacity as shareholder in so far as it is different from the effect on the other shareholders of the same class;</p> <p>(6) contain the full text of any special resolution proposed for the meeting;</p> <p>(7) contain a specific statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a shareholder; and</p> <p>(8) state the time within which and the address to which the relevant instruments appointing the proxies for the meeting are to be delivered.</p> <p><b>(9) the shareholding record date for determining shareholders who are entitled to attend the general meeting; and</b></p> <p><b>(10) the name and telephone number of the contact persons who handles the meeting affairs.</b></p> <p><b>The interval between the shareholding record date and the date of the meeting shall not exceed 7 business days. Once confirmed, the shareholding record date shall not be changed.</b></p>
<p><b>Article 64</b> The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a legal person, it shall be under seal or under the hand of a Director or attorney duly authorised. The instrument shall specify the number of shares which the proxy will represent.</p>	<p><b>Article 65</b><del>47</del> The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a legal person, it shall be under seal or under the hand of a Director or attorney duly authorised. The instrument shall specify the number of shares which the proxy will represent, <b>the relevant matters, scope of authorization.</b></p>

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

---

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

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

---

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

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

---

Before Amendments	After Amendments
	<p><b>(6) other matters relating to significant transactions which shall be approved at the general meeting;</b></p> <p>(7) other matters which, according to an ordinary resolution of the <del>shareholders</del><sup>2</sup> general meeting, may have a significant impact on the Company and require adoption by way of a special resolution.</p>
/	<p><b>Article 68 Shareholders who individually or collectively hold more than ten percent (10%) of the Company's shares may propose in writing that the board of directors convene an extraordinary general meeting. Prior to the public announcement of the general meeting resolution, the shareholding percentage of shareholders convening the meeting, in aggregate, must not be less than ten percent (10%).</b></p> <p><b>If shareholders convene a shareholders' meeting on their own initiative in accordance with the law, the Company's Board and the Board's secretary shall cooperate and fulfill their information disclosure obligations in a timely manner.</b></p>

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

---

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

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

---

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

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

---

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



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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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



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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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



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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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



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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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

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

---

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



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

---

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

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

---

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

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

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

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

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

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

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

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

---

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

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

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

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

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



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

---

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

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

---

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

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

---

<b>Before Amendments</b>	<b>After Amendments</b>
<p>(2) Disputes or claims referred to arbitration may be heard, at the option of the claimant, at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once the claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body chosen by the claimant. If the claimant chooses to refer the dispute or claim to arbitration at the Hong Kong International Arbitration Centre, either party may apply for such hearing to be conducted in Shenzhen under the Securities Arbitration Rules of the Hong Kong International Arbitration Centre;</p> <p>(3) Unless otherwise provided in laws and administrative regulations, PRC law shall apply in the resolution of any dispute or claim by arbitration referred to in paragraph (1) of this Article;</p> <p>(4) Awards made by an arbitral body shall be final and binding on all parties.</p>	<p><del>(2) Disputes or claims referred to arbitration may be heard, at the option of the claimant, at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once the claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body chosen by the claimant. If the claimant chooses to refer the dispute or claim to arbitration at the Hong Kong International Arbitration Centre, either party may apply for such hearing to be conducted in Shenzhen under the Securities Arbitration Rules of the Hong Kong International Arbitration Centre;</del></p> <p><del>(3) Unless otherwise provided in laws and administrative regulations, PRC law shall apply in the resolution of any dispute or claim by arbitration referred to in paragraph (1) of this Article;</del></p> <p><del>(4) Awards made by an arbitral body shall be final and binding on all parties.</del></p>
<b>CHAPTER 21: DISPUTE RESOLUTION</b>	<b><del>CHAPTER 21: DISPUTE RESOLUTION</del></b>
/	<b>Article 167 The Company does not have Board of Supervisors and or Supervisors.</b>
<b>Article 180</b> The term of “accounting firm” used in this Articles of Association also refers to Auditor.	<b>Article 180<del>68</del></b> The term of “accounting firm” used in this Articles of Association also refers to Auditor.
/	<b>Article 170</b> The meaning of "related party transactions" in this Articles of Association includes "connected transactions" as defined in the Listing Rules; "related parties" include "connected persons" as defined in the Listing Rules; and "related party relationships" include "connected relationships" as defined in the Listing Rules.

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

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

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

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

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

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

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

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

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

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



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

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



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

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

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

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

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

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

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

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

**COMPARISON TABLE IN RELATION TO AMENDMENTS TO RULES AND PROCEDURES  
FOR GENERAL MEETINGS (II)**

Before amendments	After amendments
<b>Rules and Procedures for General Meetings</b>	<b>Rules and Procedures for General Meetings</b>
7.4 Where shareholders individually or collectively holding 10% or more of the Company's shares propose to convene an extraordinary general meeting or a class shareholders' meeting, the shareholder(s) shall sign one or more written request(s) in identical form requiring the Board to convene an extraordinary general meeting or a shareholders' class meeting and state the subject of the meeting, and at the same time submit proposals complying with the requirements of these Rules to the Board.	<del>7.4 Where shareholders individually or collectively holding 10% or more of the Company's shares propose to convene an extraordinary general meeting or a class shareholders' meeting, the shareholder(s) shall sign one or more written request(s) in identical form requiring the Board to convene an extraordinary general meeting or a shareholders' class meeting and state the subject of the meeting, and at the same time submit proposals complying with the requirements of these Rules to the Board.</del>
<b>Chapter 3 System of Class Shareholder's Meetings</b>	<del><b>Chapter 3 System of Class Shareholder's Meetings</b></del>
<b>Article 12</b> Definition of class shareholders	<del><b>Article 12</b> Definition of class shareholders</del>
Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy the rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association.	<del>Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy the rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association.</del>
<b>Article 13</b> Convening class shareholders' meetings	<del><b>Article 13</b> Convening class shareholders' meetings</del>
Written notice of convening a class shareholders' meeting (the "class meeting") by the Company shall be dispatched to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and venue of the meeting with reference to the period for notice of annual or extraordinary general meetings set out in Articles 8.1 of the Rules and Procedures for General Meetings. Notice of the class meeting shall only be served on the shareholders entitled to vote thereat. The procedures of the class meeting shall be held in a manner as similar as possible to those of a general meeting, and the provisions in the Articles of Association relating the procedures of convening a general meeting shall apply to the class meeting.	<del>Written notice of convening a class shareholders' meeting (the "class meeting") by the Company shall be dispatched to all shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and venue of the meeting with reference to the period for notice of annual or extraordinary general meetings set out in Articles 8.1 of the Rules and Procedures for General Meetings. Notice of the class meeting shall only be served on the shareholders entitled to vote thereat. The procedures of the class meeting shall be held in a manner as similar as possible to those of a general meeting, and the provisions in the Articles of Association relating the procedures of convening a general meeting shall apply to the class meeting.</del>

Before amendments	After amendments
<p><b>Article 14</b> Voting of class meetings</p> <p>14.1 In addition to shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting by class shareholders shall not apply in the following circumstances:</p> <p>(1) Where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20% of each of the issued domestic shares and overseas listed foreign shares respectively;</p> <p>(2) Where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of incorporation has been completed within 15 months from the date of approval by the authority in charge of securities under the State Council; and</p> <p>(3) Where with the approval by the securities regulatory authorities of the State Council, the shareholders cause the unlisted shares held by them to be listed and dealt in on an overseas stock exchange.</p> <p>14.2 Interested shareholders shall not be entitled to vote at a class meeting, including:</p> <p>(1) in the case of a repurchase by the Company of its own shares by way of extending repurchase offers to all shareholders pro rat to their shareholding or by public dealing on a stock exchange in accordance with the provisions of Article 26 of the Articles of Association, "interested shareholder" shall refer to the controlling shareholders as defined in the Article 51 of the Articles of Association;</p>	<p><del><b>Article 14</b> Voting of class meetings</del></p> <p><del>14.1 In addition to shareholders of shares of other classes, the holders of domestic shares and holders of overseas listed foreign shares are deemed to be shareholders of different classes. The special procedures for voting by class shareholders shall not apply in the following circumstances:</del></p> <p><del>(1) Where the Company issues, upon approval by a special resolution at a general meeting, domestic shares and overseas listed foreign shares once every 12 months, either separately or concurrently, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20% of each of the issued domestic shares and overseas listed foreign shares respectively;</del></p> <p><del>(2) Where the Company's plan to issue domestic shares and overseas listed foreign shares at the time of incorporation has been completed within 15 months from the date of approval by the authority in charge of securities under the State Council; and</del></p> <p><del>(3) Where with the approval by the securities regulatory authorities of the State Council, the shareholders cause the unlisted shares held by them to be listed and dealt in on an overseas stock exchange.</del></p> <p><del>14.2 Interested shareholders shall not be entitled to vote at a class meeting, including:</del></p> <p><del>(1) in the case of a repurchase by the Company of its own shares by way of extending repurchase offers to all shareholders pro rat to their shareholding or by public dealing on a stock exchange in accordance with the provisions of Article 26 of the Articles of Association, "interested shareholder" shall refer to the controlling shareholders as defined in the Article 51 of the Articles of Association;</del></p>

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**APPENDIX IV**

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**PROPOSED AMENDMENTS OF THE RULES AND  
PROCEDURES FOR GENERAL MEETINGS IN RELATION  
TO ABOLITION OF CLASS MEETING SYSTEM**

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<b>Before amendments</b>	<b>After amendments</b>
<p>(2) in the case of a repurchase by the Company of its own shares by an offmarket agreement in accordance with the provisions of Article 26 of the Articles of Association, “interested shareholders” shall refer to the shareholders to which the proposed agreement relates; or</p> <p>(3) in the case of a restructuring proposal of the Company, “interested shareholder” shall refer to a shareholder within a class who bears less liabilities than the proportion of liabilities undertaken by other shareholders of the same class, or who has interests different from those held by shareholders of the same class.</p>	<p><del>(2) in the case of a repurchase by the Company of its own shares by an offmarket agreement in accordance with the provisions of Article 26 of the Articles of Association, “interested shareholders” shall refer to the shareholders to which the proposed agreement relates; or</del></p> <p><del>(3) in the case of a restructuring proposal of the Company, “interested shareholder” shall refer to a shareholder within a class who bears less liabilities than the proportion of liabilities undertaken by other shareholders of the same class, or who has interests different from those held by shareholders of the same class.</del></p>
<p><b>Article 15</b> Resolutions of class meetings</p> <p>A resolution of the class meeting shall be adopted only by voting by shareholders present in the meeting (except interested shareholders) with equities representing two-thirds or more of voting rights of the Company.</p>	<p><del><b>Article 15</b> Resolutions of class meetings</del></p> <p><del>A resolution of the class meeting shall be adopted only by voting by shareholders present in the meeting (except interested shareholders) with equities representing two-thirds or more of voting rights of the Company.</del></p>
<p><b>Article 16</b> Variation or abrogation of class shareholders</p> <p>Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and upon the obtaining of an approval at a general meeting convened in accordance with the Articles of Association by the affected class shareholders. The following circumstances shall be deemed to be variation or abrogation of the rights of shareholders of a certain class:</p>	<p><del><b>Article 16</b> Variation or abrogation of class shareholders</del></p> <p><del>Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a general meeting and upon the obtaining of an approval at a general meeting convened in accordance with the Articles of Association by the affected class shareholders. The following circumstances shall be deemed to be variation or abrogation of the rights of shareholders of a certain class:</del></p>

Before amendments	After amendments
(1) to increase or decrease the number of shares of such particular class, or increase or decrease the number of shares of another class having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;	<del>(1) to increase or decrease the number of shares of such particular class, or increase or decrease the number of shares of another class having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;</del>
(2) to effect an exchange of all or part of shares of such class into shares of another classes, or to effect an exchange or grant a right of exchange of all or part of the shares of another classes into shares of such class;	<del>(2) to effect an exchange of all or part of shares of such class into shares of another classes, or to effect an exchange or grant a right of exchange of all or part of the shares of another classes into shares of such class;</del>
(3) to remove or reduce rights to acquire accrued dividends or cumulative dividends attached to shares of such class;	<del>(3) to remove or reduce rights to acquire accrued dividends or cumulative dividends attached to shares of such class;</del>
(4) to reduce or remove the rights to a dividend preference or priority to distribution of property in liquidation attached to shares of such class;	<del>(4) to reduce or remove the rights to a dividend preference or priority to distribution of property in liquidation attached to shares of such class;</del>
(5) to add, remove or reduce the rights to share conversion, options, voting, transfer, pre-emptive rights to placement or acquire securities of the Company attached to shares of such class;	<del>(5) to add, remove or reduce the rights to share conversion, options, voting, transfer, pre-emptive rights to placement or acquire securities of the Company attached to shares of such class;</del>
(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;	<del>(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;</del>
(7) to create a new class of shares having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;	<del>(7) to create a new class of shares having rights on voting, distribution or other privileges equal or superior to those of the shares of such class;</del>
(8) to restrict the transfer or ownership of the shares of such class or to add to such restrictions;	<del>(8) to restrict the transfer or ownership of the shares of such class or to add to such restrictions;</del>
(9) to issue subscription rights or share conversion rights for shares of such class or another class;	<del>(9) to issue subscription rights or share conversion rights for shares of such class or another class;</del>

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**APPENDIX IV****PROPOSED AMENDMENTS OF THE RULES AND  
PROCEDURES FOR GENERAL MEETINGS IN RELATION  
TO ABOLITION OF CLASS MEETING SYSTEM**

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<b>Before amendments</b>	<b>After amendments</b>
(10) to increase the rights and privileges of shares of another classes;	<del>(10) to increase the rights and privileges of shares of another classes;</del>
(11) to constitute different classes of shareholders' undertaking disproportionate liabilities in the proposed restructuring of the Company; and	<del>(11) to constitute different classes of shareholders' undertaking disproportionate liabilities in the proposed restructuring of the Company; and</del>
(12) to vary or abrogate the terms provided in the Articles of Association. However, the affected class shareholders shall have the rights to vote at the respective shareholders' class meeting (except for matters involving items (2) to (8), (11), or (12) above) regardless of whether they have the right to vote at the general meetings.	<del>(12) to vary or abrogate the terms provided in the Articles of Association. However, the affected class shareholders shall have the rights to vote at the respective shareholders' class meeting (except for matters involving items (2) to (8), (11), or (12) above) regardless of whether they have the right to vote at the general meetings.</del>

*Notes:*

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



**COMPARISON TABLE IN RELATION TO AMENDMENTS TO RULES AND PROCEDURES  
FOR GENERAL MEETINGS (I)**

Before amendments	After amendments
Rules and Procedures for General Meetings	Rules and Procedures for General Meetings
<p><b>Article 1</b> In order to perfect and standardize the meeting and decision procedures of general meetings of Capinfo Company Limited (the “Company”) and to enhance the efficiency of decision making, these Rules are formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, and the provisions of the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Article 1</b> In order to perfect and standardize the meeting and decision procedures of general meetings of Capinfo Company Limited (the “Company”) and to enhance the efficiency of decision making, these Rules are formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, <del>the Mandatory Provisions for the Articles of Association of Companies Listed Overseas,</del> and the provisions of the Articles of Association of Capinfo Company Limited (hereinafter referred to as the “Articles of Association”).</p>
<b>Article 2</b> General rules of general meeting	<b>Article 2</b> General rules of general meeting
2.1 General meeting is the organ of authority of the Company, and shall exercise its functions and powers in accordance with laws.	2.1 General meeting is the organ of authority of the Company, and shall exercise its functions and powers in accordance with laws.
2.2 General meetings are classified as annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and be held within six months after the end of the previous accounting year. The board of directors (the “Board”) shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:	2.2 General meetings are classified as annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and be held within six months after the end of the previous accounting year. The board of directors (the “Board”) shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances:
(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association:	(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association:
(2) the uncovered losses of the Company amount to one third of its total share capital received;	(2) the uncovered losses of the Company amount to one third of its total share capital <del>received</del> ;

Before amendments	After amendments
<p>(3) upon the written request of shareholder(s) individually or collectively holding 10% or more of the Company's shares;</p> <p>(4) it is deemed necessary by the Board;</p> <p>(5) it is proposed by the supervisory committee;</p> <p>(6) it is proposed by two or more independent directors; and</p> <p>(7) such other circumstances as provided by laws, administrative regulations and rules, or the Articles of Association.</p>	<p>(3) upon the written request of shareholder(s) individually or collectively holding 10% or more of the Company's shares;</p> <p>(4) it is deemed necessary by the Board <b>or it is proposed to be convened by the audit committee;</b></p> <p><del>(5) it is proposed by the supervisory committee;</del></p> <p><b>(56)</b> it is proposed by two or more independent directors; and</p> <p><b>(67)</b> such other circumstances as provided by laws, administrative regulations and rules, or the Articles of Association.</p>
<p><b>Article 3</b> Functions and Powers of general meetings</p> <p>(1) to decide on the Company's business policy and investment plans;</p> <p>(2) to elect and replace directors and to decide on matters relating to the remuneration of directors;</p> <p>(3) to elect and replace supervisors who are not employee representatives and to decide on matters relating to the remuneration of supervisors;</p> <p>(4) to examine and approve the reports of the Board;</p> <p>(5) to examine and approve the reports of the supervisory committee;</p> <p>(6) to examine and approve the Company's proposed annual budgets and final accounts;</p> <p>(7) to examine and approve the Company's profit distribution proposals and loss recovery proposals;</p>	<p><b>Article 3</b> Functions and Powers of general meetings</p> <p><del>(1) to decide on the Company's business policy and investment plans;</del></p> <p>(21) to elect and replace <b>non-employee representative</b> directors and to decide on matters relating to the remuneration of <b>non-employee representative</b> directors;</p> <p><del>(3) to elect and replace supervisors who are not employee representatives and to decide on matters relating to the remuneration of supervisors;</del></p> <p>(42) to examine and approve the reports of the Board;</p> <p><del>(5) to examine and approve the reports of the supervisory committee;</del></p> <p><del>(6) to examine and approve the Company's proposed annual budgets and final accounts;</del></p> <p>(73) to examine and approve the Company's profit distribution proposals and loss recovery proposals;</p>

Before amendments	After amendments
(8) to resolve on proposals of the increase or reduction of the Company's registered capital;	<del>(84)</del> to resolve on proposals of the increase or reduction of the Company's registered capital;
(9) to resolve on matters such as merger, division, dissolution and liquidation of the Company;	<del>(95)</del> to resolve on matters such as merger, division, dissolution and liquidation of the Company;
(10) to resolve on the issuance of the Company's bonds;	<del>(106)</del> to resolve on the issuance of the Company's bonds;
(11) to resolve on the appointment, removal or non-reappointment of the Company's accounting firm;	<del>(117)</del> to resolve on the appointment, removal or non-reappointment of the Company's accounting firm;
(12) to amend the Articles of Association;	<del>(128)</del> to amend the Articles of Association;
(13) to resolve on the Company's external guarantees which shall be approved by a general meeting as required under laws, administrative regulations and the Articles of Association;	<del>(13) to resolve on the Company's external guarantees which shall be approved by a general meeting as required under laws, administrative regulations and the Articles of Association;</del>
(14) to consider transactions which needs to be approved by the General Meetings as provided for in the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited;	<del>(14) to consider transactions which needs to be approved by the General Meetings as provided for in the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited;</del>
(15) to consider and approve matters of changing the use of raised fund;	<del>(15) to consider and approve matters of changing the use of raised fund;</del>
(16) to consider motions raised by shareholder(s) who represent(s) 3% or more of the voting shares of the Company; and	<del>(16) to consider motions raised by shareholder(s) who represent(s) 3% or more of the voting shares of the Company; and</del>
(17) to resolve such other matters which, in accordance with laws, administrative regulations and Articles of Association shall be resolved by a general meeting	<b>(9) to consider any resolution proposed by shareholders who, individually or collectively hold more than 1% of the Company's shares;</b>

Before amendments	After amendments
	<p>(10) to consider and approve matters relating to the provisions of external guarantees with an amount of more than 30% of the latest audited total assets of the Company within 1 year, and external guarantee affairs that should be considered and approved by the general meeting as stipulated in the laws, regulations and the securities regulatory rules applicable to the Company;</p> <p>(11) to consider and approve financial aids, related-party transactions and significant transactions which shall be approved at the general meeting in accordance with the laws, regulations, and the securities regulatory rules applicable to the Company;</p> <p>(172) to resolve such other matters which, in accordance with laws, administrative regulations and Articles of Association shall be resolved by a general meeting</p> <p>The shareholders' meeting may authorize: (1) the board of directors to make a resolution on the issuance of corporate bonds; (2) the board of directors to decide to issue shares not exceeding fifty percent of the issued shares within three years. However, any capital contribution made in the form of non-monetary property shall be subject to a resolution of the general meeting. If the board of directors decides to issue bonds or new shares, the board of directors' resolution shall be approved by more than two-thirds of all directors.</p> <p>If the board of directors decides to issue shares in accordance with the provisions of the preceding paragraph, resulting in a change in the company's registered capital or the number of issued shares, the amendment of the relevant record in the Company's articles of association does not require a vote of the shareholders' meeting.</p>

<b>Before amendments</b>	<b>After amendments</b>
<p>4.1 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be a shareholder of the company) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights;</p> <p>(1) have the same right as the shareholder to speak at the general meeting; and</p> <p>(2) have the right to vote.</p>	<p>4.1 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be a shareholder of the company) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights;</p> <p>(1) have the same right as the shareholder to speak at the general meeting; and</p> <p>(2) have the right to vote.</p>
<p>4.2 Shareholders should appoint proxies in writing to attend the general meeting, and such authorization proxy form shall specify the following:</p> <p>(1) the name of the proxy;</p> <p>(2) the number of shares of the principal represented by the proxy;</p> <p>(3) whether or not the proxy is entitled to vote;</p> <p>(4) the instructions in relation to voting for or against or abstain from voting on each item to be considered at the general meeting as set out in the agenda;</p> <p>(5) the proxy form shall contain a note that in the absence of specific instructions by the shareholder, whether his proxy may vote as he thinks fit; and</p> <p>(6) the date of the issue and the validity period of the proxy form.</p>	<p>4.2 Shareholders should appoint proxies in writing to attend the general meeting, and such authorization proxy form shall specify the following:</p> <p>(1) the name of the proxy;</p> <p>(2) the number of shares of the principal represented by the proxy;</p> <p>(3) whether or not the proxy is entitled to vote;</p> <p>(4) the instructions in relation to voting for or against or abstain from voting on each item to be considered at the general meeting as set out in the agenda;</p> <p>(5) the proxy form shall contain a note that in the absence of specific instructions by the shareholder, whether his proxy may vote as he thinks fit; and</p> <p>(6) the date of the issue and the validity period of the proxy form.</p>

Before amendments	After amendments
<p><b>Article 5</b> Preparation of materials for general meetings</p> <p>The secretary to the Board of the Company is responsible for collecting and preparing all materials related to proposals to be discussed and decided at the general meeting, including circular, attendance slip, proxy form, votes, attendance book and other materials in the meeting, as well as urging the Board, supervisory committee and senior management members of the Company to report to the shareholders on matters relating to their respective relevant proposals.</p>	<p><b>Article 5</b> Preparation of materials for general meetings</p> <p>The secretary to the Board of the Company is responsible for collecting and preparing all materials related to proposals to be discussed and decided at the general meeting, including circular, attendance slip, proxy form, votes, attendance book and other materials in the meeting, as well as urging the Board, <del>supervisory committee</del> and senior management members of the Company to report to the shareholders' <b>meeting</b> on matters relating to their respective relevant proposals.</p>
<p><b>Article 6</b> Convening of general meetings</p>	<p><b>Article 6</b> Convening of general meetings</p>
<p>6.1 General meetings shall be convened by the Board and chaired by the chairman of the Board.</p>	<p>6.1 General meetings shall be convened by the Board and <b>presided over and</b> chaired by the chairman of the Board. <b>If the chairman of the Board cannot perform his duties thereof, he may designate a Director of the Company to chair the meeting. If the chairman of the Board fails to perform his duties, more than half of the directors may elect a director to preside over and chair the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.</b></p> <p><b>If the Board is unable or fails to perform the duties for convening the general meeting, the audit committee shall convene and preside over the meeting; if the audit committee does not convene and preside over the meeting, the shareholders holding, individually or collectively, more than ten percents (10%) of the shares of the Company for ninety consecutive days may convene and preside over the meeting on their own initiative.</b></p>

Before amendments	After amendments
<p>6.2 Two or more of the independent directors shall have the right to propose to the Board to convene an extraordinary general meeting. In respect of such proposal by the independent directors, the Board shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the Board agrees to hold an extraordinary general meeting, a notice of convening such meeting shall be dispatched within 5 days after the resolution of the Board has been adopted. If the Board disagrees to convene an extraordinary general meeting, it shall give an explanation.</p>	<p>6.2 Two or more of the independent directors shall have the right to propose to the Board to convene an extraordinary general meeting. In respect of such proposal by the independent directors, the Board shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the Board agrees to hold an extraordinary general meeting, a notice of convening such meeting shall be dispatched within 5 days after the resolution of the Board has been adopted. If the Board disagrees to convene an extraordinary general meeting, it shall give an explanation</p>
<p>6.3 The supervisory committee shall have the right to propose to the Board to convene an extraordinary general meeting in written form. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the Board agrees to convene an extraordinary general meeting, a notice of convening such meeting shall be dispatched within 5 days after the resolution of the Board as been adopted. Changes made to the original proposals in the notice shall be approved by the supervisory committee. If the Board disagrees to convene an extraordinary general meeting, or gives no response within 10 days upon receipt of such proposal, the Board shall be deemed to be unable or to have failed to perform its duties and responsibilities in convening the general meeting, and the supervisory committee may convene and preside over such meeting on its own initiative.</p>	<p>6.3 The <b>audit supervisory</b> committee shall have the right to propose to the Board to convene an extraordinary general meeting in written form. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. If the Board agrees to convene an extraordinary general meeting, a notice of convening such meeting shall be dispatched within 5 days after the resolution of the Board as been adopted. Changes made to the original proposals in the notice shall be approved by the <b>audit supervisory</b> committee. If the Board disagrees to convene an extraordinary general meeting, or gives no response within 10 days upon receipt of such proposal, the Board shall be deemed to be unable or to have failed to perform its duties and responsibilities in convening the general meeting, and the <b>audit supervisory</b> committee may convene and preside over such meeting on its own initiative.</p>

Before amendments	After amendments
6.4 Two or more shareholders collectively holding 10% or more of the Company's voting shares shall have the right to request in writing to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, convene a general meeting as soon as possible upon receipt of such request. If the Board gives no response within 30 days upon receipt of such request, the proposing shareholders shall have the right to convene such meeting on their own initiative within 4 months upon receipt of such request by the Board. The procedures for convening such meeting shall be the same as those of convening a general meeting by the Board as much as possible.	6.4 <del>Two or more</del> Shareholders <b>individually or</b> collectively holding <b>more than</b> 10% <del>or more of</del> the Company's <del>voting</del> shares shall have the right to request in writing to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, convene a general meeting as soon as possible upon receipt of such request. <del>If the Board gives no response within 30 days upon receipt of such request, the proposing shareholders shall have the right to convene such meeting on their own initiative within 4 months upon receipt of such request by the Board. The procedures for convening such meeting shall be the same as those of convening a general meeting by the Board as much as possible.</del>
6.5 The Board and the secretary to the Board shall assist the supervisory committee or shareholders in convening the general meeting on their own initiative. The Board shall provide the register of members as at the date of registration of equity entitlements.	6.5 The Board and the secretary to the Board shall assist the <b>audit</b> <del>supervisory</del> committee or shareholders in convening the general meeting on their own initiative. The Board shall provide the register of members as at the date of registration of equity entitlements.
6.6 Expenses necessary for the general meeting convened by the supervisory committee or shareholders shall be borne by the Company.	6.6 Expenses necessary for the general meeting convened by the <del>supervisory</del> <b>audit</b> committee or shareholders shall be borne by the Company.
<b>Article 7</b> Proposals of the general meeting	<b>Article 7</b> Proposals of the general meeting
7.1 The contents of a proposal of the general meeting shall be within the duties and power of the general meeting, with definite topics and specific matters for resolution and comply with the relevant provisions of laws, administrative rules and regulations and the Articles of Association.	7.1 The contents of a proposal of the general meeting shall be within the duties and power of the general meeting, with definite topics and specific matters for resolution and comply with the relevant provisions of laws, administrative rules and regulations and the Articles of Association.
7.2 The Board, the supervisory committee, and shareholders individually or collectively holding 3% or more of the Company's shares shall have the right to submit proposals to the Company at the general meeting convened by the Company.	7.2 The Board, the <del>supervisory</del> <b>audit</b> committee, and shareholders individually or collectively holding <del>3%</del> <b>31%</b> or more of the Company's shares shall have the right to submit proposals to the Company at the general meeting convened by the Company.



Before amendments	After amendments
<p>7.3 Shareholders individually or collectively holding 3% or more of the Company's shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. Within 2 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add any new proposals subsequent to the announcement on the notice of the general meeting.</p>	<p>7.3 Shareholders individually or collectively holding <b>31%</b> or more of the Company's shares may submit an extempore proposal to the convener in writing 10 days prior to the date of convening the general meeting. <b>Clear agenda and specific resolutions shall be stated in the extempore proposal.</b> Within 2 days after the receipt of the proposal, the convener shall issue supplementary notice of the general meeting in this regard. <b>The content of the extempore proposal shall be included in the agenda of such meeting, except for the extempore proposals that violate the regulations of laws, administrative regulations or the Company's articles of association, or are beyond the scope of the general meeting's authority.</b></p> <p>Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals set out in the notice of general meeting or add any new proposals subsequent to the announcement on the notice of the general meeting.</p>
<b>Article 8</b> Notice of the general meeting	<b>Article 8</b> Notice of the general meeting
<p>8.1 Where the Company convenes an annual general meeting, a written notice shall be given by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members 20 business days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Where the Company convenes an extraordinary general meeting, a written notice shall be delivered by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members ten business days or 15 days (whichever is longer) prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting.</p>	<p>8.1 Where the Company convenes an annual general meeting, <b>a written notice</b> shall be given <del>by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members</del> <b>20 working business</b> days prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Where the Company convenes an extraordinary general meeting, a written notice shall be delivered <del>by hand or by pre-paid mail to all the shareholders whose names appear on the register of members in accordance with their addresses as shown in the register of members</del> <b>ten working business</b> days or 15 days (whichever is longer) prior to the date of the meeting, to notify shareholders of the matters to be considered at the meeting and the date and venue of the meeting.</p>

Before amendments	After amendments
<p>In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly. Unless otherwise required by applicable laws, the aforesaid period for notice of annual and extraordinary general meetings is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting. Notices of general meetings may be delivered to holders of overseas-listed foreign shares by way of announcement on the website of the stock exchange on which the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of overseas-listed foreign shares.</p>	<p>In the event that a notice of meeting is accidentally omitted to be sent to a person who is entitled to receive the notice or where such person has not received the notice of meeting, the meeting and any resolutions made therein shall not become void accordingly. Unless otherwise required by applicable laws, the aforesaid period for notice of annual and extraordinary general meetings is inclusive of the date on which the notice is issued and exclusive of the date of the general meeting.</p> <p><b>8.2 Notices of general meetings shall be sent to shareholders (regardless of whether they have voting rights at the meeting) in one or more of the following forms:</b></p> <p><b>(1) personal delivery;</b></p> <p><b>(2) postage-paid mail;</b></p> <p><b>(3) email;</b></p> <p><b>(4) public announcement;</b></p> <p><b>(5) other forms approved by laws and regulations and by the securities regulatory authority of the place where the Company's shares are listed.</b> Notices of general meetings may be delivered to <del>holders of overseas-listed foreign shares</del> by way of announcement on the <b>designated website of the place where</b> <del>the stock exchange on which</del> the shares of the Company are listed and the website of the Company. Upon announcement, the notices shall be deemed to have been served to all holders of <del>overseas-listed foreign</del> shares.</p>

Before amendments	After amendments
<p>8.2 The notice of a general meeting shall meet the following requirements:</p> <p>(1) in written form;</p> <p>(2) specifying the venue, date and time of the meeting;</p> <p>(3) stating the matters to be discussed at the meeting;</p> <p>(4) providing shareholders with such information and explanation as necessary to enable them to make an informed decision on the matters to be discussed; such principle includes (but is not limited to) where a proposal is made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or otherwise reorganize the Company, the specific conditions of the proposed transaction(s) shall be provided together with the contracts (if any) and the cause and effects of such proposal shall also be properly explained;</p> <p>(5) containing a disclosure of the nature and extent of the material interests of any director, supervisor, president and other senior management members in relation to the matter(s) to be discussed (if any) having material interests relationship; where the effects of the matter(s) to be discussed on any director, supervisor, president and other senior management members in their capacity as shareholders are different from the effects on other class shareholders, the difference shall be clearly explained;</p> <p>(6) containing the full text of any special resolution to be adopted at the meeting;</p> <p>(7) containing a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not to be a shareholder of the Company;</p>	<p>8.2<sup>3</sup> The notice of a general meeting shall meet the following requirements:</p> <p>(1) in written form;</p> <p>(2) specifying the venue, date and time of the meeting;</p> <p>(3) stating the matters to be discussed at the meeting;</p> <p>(4) providing shareholders with such information and explanation as necessary to enable them to make an informed decision on the matters to be discussed; such principle includes (but is not limited to) where a proposal is made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or otherwise reorganize the Company, the specific conditions of the proposed transaction(s) shall be provided together with the contracts (if any) and the cause and effects of such proposal shall also be properly explained;</p> <p>(5) containing a disclosure of the nature and extent of the material interests of any director, <del>supervisor,</del> <b>general managers</b> and other senior management members in relation to the matter(s) to be discussed (if any) having material interests relationship; where the effects of the matter(s) to be discussed on any director, <del>supervisor,</del> <b>general managers</b> and other senior management members in their capacity as shareholders are different from the effects on other class shareholders, the difference shall be clearly explained;</p> <p>(6) containing the full text of any special resolution to be adopted at the meeting;</p> <p>(7) containing a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not to be a shareholder of the Company;</p>

Before amendments	After amendments
<p>(8) specifying the time and place for serving proxy forms for the meeting;</p> <p>(9) the relevant date by reference to which shareholders whose name appear on the register of members of the Company are entitled to attend the general meeting; and</p> <p>(10) the name and telephone number of the contact person who is responsible for handling the affairs of the meeting.</p>	<p>(8) specifying the time and place for serving proxy forms for the meeting;</p> <p>(9) the relevant date by reference to which shareholders whose name appear on the register of members of the Company are entitled to attend the general meeting; and</p> <p>(10) the name and telephone number of the contact person who is responsible for handling the affairs of the meeting.</p>
<b>Article 9</b> Review and voting in the general meeting	<b>Article 9</b> Review and voting in the general meeting
<p>9.1 The Chairman shall preside over and act as the chairman of the general meeting. If the Chairman is unable to perform his duties and power, he may designate a director to preside over and act as the chairman of the meeting. If the Chairman fails to perform his duties and power, a director shall be elected by a simple majority of directors to preside over and act as the chairman of the meeting. If a simple majority of directors are unable to elect a director to preside over and act as chairman of the meeting, the shareholders who attend the meeting may elect a person to be the chairman; if, for any reason, the shareholders are unable to elect a chairman, the shareholders (including his proxy) who attend the meeting and holds the largest number of voting shares shall be the chairman of the meeting.</p>	<p><del>9.1 The Chairman shall preside over and act as the chairman of the general meeting. If the Chairman is unable to perform his duties and power, he may designate a director to preside over and act as the chairman of the meeting. If the Chairman fails to perform his duties and power, a director shall be elected by a simple majority of directors to preside over and act as the chairman of the meeting. If a simple majority of directors are unable to elect a director to preside over and act as chairman of the meeting, the shareholders who attend the meeting may elect a person to be the chairman; if, for any reason, the shareholders are unable to elect a chairman, the shareholders (including his proxy) who attend the meeting and holds the largest number of voting shares shall be the chairman of the meeting.</del></p>

Before amendments	After amendments
<p>9.2 For a general meeting convened by the supervisory committee on its own initiative, the chairman of the supervisory committee shall preside over and act as the chairman of the meeting. In the event that the chairman of the supervisory committee is unable or fails to perform his duties, a simple majority of the supervisors shall jointly select a supervisor to preside over and act as the chairman of the meeting. For a general meeting convened by the shareholders on their own initiative, a representative of shareholders elected by the convener shall preside over and act as the chairman of the meeting. When a general meeting is convened, if the person presiding over a general meeting violates the rules and procedures of the meeting and thereby the general meeting cannot proceed, upon the consent of a simple majority of the shareholders who attend the meeting and are entitled to vote thereat, the general meeting may elect a person to act as its chairman to continue the meeting.</p>	<p><del>9.2 For a general meeting convened by the supervisory committee on its own initiative, the chairman of the supervisory committee shall preside over and act as the chairman of the meeting. In the event that the chairman of the supervisory committee is unable or fails to perform his duties, a simple majority of the supervisors shall jointly select a supervisor to preside over and act as the chairman of the meeting. For a general meeting convened by the shareholders on their own initiative, a representative of shareholders elected by the convener shall preside over and act as the chairman of the meeting. When a general meeting is convened, if the person presiding over a general meeting violates the rules and procedures of the meeting and thereby the general meeting cannot proceed, upon the consent of a simple majority of the shareholders who attend the meeting and are entitled to vote thereat, the general meeting may elect a person to act as its chairman to continue the meeting.</del></p>
<p>9.3 The chairman of the meeting shall declare the commencement of the meeting at the scheduled time, but the commencement of the meeting may be declared after the scheduled time if any of the following circumstances arises:</p> <p>(1) directors and supervisors have not yet arrived; or</p> <p>(2) there exists any other significant causes.</p>	<p>9.31 The chairman of the meeting shall declare the commencement of the meeting at the scheduled time, but the commencement of the meeting may be declared after the scheduled time if any of the following circumstances arises:</p> <p>(1) directors <del>and supervisors</del> have not yet arrived; or</p> <p>(2) there exists any other significant causes.</p>

Before amendments	After amendments
<p>9.5 After announcing the agenda of the general meeting, the chairman of the meeting shall read out the proposed resolutions and shall, where necessary, request the individual proposing the resolution to explain the proposed resolution;</p> <p>(1) if the Board makes the proposal, the Chairman, or other directors or the secretary to the Board appointed by the chairman, shall explain the proposed resolution; or</p> <p>(2) for any other individual who makes the proposal, the individual proposing the resolution or his or her proxy shall explain the proposed resolution.</p>	<p>9.53 After announcing the agenda of the general meeting, the chairman of the meeting shall read out the proposed resolutions and shall, where necessary, request the individual proposing the resolution to explain the proposed resolution;</p> <p>(1) if the Board makes the proposal, the Chairman, or other directors or the secretary to the Board appointed by the chairman, shall explain the proposed resolution; or</p> <p>(2) for any other individual who makes the proposal, the individual proposing the resolution or his or her proxy shall explain the proposed resolution.</p>
<p>9.7 For proposed resolutions to be resolved and included in the agenda of a general meeting, reasonable discussion time shall be allowed for each resolution before voting.</p>	<p>9.75 For proposed resolutions to be resolved and included in the agenda of a general meeting, reasonable discussion time shall be allowed for each resolution before voting.</p>
<p>9.8 In considering the proposed resolutions at a general meeting, no alteration shall be made to the relevant resolution; otherwise the alteration shall be deemed to be a new proposed resolution and shall not be voted on that general meeting.</p>	<p>9.86 In considering the proposed resolutions at a general meeting, no alteration <del>can</del> <b>shall</b> be made to the relevant resolution; otherwise the alteration shall be deemed to be a new proposed resolution and shall not be voted on that general meeting.</p>
<p>9.9 In voting on the election of directors and supervisors, the general meeting may adopt the cumulative voting system in accordance with the procedures stipulated in the Articles of Associations or resolutions of the general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means a system where in the election of directors or supervisors at a general meeting, the voting rights carried by each share is equal to the number of the directors or supervisors to be elected, and the voting rights held by a shareholder may be used collectively in voting.</p>	<p>9.97 In voting on the election of directors <del>and supervisors</del>, the general meeting may adopt the cumulative voting system in accordance with the <del>procedures stipulated in the Articles of Associations</del> or resolutions of the general meeting.</p> <p>The cumulative voting system referred to in the preceding paragraph means a system where in the election of directors <del>or supervisors</del> at a general meeting, the voting rights carried by each share is equal to the number of the directors <del>or supervisors</del> to be elected, and the voting rights held by a shareholder may be used collectively in voting.</p>

Before amendments	After amendments
<p>9.10 Except for the cumulative voting system, general meetings shall resolve on all proposed resolutions included in the agenda one by one, and shall not set aside or not vote on such resolutions (except in case of any special reasons such as force majeure which causes a suspension of the general meeting, or its inability to pass a resolution). Where different proposed resolutions for the same matter are proposed at the general meeting, such proposed resolutions shall be voted on and resolved in the chronological order in which they are proposed.</p>	<p>9.408 Except for the cumulative voting system, general meetings shall resolve on all proposed resolutions included in the agenda one by one, and shall not set aside or not vote on such resolutions (except in case of any special reasons such as force majeure which causes a suspension of the general meeting, or its inability to pass a resolution). Where different proposed resolutions for the same matter are proposed at the general meeting, such proposed resolutions shall be voted on and resolved in the chronological order in which they are proposed.</p>
<p>9.11 Each shareholder (including his proxies) shall exercise his voting rights to vote at a general meeting in accordance with the number of voting shares represented by him. Save for the situations stipulated by Article 9.10 herein, each share shall carry one vote.</p>	<p>9.449 Each shareholder (including his proxies) shall exercise his voting rights to vote at a general meeting in accordance with the number of voting shares represented by him. Save for the situations stipulated by Article 9.407 herein, each share shall carry one vote.</p>
<p>9.13 When a connected transaction is considered at a general meeting, the connected shareholder(s) shall abstain from voting, and the voting shares represented by him shall not be counted in the total number of valid votes. The voting results of shareholders shall be fully disclosed in the announcement of the resolutions on the general meeting.</p>	<p>9.4311 When a <b>related party</b> <del>connected</del> transaction is considered at a general meeting, <b>the related shareholders shall proactively declare the relationship to the general meeting and abstain from voting</b><del>the connected shareholder(s) shall abstain from voting</del>, and the voting shares represented by him shall not be counted in the total number of valid votes. <b>If a shareholder does not proactively declare their related party relationship and abstain from voting, other shareholders may request he/she to explain the situation and abstain from voting. The convener shall review whether the shareholder is a related shareholder and whether they should abstain from voting in accordance with relevant regulations.</b></p>

Before amendments	After amendments
	<p><b>Related shareholders who should abstain from voting may participate in discussions regarding the related transactions involving them and provide explanations and clarifications to the general meeting regarding the reasons for the related transactions, the basic details of the transactions, and whether the transactions are fair and legal.</b></p> <p>The voting results of shareholders shall be fully disclosed in the announcement of the resolutions on the general meeting.</p>
9.14 The voting at the general meeting shall be conducted in the form of poll with names recorded	9.14 <del>12</del> The voting at the general meeting shall be conducted in the form of poll with names recorded
9.15 When the shareholders are voting on the proposals of resolutions at a general meeting, the votes shall be counted and scrutinized by lawyer, auditor or representative of an institution such as Hong Kong Registrars Limited, and the voting results shall be announced forthwith at site. Voting results for the resolutions shall be recorded in the minutes of meeting.	9.15 <del>13</del> When the shareholders are voting on the proposals of resolutions at a general meeting, the votes shall be counted and scrutinized by lawyer, auditor or representative of an institution such as Hong Kong Registrars Limited, and the voting results shall be announced forthwith at site. Voting results for the resolutions shall be recorded in the minutes of meeting.
<p>9.16 Shareholders who attend a general meeting shall express one of the following opinions on the resolutions put to the vote:</p> <p>“for”, “against” or “abstain”.</p> <p>Any vote which is not completed or is completed wrongly or is illegible, or not casted shall be deemed to be a waiver by the voter of his voting right, and the voting result of the number of shares held by such voter shall be counted as abstention.</p>	<p>9.16<del>14</del> Shareholders who attend a general meeting shall express one of the following opinions on the resolutions put to the vote:</p> <p>“for”, “against” or “abstain”.</p> <p>Any vote which is not completed or is completed wrongly or is illegible, or not casted shall be deemed to be a waiver by the voter of his voting right, and the voting result of the number of shares held by such voter shall be counted as abstention.</p>



Before amendments	After amendments
<p>9.18 The chairman of the meeting shall be responsible for determining whether a resolution has been adopted pursuant to results of voting. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes. The Company shall announce the resolutions of the general meetings in accordance with applicable laws, regulations and the relevant provisions of the stock exchange on which the shares of the Company are listed.</p>	<p>9.18<del>16</del> The chairman of the meeting shall be responsible for determining whether a resolution has been adopted pursuant to results of voting. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes. The Company shall announce the resolutions of the general meetings in accordance with applicable laws, regulations and the relevant provisions of the stock exchange on which the shares of the Company are listed.</p>
<p><b>Article 10</b> Resolutions of the general meeting</p>	<p><b>Article 10</b> Resolutions of the general meeting</p>
<p>10.1 A general meeting shall resolve the proposed resolutions which are listed in the agenda of the meeting. Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.</p>	<p>10.1 A general meeting shall resolve the proposed resolutions which are listed in the agenda of the meeting. Resolutions of a general meeting are divided into ordinary resolutions and special resolutions.</p>
<p>10.2 Ordinary resolutions shall be adopted by votes represented more than one half of the voting rights of shareholders (including proxies) attending the general meeting. The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) the working reports of the Board and the supervisory committee;</p> <p>(2) the profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(3) the appointment and removal of the members of the Board and the supervisory committee, their remuneration and the method of payment thereof;</p> <p>(4) the annual budgets, financial accounts, balance sheets, income statement and other financial reports of the Company; and</p> <p>(5) such other matters except for those required by laws, administrative regulations or the Articles of Association to be adopted by special resolution.</p>	<p>10.2 Ordinary resolutions shall be adopted by votes represented <del>more than one half</del> <b>the majority</b> of the voting rights of shareholders (including proxies) attending the general meeting. The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(1) the working reports of the Board <del>and the supervisory committee</del>;</p> <p>(2) the profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(3) the appointment and removal of the <b>non-employee representative directors</b> <del>members of the Board and the supervisory committee</del>, their remuneration and the method of payment thereof;</p> <p><del>(4) the annual budgets, financial accounts, balance sheets, income statement and other financial reports of the Company; and</del></p> <p><del>(5)</del><b>(4)</b> such other matters except for those required by laws, administrative regulations or the Articles of Association to be adopted by special resolution.</p>

Before amendments	After amendments
<p>10.3 Special resolutions shall be adopted by votes represented more than two thirds of voting rights of shareholders (including proxies) attending the general meeting. The following matters shall be approved by special resolutions at general meeting:</p> <p>(1) the increase or reduction in share capital of the Company and the issue of shares of any class, warrants and other similar securities;</p> <p>(2) the issue of bonds of the Company;</p> <p>(3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) the amendments to the Articles of Association; and</p> <p>(5) such other matters stipulated by laws, administrative regulations, the Articles of Association and those confirmed by an ordinary resolution at a general meeting that such matter may have material impacts on the Company and is required to be approved by a special resolution.</p>	<p>10.3 Special resolutions shall be adopted by votes represented more than two thirds of voting rights of shareholders (including proxies) attending the general meeting. The following matters shall be approved by special resolutions at general meeting:</p> <p>(1) the increase or reduction <del>in share capital</del> of the <b>registered capital of</b> Company <del>and the issue of shares of any class, warrants and other similar securities;</del></p> <p>(2) the issue of bonds of the Company;</p> <p>(3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) the amendments to the Articles of Association; and</p> <p>(5) such other matters stipulated by laws, administrative regulations, the Articles of Association and those confirmed by an ordinary resolution at a general meeting that such matter may have material impacts on the Company and is required to be approved by a special resolution.</p>

Before amendments	After amendments
<p>11.1 Minutes of a general meeting shall be kept. The minutes shall record the following information:</p> <p>(1) the number of shareholders and proxies who attend the meeting, the total number of voting shares held by such persons, and the percentage of such shares in the total number of shares in the Company;</p> <p>(2) the date, venue, agenda of the meeting and the name of the convener;</p> <p>(3) the name of the persons presiding over the meeting and the names of the directors, chief member of the committees under the Board, supervisors, president and auditors who will attend or present at the meeting;</p> <p>(4) in respect of each proposed resolution, a summary of the process of considering the resolutions, opinions expressed and the voting results;</p> <p>(5) the inquiries or suggestions of shareholders and the corresponding answers or explanation;</p> <p>(6) names of the lawyer, vote counters and scrutinizers; and</p> <p>(7) such other matters which are considered by the general meeting or required by the provisions of the Articles of Association to be recorded in the minutes.</p>	<p>11.1 Minutes of a general meeting shall be kept. The minutes shall record the following information:</p> <p>(1) the number of shareholders and proxies who attend the meeting, the total number of voting shares held by such persons, and the percentage of such shares in the total number of shares in the Company;</p> <p>(2) the date, venue, agenda of the meeting and the name of the convener;</p> <p>(3) the name of the persons presiding over the meeting and the names of the directors, chief member of the committees under the Board, <del>supervisors, president</del> <b>general managers</b> and auditors who will attend or present at the meeting;</p> <p>(4) in respect of each proposed resolution, a summary of the process of considering the resolutions, opinions expressed and the voting results;</p> <p>(5) the inquiries or suggestions of shareholders and the corresponding answers or explanation;</p> <p>(6) names of the lawyer, vote counters and scrutinizers; and</p> <p>(7) such other matters which are considered by the general meeting or required by the provisions of the Articles of Association to be recorded in the minutes.</p>
<p>11.2 Minutes of a general meeting shall be signed by directors, chief member of the committees under the Board, supervisors, the convener or his proxy, and the person presiding over the meeting (the chairman of the meeting), etc.</p>	<p>11.2 Minutes of a general meeting shall be signed by directors, chief member of the committees under the Board, <b>the responsible person for information disclosure</b>, <del>supervisors</del>, the convener or his proxy, and the person presiding over the meeting (the chairman of the meeting), etc., <b>and truthfulness, accuracy and completeness thereof shall be ensured.</b></p>

<b>Before amendments</b>	<b>After amendments</b>
11.3 The secretary to the Board shall be responsible for keeping written information including the register of attendees, power of attorney, photocopies of identity proof, voting statistics, minutes of the meeting and resolutions of general meetings for 10 years.	11.3 The secretary to the Board shall be responsible for keeping written information including the register of attendees, power of attorney, photocopies of identity proof, voting statistics, minutes of the meeting and resolutions of general meetings for 10 years.
<b>Article 18</b> These Rules are subject to the interpretation by the general meeting.	<b>Article 18</b> These Rules are subject to the interpretation by the general meeting.
<b>Article 19</b> These Rules shall come into effect from the date of adoption upon consideration at the general meeting. The general meeting may amend these Rules in accordance with provisions of relevant laws, regulations and the actual situation of the Company.	<b>Article 19</b> These Rules shall come into effect from the date of adoption upon consideration at the general meeting. The general meeting may amend these Rules in accordance with provisions of relevant laws, regulations and the actual situation of the Company.

*Note:* apart from the above amendments, changes to other chapters and clause numbers are no longer listed and are directly adjusted.

In the event of any inconsistency between the Chinese version and English version of this appendix, the Chinese version shall prevail.

## PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES FOR MEETINGS OF THE BOARD

To further standardize the Board's works, improve the standardization and effectiveness of the Board's operations, continuously improve the operational efficiency and level of the Board, prevent decision-making risks, and promote the sustainable and healthy development of the Company, according to relevant laws, regulations and normative documents, as well as the actual needs of business development of the Company, the Board approved and proposed certain amendments to the existing Rules and Procedures for Meetings of the Board on 31 October 2025 ("**Proposed Amendments to the Rules and Procedures for Meetings of the Board**").

### COMPARISON TABLE IN RELATION TO AMENDMENTS TO RULES AND PROCEDURES FOR MEETINGS OF THE BOARD

Before Amendments	After Amendments
<p><b>Article 1</b> In order to further standardize the work of the Board of Directors of Capinfo Company Limited (hereinafter referred to as the "Company"), to improve the standardization and effectiveness of the Board of Directors' operation, continuously improve the operational efficiency and standard of the Board of Directors, prevent decision-making risks, and promote the sustainable and healthy corporate development, these Rules are formulated in accordance with laws and regulations and regulatory documents including the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules"), the Law of the People's Republic of China on the State-owned Assets of Enterprises, the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises as well as the relevant requirements set out in the Articles of Association of Capinfo Company Limited (hereinafter referred to as the "Articles of Association") and the Implementation Methods of Capinfo Company Limited to adhere to implement the "Three Importance and One Large" Decision-making System (hereinafter referred to as the "Implementation Methods of Three Importance and One Large").</p>	<p><b>Article 1</b> In order to further standardize the work of the Board of Directors of Capinfo Company Limited (hereinafter referred to as the "Company"), to improve the standardization and effectiveness of the Board of Directors' operation, continuously improve the operational efficiency and standard of the Board of Directors, prevent decision-making risks, and promote the sustainable and healthy corporate development, these Rules are formulated in accordance with laws and regulations and regulatory documents including the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules"), the Law of the People's Republic of China on the State-owned Assets of Enterprises, the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises as well as the relevant requirements set out in the Articles of Association of Capinfo Company Limited (hereinafter referred to as the "Articles of Association") and the Implementation Methods of Capinfo Company Limited to adhere to implement the "Three Importance and One Large" Decision-making System (hereinafter referred to as the "Implementation Methods of Three Importance and One Large").</p>

Before Amendments	After Amendments
<p><b>Article 3</b> The Company shall establish a Board of Directors. The Board of Director shall comprise twelve Directors, of which two shall be executive Directors, five shall be non-executive Directors appointed by the shareholders, and five shall independent non-executive Directors. At least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with the Listing Rules; and at least one of the independent non-executive Directors shall be an expert with influence in information technology or digital economy industries (hereinafter referred to as the “Industry Expert Director”). Independent non-executive Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven Directors. The external Directors (namely, who do not hold a position in the Company, including independent non-executive Directors) shall comprise one half or more of the Board of Directors. The composition of Board of Directors shall be in accordance with the Articles of Association. Directors shall be elected or replaced at the general meeting each with a term of three years. The term of a Director is renewable by re-election upon expiry. A Director, before his term of office is expired, shall not be removed by the general meeting without cause. The term of a Director shall last from the date of his appointment till the date of expiration of the current session of the Board.</p>	<p><b>Article 3</b> The Company shall establish a Board of Directors. The Board of Director shall comprise twelve Directors, of which two shall be executive Directors, <b>one shall be employee representative Director</b>, five shall be non-executive Directors appointed by the shareholders, and <del>five</del><b>four</b> shall be independent non-executive Directors. At least one of which shall be qualified appropriately in professional qualification or in accounting or related financial management in accordance with the Listing Rules; and at least one of the independent non-executive Directors shall be an expert with influence in information technology or digital economy industries (hereinafter referred to as the “Industry Expert Director”). Independent non-executive Directors refer to Directors who are independent of the shareholders of the Company and do not hold any position within the Company. The Board of Directors shall include one Chairman and eleven Directors. The external Directors (namely, who do not hold a position in the Company, including independent non-executive Directors) shall comprise one half or more of the Board of Directors. The composition of Board of Directors shall be in accordance with the Articles of Association. <b>Employee representative directors are elected by the Company’s employees through employee representative meetings, employee meetings, or other democratic means.</b> Directors shall be elected or replaced at the general meeting each with a term of three years. The term of a Director is renewable by re-election upon expiry. A Director, before his term of office is expired, shall not be removed by the general meeting without cause. The term of a Director shall last from the date of his appointment till the date of expiration of the current session of the Board.</p>

Before Amendments	After Amendments
<p><b>Article 4</b> Specialised committees under the Board are specialized working bodies within the Board, which conduct fundamental research and provide professional advice and recommendations to the Board on important matters to be considered by the Board or other matters delegated by the Board. Specialised committees are set up by the Board depending on the work required. Members of the specialised committees shall be elected by the Board of Directors, and the resolutions of the committees shall be valid subject to the approval of a simple majority of all the members thereof. The respective work and duties of the specialised committees shall be subject to their respective rules of work.</p>	<p><b>Article 4</b> Specialised committees under the Board are specialized working bodies within the Board, which conduct fundamental research and provide professional advice and recommendations to the Board on important matters to be considered by the Board or other matters delegated by the Board. Specialised committees are set up by the Board depending on the work required. Members of the specialised committees shall be elected by the Board of Directors, and the resolutions of the committees shall be valid subject to the approval of a simple majority of all the members thereof. <del>The respective work and duties of the specialised committees shall be subject to their respective rules of work.</del></p> <p><b>(I) Strategic Committee</b></p> <p><b>The strategic committee shall consist of three to five directors, including at least one independent non-executive director. The strategic committee primarily exercises the following powers:</b></p> <ol style="list-style-type: none"> <li><b>1. to conduct research and make recommendations on the Company’s long-term development strategy;</b></li> <li><b>2. to conduct research and make recommendations on the Company’s significant investments and financing plans;</b></li> <li><b>3. to conduct research and make recommendations on the Company’s significant capital operations and asset management projects;</b></li> <li><b>4. to perform other duties as required by laws and regulations, and the Company’s “Strategic Committee Work Rules”.</b></li> </ol>

Before Amendments	After Amendments
	<p data-bbox="810 331 1350 363"><b>(II) Remuneration and Appraisal Committee</b></p> <p data-bbox="810 410 1390 625">The remuneration and appraisal Committee shall consist of three to five directors, of whom independent non-executive directors shall constitute the majority. The remuneration and appraisal Committee shall primarily exercise the following powers:</p> <ol data-bbox="810 672 1390 1187" style="list-style-type: none"> <li data-bbox="810 672 1390 887">1. to make recommendation to the Board on the overall remuneration policy, remuneration structure, and appraisal standards for the Company’s directors, and senior management personnel, based on the Company’s business policies and objectives;</li> <li data-bbox="810 934 1390 1038">2. to make recommendations to the Board on the remuneration packages of individual executive directors and senior management personnel;</li> <li data-bbox="810 1085 1390 1187">3. to perform other duties as required by laws and regulations, and the Company’s “Remuneration and Appraisal Committee Work Rules”.</li> </ol> <p data-bbox="810 1234 1150 1266"><b>(III) Nomination Committee</b></p> <p data-bbox="810 1312 1390 1527">The nomination committee shall consist of three to five directors, of whom independent non-executive directors shall constitute a majority, and shall have at least one member of the opposite gender. The nomination committee shall primarily exercise the following powers:</p> <ol data-bbox="810 1574 1390 1783" style="list-style-type: none"> <li data-bbox="810 1574 1390 1636">1. to make recommendations to the Board on the size and composition of the Board;</li> <li data-bbox="810 1683 1390 1783">2. to review the criteria and procedures for selecting directors and make recommendations to the Board;</li> </ol>



Before Amendments	After Amendments
	<p>3. to make recommendations to the Board on the appointment or reappointment of directors and on director succession plans;</p> <p>4. to perform other duties as required by laws, regulations, and the Company’s “Nomination Committee Work Rules”.</p> <p>(IV) Audit Committee</p> <p>The audit committee shall consist of at least three directors, all of whom shall be non-executive directors, and the majority of members (including the chairman) shall be independent persons. At least one of the members shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. The chairman shall also be an independent non-executive director. The main duties of the Audit Committee are:</p> <p>1. to propose the appointment or replacement of an external audit firm;</p> <p>2. to supervise the Company’s internal audit system and its implementation;</p> <p>3. to be responsible for communication between internal and external audits;</p> <p>4. to regularly evaluate the work of the Company’s finance and audit departments, as well as the work of their respective heads;</p> <p>5. to inspect the Company’s finance and review its financial information and its disclosure;</p> <p>6. to exercise the powers of the Board of Supervisors as provided for in the Company Law;</p>

Before Amendments	After Amendments
	<p data-bbox="810 331 1390 476"><b>7. to perform other duties as required by laws and regulations, the Company’s Articles of Association, and the Company’s “Audit Committee Work Rules”.</b></p> <p data-bbox="810 519 1267 551"><b>(V) Legal and Compliance Committee</b></p> <p data-bbox="810 595 1390 851"><b>The legal and compliance committee shall consist of three directors. Members shall possess the necessary legal knowledge and be familiar with the Company’s operations and management. They shall be nominated by the chairman and elected by the Board. The main responsibilities of the legal and Compliance committee are:</b></p> <p data-bbox="810 895 1390 963"><b>1. to understand the establishment and operation of the Company’s legal and compliance systems;</b></p> <p data-bbox="810 1008 1390 1115"><b>2. to supervise and evaluate the Company’s legal and compliance management work, and inspect the Company’s compliance with laws and regulations;</b></p> <p data-bbox="810 1159 1390 1304"><b>3. to review the Company’s organizational structure and responsibilities for legal governance, the annual legal and compliance work plan, and progress reports;</b></p> <p data-bbox="810 1349 1390 1451"><b>4. to perform other duties as required by laws and regulations, and the Company’s “Legal and Compliance Committee Work Rules”.</b></p>

Before Amendments	After Amendments
/	<p><b>Article 5</b> The Company shall have independent non-executive directors. The selection, powers and responsibilities of independent non-executive directors shall be carried out in accordance with the relevant provisions of laws, administrative regulations, and the Listing Rules.</p> <p>To fully leverage on the role of independent non-executive directors, in addition to the powers conferred upon directors by laws, regulations, normative documents and these Articles of Association, independent non-executive directors of the Company shall also have the following special powers:</p> <p>(1) related party transactions which require consideration by general meetings shall be submitted to the Board for discussion after approval by independent non-executive directors. Independent non-executive directors may engage an intermediary agency to issue an independent financial advisor report before making a judgment;</p> <p>(2) to propose to the Board the appointment or dismissal of an accounting firm;</p> <p>(3) to request the Board to convene an extraordinary shareholders' meeting;</p> <p>(4) to propose the convening of a board meeting;</p> <p>(5) to independently engage external auditing and consulting firms;</p> <p>(6) to publicly solicit shareholder voting rights before a general meeting.</p> <p>The exercise of the above powers by independent non-executive directors shall require the consent of more than half of all independent non-executive directors.</p>

Before Amendments	After Amendments
<p><b>Article 11</b> The chairman of the Board is the primary responsible person for the effective operation of the Board, and is responsible for establishing and continuously improving the working system and working organization of the Board to promote the standardized and effective operation of the Board. The chairman of the Board shall be elected and removed by a simple majority of Directors. The chairman of the Board is the legal representative of the Company, who shall exercise the following functions and powers:</p> <p>(1) to preside over the general meetings and to convene and preside over meetings of the Board;</p> <p>(2) to examine the implementation of resolutions passed by the Board;</p> <p>(3) to sign the share certificates issued by the Company;</p> <p>(4) to exercise other functions and powers conferred by the Board of Directors and the Articles of Association</p>	<p><b>Article 142</b> The chairman of the Board is the primary responsible person for the effective operation of the Board, and is responsible for establishing and continuously improving the working system and working organization of the Board to promote the standardized and effective operation of the Board. The chairman of the Board shall be elected and removed by a simple majority of Directors. The chairman of the Board is the legal representative of the Company, who shall exercise the following functions and powers:</p> <p>(1) to preside over the general meetings and to convene and preside over meetings of the Board;</p> <p>(2) to examine the implementation of resolutions passed by the Board;</p> <p>(3) to sign the share certificates issued by the Company;</p> <p>(4) to exercise other functions and powers conferred by the Board of Directors and the Articles of Association.</p>
<p><b>Article 18</b> The Board secretary shall be responsible for communication between the Board of Directors and the general meeting, Board of Supervisors (Supervisors), the Party Committee and managers.</p>	<p><b>Article 189</b> The Board secretary shall be responsible for communication between the Board of Directors and the general meeting, <del>Board of Supervisors</del> (Supervisors), the Party Committee and managers.</p>

Before Amendments	After Amendments
<p><b>Article 23</b> Under any of the following circumstances, an extraordinary Board meeting is generally convened and presided by the chairman of the Board within 10 working days from the receipt of eligible proposal:</p> <p>(1) as proposed By the Party Committee;</p> <p>(2) as deemed necessary by the chairman of the Board;</p> <p>(3) as jointly proposed by three or more Directors;</p> <p>(4) as proposed by two or more independent non-executive Directors;</p> <p>(5) as proposed by the specialised committees of the Board;</p> <p>(6) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(7) as proposed by the supervisory committee of the Company;</p> <p>(8) as proposed by the general manager;</p> <p>(9) other circumstances specified in the Articles of Association.</p>	<p><b>Article 234</b> Under any of the following circumstances, an extraordinary Board meeting is generally convened and presided by the chairman of the Board within 10 working days from the receipt of eligible proposal:</p> <p>(1) as proposed By the Party Committee;</p> <p>(2) as deemed necessary by the chairman of the Board;</p> <p>(3) as jointly proposed by three or more Directors;</p> <p>(4) as proposed by two or more independent non-executive Directors;</p> <p><del>(5) as proposed by the specialised committees of the Board;</del></p> <p><del>(65)</del> as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p><del>(7) as proposed by the supervisory committee of the Company;</del></p> <p><del>(86)</del> as proposed by the general manager;</p> <p><del>(97)</del> other circumstances specified in the Articles of Association.</p>

Before Amendments	After Amendments
<p><b>Article 29</b> The Board office shall serve notice of the meeting to all Directors at least fourteen days before a regular meeting and at least five days before an extraordinary meeting. Such notice shall be copied to all supervisors attending the Board meeting and other attendees. Directors shall inform the Company by telephone, facsimile, email, etc. whether he will attend the meeting three days before the meeting is convened. Notice of meetings shall be issued by the chairman of the Board and generally include the following:</p> <ul style="list-style-type: none"> <li>(1) the time, place and date of the meeting;</li> <li>(2) the manner of convening the meeting;</li> <li>(3) the reasons and subject matters;</li> <li>(4) the date of the notice;</li> <li>(5) the contact person and contact information.</li> </ul> <p>The notice of Board meetings may be given by hand, facsimile, courier, email, etc. Where three or more Directors or the general managers of the Company propose(s) resolutions in respect of urgent matters after the notice of Board meeting is served but three days before the Board meeting is convened, such proposals may be treated as the supplemental or amended documents of the meeting materials, and be served to the Directors of the Company in writing by post or email, and be discussed, considered and resolved at the Board meeting. With consent by a simple majority of all Directors, the advance notice requirement may be waived, and such Board meeting can be convened promptly as necessary.</p>	<p><b>Article 2309</b> The Board office shall serve notice of the meeting to all Directors at least fourteen days before a regular meeting and at least five days before an extraordinary meeting. Such notice shall be copied to <del>all supervisors attending the Board meeting and other attendees.</del> Directors shall inform the Company by telephone, facsimile, email, etc. whether he will attend the meeting three days before the meeting is convened. Notice of meetings shall be issued by the chairman of the Board and generally include the following:</p> <ul style="list-style-type: none"> <li>(1) the time, place and date of the meeting;</li> <li>(2) the manner of convening the meeting;</li> <li>(3) the reasons and subject matters;</li> <li>(4) the date of the notice;</li> <li>(5) the contact person and contact information.</li> </ul> <p>The notice of Board meetings may be given by hand, facsimile, courier, email, etc. Where three or more Directors or the general managers of the Company propose(s) resolutions in respect of urgent matters after the notice of Board meeting is served but three days before the Board meeting is convened, such proposals may be treated as the supplemental or amended documents of the meeting materials, and be served to the Directors of the Company in writing by post or email, and be discussed, considered and resolved at the Board meeting. With consent by a simple majority of all Directors, the advance notice requirement may be waived, and such <b>extraordinary</b> Board meeting can be convened promptly as necessary.</p>

Before Amendments	After Amendments
<p><b>Article 30</b> The documents, information and other materials provided to the Directors shall be true, accurate and complete so as to enable the Directors to have a timely, accurate and comprehensive understanding of the subject matters to be discussed at the Board meetings. If, prior to a Board meeting, a Director considers that the content of the agenda item is unclear or non-specific or the materials is insufficient, he/she may request the relevant department or personnel through the Board secretary for additional information or further explanation. When one fourth or more of the Directors or two or more external Directors believe that the information is insufficient or argument concerning the issue is unclear, they may jointly propose to postpone the consideration of the topic, which shall be adopted by the Board of Directors. The Board office shall promptly send notice to the Directors, supervisors and attendees upon receipt of a written request from the Directors to suspend part of the agenda of a Board meeting.</p>	<p><b>Article 301</b> The documents, information and other materials provided to the Directors shall be true, accurate and complete so as to enable the Directors to have a timely, accurate and comprehensive understanding of the subject matters to be discussed at the Board meetings. If, prior to a Board meeting, a Director considers that the content of the agenda item is unclear or non-specific or the materials is insufficient, he/she may request the relevant department or personnel through the Board secretary for additional information or further explanation. When one fourth or more of the Directors or two or more external Directors believe that the information is insufficient or argument concerning the issue is unclear, they may jointly propose to postpone the consideration of the topic, which shall be adopted by the Board of Directors. The Board office shall promptly send notice to the Directors, <del>supervisors</del> and attendees upon receipt of a written request from the Directors to suspend part of the agenda of a Board meeting.</p>
<p><b>Article 33</b> The general managers (if not a director), members of the Board of Supervisors (Supervisors) and secretary to the Board shall attend the Board meetings. The secretary of the discipline committee, the financial controller and the general legal adviser attend Board meetings in accordance with relevant regulations. Depending on the circumstances of the subject matter, and with the consent of the chairman of the Board, the secretary to the Board may notify other relevant persons to attend the Board meeting. Members of the Board of Directors of the Company and attendees shall not divulge the contents of Board meetings to any outsiders.</p>	<p><b>Article 334</b> The general managers (if not a director); <del>members of the Board of Supervisors (Supervisors)</del> and secretary to the Board shall attend the Board meetings. The secretary of the discipline committee, the financial controller and the general legal adviser attend Board meetings in accordance with relevant regulations. Depending on the circumstances of the subject matter, and with the consent of the chairman of the Board, the secretary to the Board may notify other relevant persons to attend the Board meeting. Members of the Board of Directors of the Company and attendees shall not divulge the contents of Board meetings to any outsiders.</p>
<p><b>Article 34</b> A Board meeting shall be convened and chaired by the chairman of the Board. If the chairman of the Board is unable to convene and chair the meeting for any reason, a Director jointly elected by a simple majority (including half) of Directors shall convene and chair the meeting.</p>	<p><b>Article 345</b> A Board meeting shall be convened and chaired by the chairman of the Board. If the chairman of the Board is unable to convene and chair the meeting for any reason, a Director jointly elected by <del>a simple majority (including half)</del> <b>the chairman or more than half</b> of Directors shall convene and chair the meeting.</p>

Before Amendments	After Amendments
<p><b>Article 37</b> Where a Director fails to attend a Board meeting or fails to appoint a proxy to attend such meeting, he shall be deemed to have abstained from voting at such meeting, but his liability to the relevant resolution is not thereby waived. Where a Director fails to attend two consecutive Board meetings in person or appoint another Director to attend or vote on the Board meetings without any reason, he shall be deemed to be unable to perform his duties, and the Board of Directors may accordingly propose to the general meeting for replacement. Pursuant to the provisions of the Articles of Association, a Director who is unable to perform his duties shall not have voting rights on all proposed resolutions before his replacement at the general meeting. Any Director disqualified in accordance with the laws shall also have no voting rights.</p>	<p><b>Article 378</b> Where a Director fails to attend a Board meeting or fails to appoint a proxy to attend such meeting, he shall be deemed to have abstained from voting at such meeting, but his liability to the relevant resolution is not thereby waived. Where a Director fails to attend two consecutive Board meetings in person or appoint another Director to attend or vote on the Board meetings without any reason, he shall be deemed to be unable to perform his duties, and the Board of Directors may accordingly propose to the general meeting for replacement. Pursuant to the provisions of the Articles of Association, a Director who is unable to perform his duties shall not have voting rights on all proposed resolutions before his replacement at the general meeting. Any Director disqualified in accordance with the laws shall also have no voting rights.</p>



Before Amendments	After Amendments
<p><b>Article 39</b> Resolutions of Board meetings can be ordinary resolutions or special resolutions. An ordinary resolution of the Board of Directors must be approved by more than half of all Directors; a special resolution of the Board of Directors must be approved by more than two-thirds (including two-thirds) of all Directors. The following matters shall be approved by special resolutions:</p> <p>(1) formulation of proposals for the increase or reduction of the registered capital of the Company;</p> <p>(2) formulation of proposals for the issue of the bonds of the Company;</p> <p>(3) formulation of proposals for merger, division or dissolution of the Company;</p> <p>(4) formulation of proposals for amendments to the Articles of Association;</p> <p>(5) such other matters so stipulated by laws, regulations or the Articles of Association.</p> <p>The resolutions of the Board shall truthfully reflect the voting of Directors at the meeting and summarise accurately and briefly the decisions made and the requirements set out in respect of the subject matters of the meeting by the Directors Each Director shall have one vote when voting on the resolution of the Board of Directors. There are three ways of voting, namely, voting in writing, voting by hands and verbal voting. The chairperson of the meeting shall determine the way of voting based on the subject matters for discussion.</p>	<p><b>Article 3409</b> Resolutions of Board meetings can be ordinary resolutions or special resolutions. An ordinary resolution of the Board of Directors must be approved by more than half of all Directors; a special resolution of the Board of Directors must be approved by more than two-thirds (including two-thirds) of all Directors. The following matters shall be approved by special resolutions:</p> <p>(1) formulation of proposals for the increase or reduction of the registered capital of the Company;</p> <p>(2) formulation of proposals for the issue of the bonds of the Company;</p> <p>(3) formulation of proposals for merger, division or dissolution <b>and change of company form</b> of the Company;</p> <p>(4) formulation of proposals for amendments to the Articles of Association;</p> <p>(5) such other matters so stipulated by laws, regulations or the Articles of Association.</p> <p>The resolutions of the Board shall truthfully reflect the voting of Directors at the meeting and summarise accurately and briefly the decisions made and the requirements set out in respect of the subject matters of the meeting by the Directors Each Director shall have one vote when voting on the resolution of the Board of Directors. There are three ways of voting, namely, voting in writing, voting by hands and verbal voting. The chairperson of the meeting shall determine the way of voting based on the subject matters for discussion.</p>

Before Amendments	After Amendments
<p>The voting opinions of the directors are categorised as for, against or abstain. Directors shall choose only one opinion of the above; if a Director makes no choice or chooses two or above opinions at the same, the chairperson of the meeting shall request him/her to make a choice or choose once again and deem as abstain shall he/she refuses; a Director who leaves the meeting halfway and fail to authorise another Director to vote on his/her behalf on any matter not yet discussed by the Board of Directors is also deemed as abstain, but his/her voting which has already been made shall be valid. In principle, the meeting of the Board of Directors shall not consider subject matters not listed in the notice of the meeting. Under special circumstances, extraordinary matters may be considered and voted upon with the unanimous consent of all Directors of the Company.</p>	<p>The voting opinions of the directors are categorised as for, against or abstain. Directors shall choose only one opinion of the above; if a Director makes no choice or chooses two or above opinions at the same, the chairperson of the meeting shall request him/her to make a choice or choose once again and deem as abstain shall he/she refuses; a Director who leaves the meeting halfway and fail to authorise another Director to vote on his/her behalf on any matter not yet discussed by the Board of Directors is also deemed as abstain, but his/her voting which has already been made shall be valid. In principle, the meeting of the Board of Directors shall not consider subject matters not listed in the notice of the meeting. Under special circumstances, extraordinary matters may be considered and voted upon with the unanimous consent of all Directors of the Company.</p>
<p><b>Article 41</b> Directors shall attend Board meetings seriously and in a responsible manner and express clear opinions and suggestions for matters of the Company under discussion. Where there is conflict of interests between the Directors and the Company, they shall act in the best interest of the Company. When a Director has connected relationship with an enterprise involved in the subject matter to be considered at a Board meeting, he/she shall withdraw from voting and submit a written explanation of the reasons for withdrawing to the Board secretary. Where any Director is required to withdraw from voting, the Board meeting may be held by the presence of a majority of the uninterested Directors, and the resolutions made at the Board meeting shall be passed by the votes of the uninterested directors in accordance with the voting mechanism stipulated in these Rules and the Articles of Association. Directors who are required to withdraw from voting shall not be counted in the quorum in the vote counting.</p>	<p><b>Article 412</b> Directors shall attend Board meetings seriously and in a responsible manner and express clear opinions and suggestions for matters of the Company under discussion. Where there is conflict of interests between the Directors and the Company, they shall act in the best interest of the Company. When a Director has <del>connected</del> <b>related party</b> relationship with an enterprise involved in the subject matter to be considered at a Board meeting, he/she shall withdraw from voting and submit a written explanation of the reasons for withdrawing to the Board secretary. Where any Director is required to withdraw from voting, the Board meeting may be held by the presence of a majority of the <del>uninterested</del> Directors <b>with no related party relationship</b>, and the resolutions made at the Board meeting shall be passed by the votes of the <del>uninterested</del> directors <b>with no related party relationship</b> in accordance with the voting mechanism stipulated in these Rules and the Articles of Association. Directors who are required to withdraw from voting shall not be counted in the quorum in the vote counting.</p>

Before Amendments	After Amendments
<b>Article 53</b> Where any matter is not covered by these Rules or where these Rules are inconsistent with the laws, regulations and regulatory documents, those laws, regulations, and regulatory documents shall prevail.	<b>Article 534</b> Where any matter is not covered by these Rules or where these Rules are inconsistent with the laws, regulations and regulatory documents, <b>and the Articles of Association</b> , those laws, regulations, and regulatory documents shall prevail.
<b>Article 55</b> The Board of Directors shall formulate these Rules and Procedures, which shall become effective and be implemented upon approval at a general meeting from the date of the approval of the corresponding amendments to the Articles of Association.	<b>Article 556</b> The Board of Directors shall formulate these Rules and Procedures, which shall become effective and be implemented upon approval at a general meeting <del>from the date of the approval of the corresponding amendments to the Articles of Association.</del>

Notes: Apart from the above amendments, changes to other chapters and clause numbers are no longer listed and are directly adjusted. The “Articles of Association” shall be uniformly revised to the Articles of Association and the relevant amendments shall no longer be listed.

The above-mentioned Proposed Amendments to the Rules and Procedures for Meetings of the Board are subject to the approval of the Shareholders by way of a special resolution at the EGM. The existing rules will be renumbered accordingly upon the Proposed Amendments to the Rules and Procedures for Meetings of the Board and other provisions in the Rules and Procedures for Meetings of the Board remain unchanged. The Proposed Amendments to the Rules and Procedures for Meetings of the Board are written in Chinese and English. Both language versions are valid. In the case of discrepancy, the Chinese version shall prevail.

Mr. Hu Yong, aged 43, currently serves as the department manager of the asset management department at Beijing Industrial Developing Investment Management Co., Ltd (北京工業發展投資管理有限公司), a director of BAIC BluePark New Energy Technology Co., Ltd. (北汽藍谷新能源科技股份有限公司), a non-executive director of Dynagreen Environmental Protection Group Co., Ltd.\* (綠色動力環保集團股份有限公司), a legal representative and director of Beijing Guozhichuangke Education Technology Co., Ltd. (北京國智創科教育科技有限公司). He previously worked at KPMG Huazhen LLP, Tianjin Yufeng Equity Investment Management Co. Ltd.\* (天津裕豐股權投資管理有限公司), and the Beijing Branch of Shenzhen Jingxin Jialong Investment Management Co. Ltd.\* (深圳京信嘉隆投資管理有限公司), with extensive experience in finance and equity investment. Mr. Hu Yong graduated from Dongbei University of Finance and Economics in 2005 with a bachelor's degree in Tourism Management and from Beijing International Studies University in 2008 with a master's degree in Tourism Management.

Save as disclosed above, Mr. Hu Yong does not hold any position within the Company or other members of the Group, nor has he hold any directorship in any other public listed companies in the last three years.

Subject to approval from the Shareholders at the 2025 Third EGM, the Company will enter into a service contract with Mr. Hu Yong. Mr. Hu Yong's office as Director shall remain effective up to the expiration date of the term of the ninth session of the Board, and is subject to retirement or re-election in accordance with the Articles of Association. Mr. Hu Yong will not receive any remuneration in respect of his office as non-executive Director, if being appointed. As at the Latest Practicable Date, Mr. Hu Yong does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Hu Yong is not connected with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Other than disclosed above, there are no other matters relating to the election of Mr. Hu Yong as Director that need to be brought to the attention of the Shareholders and there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF 2025 THIRD EGM

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**CAPINFO**  
**CAPINFO COMPANY LIMITED\***  
**首都信息發展股份有限公司**

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

### NOTICE OF 2025 THIRD EGM

NOTICE IS HEREBY GIVEN THAT the 2025 third extraordinary general meeting (the “EGM”) of Capinfo Company Limited\* (首都信息發展股份有限公司) (the “Company”) will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on Friday, 28 November 2025 at 10:00 a.m. for the following purposes:

#### SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association in relation to the dissolution of the Board of Supervisors and the abolition of the Rules and Procedures for Meetings of the Board of Supervisors, and to consider and approve other relevant amendments to the Articles of Association.
2. To consider and approve the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system.
3. To consider and approve the proposed amendments to the Articles of Association in relation to the amendments to business scope.
4. To consider and approve the proposed amendment of the Rules and Procedures for General Meetings, other than the matter concerning the abolition of class meeting system.
5. To consider and approve the proposed amendment of the Rules and Procedures for Meetings of the Board.

#### ORDINARY RESOLUTIONS

6. To elect Mr. Hu Yong as a non-executive Director of the ninth session of the Board of the Company.
7. To remove Mr. Jiang Wei as the non-executive Director of the ninth session of the Board of the Company.

By order of the Board  
**CAPINFO COMPANY LIMITED\***  
**Yu Donghui**  
*Chairman*

Beijing, the People's Republic of China, 10 November 2025

\* For identification purpose only

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## NOTICE OF 2025 THIRD EGM

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*Notes:*

1. The register of shareholders of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both days inclusive), during which period no transfer of the Company's shares will be registered. In order to be entitled to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (applicable for H shares) or the office of the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (applicable for domestic shares) not later than 4:30 p.m. on Monday, 24 November 2025.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a shareholder of the Company
3. A proxy form of the EGM is enclosed. In order to be valid, the proxy form must be under the hand of the appointor or his/her/its attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of the director or attorney duly authorized.
4. The proxy form should be delivered to the Company's H shares registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H Shares) or the office of the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China (in the case of Domestic Shares) not less than 24 hours before the time appointed for holding of the EGM (i.e. not later than 27 November 2025 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
5. In accordance with the requirement of the Articles of Association of the Company and Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
6. The biographical details of the candidate proposed to be elected as non-executive Director of the Company are set out in the circular in connection with the proposed election of non-executive Director dispatched to the shareholders of the Company on 10 November 2025.

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

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## NOTICE OF 2025 FIRST DOMESTIC SHARE CLASS MEETING

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**CAPINFO**  
**CAPINFO COMPANY LIMITED\***  
**首都信息發展股份有限公司**

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

### NOTICE OF 2025 FIRST DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 first domestic share class meeting (the “**2025 First Domestic Share Class Meeting**”) of Capinfo Company Limited\* (首都信息發展股份有限公司) (the “**Company**”) will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on Friday, 28 November 2025 at 10:30 a.m. (or immediately after the end of the 2025 Third EGM) to consider and, if thought fit, approve the following resolution:

#### SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system.

By order of the Board  
**CAPINFO COMPANY LIMITED\***  
**Yu Donghui**  
*Chairman*

Beijing, the People's Republic of China, 10 November 2025

*Notes:*

**(1) Voting arrangements**

No Domestic Shareholder is required to abstain from voting in respect of the resolution to approve the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system at the 2025 First Domestic Share Class Meeting.

**(2) Registration procedures for Attending the 2025 First Domestic Share Class Meeting**

Holders of Domestic Shares shall note that pursuant to Rule 13.39 of the Listing Rules of the Stock Exchange, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both days inclusive) during which no transfer of Domestic Shares will be registered. In order to qualify for attending and voting at the 2025 First Domestic Share Class Meeting, all transfers of Domestic Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China for registration not later than 4:30 p.m. on Monday, 24 November 2025.

\* For identification purpose only

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## NOTICE OF 2025 FIRST DOMESTIC SHARE CLASS MEETING

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### (3) Proxy

- (a) Any Shareholder entitled to attend and vote at the 2025 First Domestic Share Class Meeting shall be entitled to appoint a proxy who need not be a Shareholder to attend and vote on his or her behalf. A member who is the holder of two or more Domestic Shares may appoint more than one proxy.
- (b) To be valid, the proxy form for the use of the Shareholder and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarised copy thereof, must be delivered to the Company not less than 24 hours before the time scheduled for holding the 2025 First Domestic Share Class Meeting or its adjourned meetings (as the case may be). Please refer to the proxy form and the instructions printed thereon for details.
- (c) Holders of Domestic Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to the Company at 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China.
- (d) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the 2025 First Domestic Share Class Meeting or any adjournment thereof (as the case may be) should they so wish and, in such event, the form of proxy will be deemed to have been revoked.
- (e) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the 2025 First Domestic Share Class Meeting.

### (4) Miscellaneous

- (a) The 2025 First Domestic Share Class Meeting is expected to last for 30 minutes. Shareholders and their proxies attending the 2025 First Domestic Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.
- (b) If the 2025 First Domestic Share Class Meeting is anticipated to be interrupted by bad weather, e.g. typhoon or rainstorm, any time after 8:00 a.m. on the date of the 2025 First Domestic Share Class Meeting, the 2025 First Domestic Share Class Meeting may be postponed. In the case of postponement, the Company will post an announcement on the website of the Company at [www.capinfo.com.cn](http://www.capinfo.com.cn) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.
- (c) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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



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## NOTICE OF 2025 FIRST H SHARE CLASS MEETING

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**CAPINFO**  
**CAPINFO COMPANY LIMITED\***  
**首都信息發展股份有限公司**

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

### NOTICE OF 2025 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 first H share class meeting (the “**2025 First H Share Class Meeting**”) of Capinfo Company Limited\* (首都信息發展股份有限公司) (the “**Company**”) will be held at Conference Room, 5th Floor, Longfu Mansion, No. 95 Longfusi Road, Dongcheng District, Beijing, the People's Republic of China on Friday, 28 November 2025 at 11:00 a.m. (or immediately after the end of the 2025 Domestic Share Class Meeting) to consider and, if thought fit, approve the following resolution:

#### SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system.

By order of the Board  
**CAPINFO COMPANY LIMITED\***  
**Yu Donghui**  
*Chairman*

Beijing, the People's Republic of China, 10 November 2025

*Notes:*

**(1) Voting arrangements**

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no holder of H Shares has a material interest in the resolution concerning proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system which is different from that of the other holders of H Shares. Accordingly, no holder of H Shares is required to abstain from voting in respect of the resolution to approve the proposed amendments to the Articles of Association and the Rules and Procedures for General Meetings in relation to the proposed abolition of class meeting system at the 2025 First H Share Class Meeting.

**(2) Registration procedures for Attending the 2025 First H Share Class Meeting**

Holders of H Shares shall note that pursuant to Rule 13.39 of the Listing Rules of the Stock Exchange, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for attending and voting at the 2025 First H Share Class Meeting, all transfers of H Shares accompanied by the relevant share certificates and transfer

\* For identification purpose only

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## NOTICE OF 2025 FIRST H SHARE CLASS MEETING

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forms must be lodged with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 November 2025.

### (3) Proxy

- (a) Any Shareholder entitled to attend and vote at the 2025 First H Share Class Meeting shall be entitled to appoint a proxy who need not be a Shareholder to attend and vote on his or her behalf. A member who is the holder of two or more H Shares may appoint more than one proxy.
- (b) To be valid, the proxy form for the use of the Shareholder and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarised copy thereof, must be delivered to the Company's Hong Kong share registrar and transfer office not less than 24 hours before the time scheduled for holding the 2025 First H Share Class Meeting or its adjourned meetings (as the case may be). Please refer to the proxy form and the instructions printed thereon for details.
- (c) Holders of H Shares shall deliver the proxy form and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, such power or authority or a notarially certified copy thereof to the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) Completion and return of the proxy form will not affect the right of the Shareholders to attend and vote at the 2025 First H Share Class Meeting or any adjournment thereof (as the case may be) should they so wish and, in such event, the form of proxy will be deemed to have been revoked.
- (e) Shareholders or their proxies shall produce their identification documents (and form of proxy in case of proxies) when attending the 2025 First H Share Class Meeting.

### (4) Miscellaneous

- (a) The 2025 First H Share Class Meeting is expected to last for 30 minutes. Shareholders and their proxies attending the 2025 First H Share Class Meeting shall be responsible for the transportation and accommodation expenses on their own.
- (b) If the 2025 First H Share Class Meeting is anticipated to be interrupted by bad weather, e.g. typhoon or rainstorm, any time after 8:00 a.m. on the date of the 2025 First H Share Class Meeting, the 2025 First H Share Class Meeting may be postponed. In the case of postponement, the Company will post an announcement on the website of the Company at [www.capinfo.com.cn](http://www.capinfo.com.cn) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.
- (c) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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