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Beijing Jingneng Clean Energy Co., Limited
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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the "**Board**") of Beijing Jingneng Clean Energy Co., Limited (the "**Company**") hereby announces that on 5 December 2023, the Board resolved to amend certain provisions of the articles of association of the Company (the "**Articles of Association**"), subject to the approval of the shareholders of the Company (the "**Shareholders**").

In accordance with the abolition of the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》), the corresponding amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") as well as proposal from Shareholders, the Company proposed to amend the Articles of Association in conjunction with the practical management of the Company, for the purpose of complying with the changes in the corresponding laws and rules and under the premise of compliance, simplifying the governance procedures of the Company and improving the governance efficiency.

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

II. GENERAL

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

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

Beijing, the PRC
5 December 2023

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

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
Article 1 To adapt to the requirement of the development of capital market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of Beijing Jingneng Clean Energy Co., Limited (the "**Company**") and its shareholders and creditors, and to regulate the organization and act of the Company, the Articles of Association are formulated pursuant to the Company Law of the PRC (the Company Law), the Law on Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of the PRC (the Securities Law), the Special Provisions of State Council on Overseas Offering and Listing for Joint Stock Limited Companies (the Special Provisions), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the Mandatory Provisions), the Guidance for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant provisions.	**Article 1** To adapt to the requirement of the development of capital market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of Beijing Jingneng Clean Energy Co., Limited (the "**Company**") and its shareholders and creditors, and to regulate the organization and act of the Company, the Articles of Association are formulated pursuant to the Company Law of the PRC (the Company Law), the Law on Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of the PRC (the Securities Law), ~~the Special Provisions of State Council on Overseas Offering and Listing for Joint Stock Limited Companies (the Special Provisions), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the Mandatory Provisions),~~ the Guidance for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited **(the "Hong Kong Listing Rules")** and other relevant provisions.
Article 2 The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, the Special Provisions and other relevant state laws and regulations.	**Article 2** The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law~~, the Special Provisions~~ and other relevant state laws and regulations.

Original articles	Revised articles after the proposed amendments
Article 8 Approved through a resolution at the general meeting, the Articles of Association take effect on the date when the overseas listed foreign shares issued by the Company are listed and commence dealing on The Stock Exchange of Hong Kong Limited with the approval from relevant departments and regulatory authorities of the State. From the effective date of the Articles of Association, the Articles of Association shall replace the previous articles of association of the Company which has been filed with the Company registration authority.	~~**Article 8**~~ ~~Approved through a resolution at the general meeting, the Articles of Association take effect on the date when the overseas listed foreign shares issued by the Company are listed and commence dealing on The Stock Exchange of Hong Kong Limited with the approval from relevant departments and regulatory authorities of the State. From the effective date of the Articles of Association, the Articles of Association shall replace the previous articles of association of the Company which has been filed with the Company registration authority.~~
Article 9 …… Without prejudice to the provisions of Article 250, and according to the Articles of Association, shareholders can sue the other shareholders, the shareholders can sue the Company directors, supervisors and senior officers. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors and senior officers. For the purpose of the above paragraph, the term "sue" shall include the institution of proceedings in a court or application to an arbitration organization for arbitration. ……	**Article ~~9~~8** …… ~~Without prejudice to the provisions of Article 250, and a~~**A**ccording to the Articles of Association, shareholders can sue the other shareholders, the shareholders can sue the Company directors, supervisors and senior officers. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors and senior officers. ~~For the purpose of the above paragraph, the term "sue" shall include the institution of proceedings in a court or application to an arbitration organization for arbitration.~~ ……
Article 15 The Company shall have ordinary shares at all times. It may have other kinds of shares as needed upon approval by the authorities that are authorised by the State Council.	**Article 1~~5~~4** The Company shall have ordinary shares at all times. It may have other kinds of shares as needed ~~upon approval by the authorities that are authorised by the State Council.~~ **upon fulfilling**

Original articles	Revised articles after the proposed amendments
	the registration or filing procedures with the securities regulatory authority of the State Council in accordance with the law.
Article 18 The Company may issue shares to investors in the PRC and investors outside the PRC upon approval of the State Council authorities in charge of securities. ……	**Article 1~~8~~7** The Company may issue shares to investors in the PRC and investors outside the PRC upon ~~approval of~~ **fulfilling the registration or filing procedures with the securities regulatory authority of** the State Council ~~authorities in charge of securities~~ **in accordance with the law**. ……
Article 19 …… The overseas listed shares issued by the Company which are listed in Hong Kong are referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon approval of the State Council or agencies authorized by the State Council and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares. Approved by securities regulatory authority of the State Council, shareholders of the Company domestic investment shares may transfer the shares to investors outside the PRC for listing and trading. The listing and trading of such shares on overseas stock exchange shall comply with the regulatory procedures, regulations and requirements of the foreign securities market and a resolution on a class meeting is not necessary in such circumstance.	**Article 1~~9~~8** …… The overseas listed shares issued by the Company which are listed in Hong Kong are referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars. Upon ~~approval of~~ **fulfilling the registration or filing procedures with the securities regulatory authority of** the State Council or agencies authorized by the State Council **in accordance with the law** and with the consent from Hong Kong Stock Exchange, the domestic investment shares can be converted into H shares. ~~Approved by~~ **Upon fulfilling the registration or filing procedures with the** securities regulatory authority of the State Council **in accordance with the law**, shareholders of the Company domestic investment shares may transfer the shares to investors outside the PRC for listing and trading. The listing and trading of such shares on overseas stock exchange shall comply with the regulatory procedures, regulations and

Original articles	Revised articles after the proposed amendments
	requirement of the foreign securities market and [illegible] meeting [illegible] in such circumstance.
Article 21 …… After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, of which: Beijing Energy Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the Company's total share capital; Beijing International Electric Engineering Co., Ltd. holds 92,654,249 domestic investment shares, representing 1.124% in the Company's total share capital; Beijing State-owned Assets Operation and Management Center holds 224,348,291 domestic investment shares, representing 2.721% in the Company's total share capital; Beijing District Heating (Group) Co., Ltd. holds 16,035,322 domestic investment shares, representing 0.194% in the Company's total share capital; Shareholders of overseas listed shares (H shares) hold 2,829,676,800 shares, representing 34.322% in the Company's total share capital.	**Article 210** …… After the above-mentioned issuance and offering, the capital structure of the Company comprises of 8,244,508,144 issued ordinary shares in total, of which: Beijing Energy Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the Company's total share capital; Beijing International Electric Engineering Co., Ltd. holds 92,654,249 domestic investment shares, representing 1.124% in the Company's total share capital; Beijing State-owned Assets Operation and Management Center holds 224,348,291 domestic investment shares, representing 2.721% in the Company's total share capital; Beijing District Heating (Group) Co., Ltd. holds [illegible] in the Company's total share capital.

Original articles	Revised articles after the proposed amendments
charge of securities, the company's board of directors may arrange for implementation of such plan by means of separate issuance. The company's plan for issuance of overseas listed shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the State Council authorities in charge of securities.	~~charge of securities, the company's board of directors may arrange for implementation of such plan by means of separate issuance.~~ ~~The company's plan for issuance of overseas listed shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the State Council authorities in charge of securities.~~
Article 24 Where the company issues overseas listed shares and domestic investment shares separately at the total number of shares specified in the issuance plan, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in several stages, subject to the approval of the State Council authorities in charge of securities.	~~**Article 24**~~ ~~Where the company issues overseas listed shares and domestic investment shares separately at the total number of shares specified in the issuance plan, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in several stages, subject to the approval of the State Council authorities in charge of securities.~~
Article 29 If a director, supervisor, senior officer of the company, or a shareholder holding 5% or more of the shares of the company sells the shares of the company within six months upon buying the shares, or buys the shares within six months after selling, all the gains arising therefrom shall belong to the company. Such gains shall be collected by the board of directors of the company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of those shares shall not be subject to the said six months restriction. If the board of directors of the company does not comply with the foregoing paragraph, the shareholders can request the board to do so within 30 days. If the board does not enforce	**Article 2~~9~~6** If a director, supervisor, senior officer of the company, or a shareholder holding 5% or more of the shares of the company sells the shares of the company within six months upon buying the shares, or buys the shares within six months after selling, all the gains arising therefrom shall belong to the company. Such gains shall be collected by the board of directors of the company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of those shares shall not be subject to the said six months restriction. **The shares or other securities in the nature of equity held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph,**

Original articles	Revised articles after the proposed amendments
such rights within the said period, the shareholders are entitled to commence litigation in court in their own name for the interest of the Company.	**include those held by their spouses, parents and children and those held using the accounts of others.** If the board of directors of the Company does not comply with the foregoing paragraph, the shareholders can request the board to do so within 30 days. If the board does not enforce such rights within the said period, the shareholders are entitled to commence litigation in court in their own name for the interest of the Company.
Article 34 With approval from relevant authorities to repurchase its own shares, the Company may proceed in any one of the following manner according to the requirement of relevant laws, administrative regulations, the listing rules of the place where the Company shares are listed and the Articles of Association: (1) Making a repurchase offer on the same proportion to all shareholders; (2) Repurchase through open transaction on a securities exchange; (3) Repurchase by an agreement outside a securities exchange; (4) Other methods recognized by relevant regulatory authority.	**Article 341** ~~With approval from relevant authorities to repurchase its own shares, the Company may proceed in any one of the following manner according to the requirement of relevant laws, administrative regulations, the listing rules of the place where the Company shares are listed and the Articles of Association:~~ ~~(1) Making a repurchase offer on the same proportion to all shareholders;~~ ~~(2) Repurchase through open transaction on a securities exchange;~~ ~~(3) Repurchase by an agreement outside a securities exchange;~~ ~~(4) Other methods recognized by relevant regulatory authority.~~ **The Company may repurchase its Shares through public centralized trading or other ways recognized by laws, administrative regulations and the China Securities Regulatory Commission. If the share purchase is made under the circumstances**

Original articles	Revised articles after the proposed amendments
	stipulated in Items (3), (5) and (6) of paragraph 1 of Article 30 of the Articles of Association, centralized trading shall be adopted publicly.
Article 35 …… The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be set at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.	**Article 352** …… The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be set at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.
Article 36 Repurchase of the Company's shares in accordance with Article 33 (1) and (2) of the Articles of Association shall be subject to approval at a general meeting. Repurchase of the Company's shares in accordance with Article 33 (3), (5) and (6) of the Articles of Association shall be approved at a board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting. Unless otherwise provided in the laws, regulations or listing rules of the place where the Company's shares are listed, after the Company has repurchased shares in accordance with Article 33 of the Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in items (2) and (4), and in the circumstances set out in items (3), (5) and	[illegible]

Original articles	Revised articles after the proposed amendments
account or capital common reserve account (including the premium from the new share issuance) at the time of repurchase. (IV) The sum paid by the company for the purpose set forth below shall be paid out of the company's distributable profit: (1) Acquisition of the rights to buy back its own shares; (2) Amendment to any contract for repurchase of its own shares; (3) Release from any of its obligations under any repurchase contract. (V) After the par value of the cancelled shares has been deducted from the registered capital of the company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares at the par value of the bought back shares shall be included in the company's premium account (or capital common reserve account).	~~account or capital common reserve account (including the premium from the new share issuance) at the time of repurchase.~~ ~~(IV) The sum paid by the company for the purpose set forth below shall be paid out of the company's distributable profit:~~ ~~(1) Acquisition of the rights to buy back its own shares;~~ ~~(2) Amendment to any contract for repurchase of its own shares;~~ ~~(3) Release from any of its obligations under any repurchase contract.~~ ~~(V) After the par value of the cancelled shares has been deducted from the registered capital of the company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares at the par value of the bought back shares shall be included in the company's premium account (or capital common reserve account).~~
Chapter 5 Financial Assistance for Purchase of Company Shares **Article 39** The company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the company. Purchasers of shares in the company referred to above shall include persons that directly or indirectly undertake obligations for the purpose of purchasing shares in the company.	~~**Chapter 5 Financial Assistance for Purchase of Company Shares**~~ ~~**Article 39**~~ ~~The company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the company. Purchasers of shares in the company referred to above shall include persons that directly or indirectly undertake obligations for the purpose of purchasing shares in the company.~~

Original articles	Revised articles after the proposed amendments
The Company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to the above obligor in order to reduce or discharge their obligation. The provisions of this Article shall not apply to the circumstances described in Article 39 of this chapter.	~~The Company or its subsidiaries (including affiliates) shall not at any time provide any financial assistance in any form to the above obligor in order to reduce or discharge their obligation.~~ ~~The provisions of this Article shall not apply to the circumstances described in Article 39 of this chapter.~~
Article 40 For the purpose of this chapter, the term "financial assistance" shall include (but not limited to) the financial assistance in the forms set out below: (1) Gift; (2) Guarantee (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligations by the obligor), indemnity (not including, however, indemnity arising from the Company's own fault), and release or waiver of rights; (3) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, or a change in the parties to such loan or contract as well as the assignment of rights under such loan or contract; (4) Financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company's net assets.	~~**Article 40**~~ ~~For the purpose of this chapter, the term "financial assistance" shall include (but not limited to) the financial assistance in the forms set out below:~~ ~~(1) Gift;~~ ~~(2) Guarantee (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligations by the obligor), indemnity (not including, however, indemnity arising from the Company's own fault), and release or waiver of rights;~~ ~~(3) Provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled prior to the obligations of the other party to the contract, or a change in the parties to such loan or contract as well as the assignment of rights under such loan or contract;~~ ~~(4) Financial assistance in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a major reduction in the Company's net assets.~~

Original articles	Revised articles after the proposed amendments
For the purpose of this Chapter, the term "undertaking obligation" shall include the undertaking of an obligation by the obligor by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligor individually or jointly with another person) or by changing its financial position in any other way.	~~For the purpose of this Chapter, the term "undertaking obligation" shall include the undertaking of an obligation by the obligor by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable and whether or not such obligation is undertaken by the obligor individually or jointly with another person) or by changing its financial position in any other way.~~
Article 41 The acts listed below shall not be regarded as the acts prohibited under Article 37 of this Chapter: (1) Where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company; (2) Lawful distribution of the Company's property in the form of dividend; (3) Distribution of dividends in the form of assets; (4) Reduction of registered capital, repurchase of shares, shareholding structuring, etc., in accordance with the Articles of Association of the Company; (5) Provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company's distributable profits);	~~**Article 41**~~ ~~The acts listed below shall not be regarded as the acts prohibited under Article 37 of this Chapter:~~ ~~(1) Where the Company provides the relevant financial assistance truthfully for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares in the Company, or the financial assistance is an incidental part of an overall plan of the Company;~~ ~~(2) Lawful distribution of the Company's property in the form of dividend;~~ ~~(3) Distribution of dividends in the form of assets;~~ ~~(4) Reduction of registered capital, repurchase of shares, shareholding structuring, etc., in accordance with the Articles of Association of the Company;~~ ~~(5) Provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance is paid out of the Company's distributable profits);~~

Original articles	Revised articles after the proposed amendments
(6) The contribution by the company for an employee share holding scheme (provided that the amount is then treated as a reduction in the net assets of the company or that if the amount constitutes a reduction, the financial balance is paid out of the company distributable profit).	~~(6) The contribution by the company for an employee share holding scheme (provided that the amount is then treated as a reduction in the net assets of the company or that if the amount constitutes a reduction, the financial balance is paid out of the company distributable profit).~~
Article 44 The company shall keep a share register of shareholders in accordance with the evidence from the securities registration organization and shall enter therein the following particulars: (1) The names, addresses (domicile), professions or nature of each shareholder (2) The class and number of shares held by each shareholder (3) The amount paid or payable for the shares held by each shareholder (4) The serial number of the shares held by each shareholder (5) The date on which each shareholder registered as a shareholder and (6) The date on which each shareholder ceases to be a shareholder.	**Article 4437** ~~The company shall keep a share register of shareholders in accordance with the evidence from the securities registration organization and shall enter therein the following particulars:~~ ~~(1) The names, addresses (domicile), professions or nature of each shareholder~~ ~~(2) The class and number of shares held by each shareholder~~ ~~(3) The amount paid or payable for the shares held by each shareholder~~ ~~(4) The serial number of the shares held by each shareholder~~ ~~(5) The date on which each shareholder registered as a shareholder and~~ ~~(6) The date on which each shareholder ceases to be a shareholder.~~

Original articles	Revised articles after the proposed amendments
The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.	~~The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.~~ **The Company shall make a register of shareholders on the basis of the certificates provided by the securities registrar. The register of shareholders shall be the sufficient evidence proving the holding of the shares of the Company by the shareholders. The shareholders enjoy rights and assume obligations as per the class of shares they hold; the same class of shares represents the same rights and the same obligations.**
Article 45 The Company may, pursuant to an understanding and agreement reached between the State Council authorities in charge of securities and securities regulatory organisation outside the PRC, keep outside the PRC its register of holders of overseas listed shares, and entrust the administration thereof to an agent outside the PRC. The original register of shareholders of the H shares shall be kept in Hong Kong.	~~**Article 45**~~ ~~The Company may, pursuant to an understanding and agreement reached between the State Council authorities in charge of securities and securities regulatory organisation outside the PRC, keep outside the PRC its register of holders of overseas listed shares, and entrust the administration thereof to an agent outside the PRC. The original register of shareholders of the H shares shall be kept in Hong Kong.~~

Original articles	Revised articles after the proposed amendments
The Company shall keep at its domicile a duplicate of the register of holders of overseas listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas listed shares and its duplicate are consistent at all times. Where the original and duplicate of the register of holders of overseas listed shares are inconsistent, the original shall prevail.	~~The Company shall keep at its domicile a duplicate of the register of holders of overseas listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas listed shares and its duplicate are consistent at all times.~~ ~~Where the original and duplicate of the register of holders of overseas listed shares are inconsistent, the original shall prevail.~~
Article 46 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts: (1) A register kept at the Company's domicile other than those specified in items (2) and (3) of this article; (2) The register(s) of holders of overseas listed shares kept in the place(s) of the stock exchange(s) outside the PRC on which the shares are listed; (3) Registers of shareholders kept in such other places as the board of directors may deem necessary for listing purposes.	~~**Article 46**~~ ~~The Company shall keep a complete register of shareholders.~~ ~~The register of shareholders shall include the following parts:~~ ~~(1) A register kept at the Company's domicile other than those specified in items (2) and (3) of this article;~~ ~~(2) The register(s) of holders of overseas listed shares kept in the place(s) of the stock exchange(s) outside the PRC on which the shares are listed;~~ ~~(3) Registers of shareholders kept in such other places as the board of directors may deem necessary for listing purposes.~~
Article 47 The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in another part of the register.	~~**Article 47**~~ ~~The various parts of the register of shareholders shall not overlap one another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in another part of the register.~~

Original articles	Revised articles after the proposed amendments
changes and corrections to each part of the register of shareholders shall be carried out in accordance with the law of the place where each part is kept.	~~changes and corrections to each part of the register of shareholders shall be carried out in accordance with the law of the place where each part is kept.~~
Article 48 All paid up H shares are freely transferable according to the Articles of Association. Unless meeting the following conditions, or the board may decline to recognize any instrument of transfer without giving a reason: (1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and relevant fee not exceeding the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time shall be paid to the company for such registration; (2) The transfer instrument only relates to H shares listed in Hong Kong; (3) The due stamp duty for transfer instrument has already been paid; (4) Relevant share certificate and such other evidence that the directors may reasonably require to prove the transferor's right to transfer are lodged; (5) Transfer of any shares to no more than four joint holders; (6) The shares concerned are free of any lien in favor of the company; (7) Any shares shall not be transferred to an infant or to a person of unsound mind or under other legal disability.	~~**Article 48**~~ ~~All paid up H shares are freely transferable according to the Articles of Association. Unless meeting the following conditions, or the board may decline to recognize any instrument of transfer without giving a reason:~~ ~~(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and relevant fee not exceeding the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time shall be paid to the company for such registration;~~ ~~(2) The transfer instrument only relates to H shares listed in Hong Kong;~~ ~~(3) The due stamp duty for transfer instrument has already been paid;~~ ~~(4) Relevant share certificate and such other evidence that the directors may reasonably require to prove the transferor's right to transfer are lodged;~~ ~~(5) Transfer of any shares to no more than four joint holders;~~ ~~(6) The shares concerned are free of any lien in favor of the company;~~ ~~(7) Any shares shall not be transferred to an infant or to a person of unsound mind or under other legal disability.~~

Original articles	Revised articles after the proposed amendments
Shareholders of any foreign investment shares may transfer all or part of his shares through an instrument in the usual writing form in the relevant territory of such shares listing place or in such other form as the director may accept. The transfer of shares may adopt the standard transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be signed under hand only, or if the transferor or transferee is a clearing house (as defined by the Hong Kong Securities and Futures Ordinance), under hand or machine imprinted signature shall be acceptable.	~~Shareholders of any foreign investment shares may transfer all or part of his shares through an instrument in the usual writing form in the relevant territory of such shares listing place or in such other form as the director may accept. The transfer of shares may adopt the standard transfer form prescribed by the Hong Kong Stock Exchange. The transfer instrument may be signed under hand only, or if the transferor or transferee is a clearing house (as defined by the Hong Kong Securities and Futures Ordinance), under hand or machine imprinted signature shall be acceptable.~~
Article 51 Any person that challenges the register of shareholders and requests his name to be entered into or removed from the register may apply to a competent court for correction of the register.	~~**Article 51**~~ ~~Any person that challenges the register of shareholders and requests his name to be entered into or removed from the register may apply to a competent court for correction of the register.~~
Article 52 Any shareholder who is registered in the register of shareholders or requests his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the "**Relevant Shares**") if his share certificate (the "**Original Share Certificate**") is lost. Application for the replacement of domestic investment share certificate shall be dealt with in accordance with the relevant provisions of the Company Law. Application for the replacement of overseas listed share certificate shall be dealt with in accordance with the law, securities exchange regulations and other relevant regulations of the place where the original register of shareholders of overseas listed shares is kept.	~~**Article 52**~~ ~~Any shareholder who is registered in the register of shareholders or requests his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the "**Relevant Shares**") if his share certificate (the "**Original Share Certificate**") is lost.~~ ~~Application for the replacement of domestic investment share certificate shall be dealt with in accordance with the relevant provisions of the Company Law.~~ ~~Application for the replacement of overseas listed share certificate shall be dealt with in accordance with the law, securities exchange regulations and other relevant regulations of the place where the original register of shareholders of overseas listed shares is kept.~~

Original articles	Revised articles after the proposed amendments
Where holders of H shares apply for replacement of lost certificates, such replacement shall comply with the following requirements: (1) The applicant shall submit the application in the form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reasons for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other person may request registration as a shareholder in respect of the relevant shares. (2) The Company has not received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before it decides that a replacement share certificate shall be issued. (3) If the Company decides to issue a replacement share certificate to the applicant, it shall publish an announcement of its intention in newspapers or periodicals designated by the board of directors; the period of the public announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days. The newspapers designated by the board of directors shall be the Chinese and English newspapers recognised by the Hong Kong Stock Exchange (at that time for each). (4) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with the publication upon receipt of a reply from the stock exchange confirming	~~Where holders of H shares apply for replacement of lost certificates, such replacement shall comply with the following requirements:~~ ~~(1) The applicant shall submit the application in the form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reasons for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other person may request registration as a shareholder in respect of the relevant shares.~~ ~~(2) The Company has not received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before it decides that a replacement share certificate shall be issued.~~ ~~(3) If the Company decides to issue a replacement share certificate to the applicant, it shall publish an announcement of its intention in newspapers or periodicals designated by the board of directors; the period of the public announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days. The newspapers designated by the board of directors shall be the Chinese and English newspapers recognised by the Hong Kong Stock Exchange (at that time for each).~~ ~~(4) Before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with the publication upon receipt of a reply from the stock exchange confirming~~

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that the announcement has been displayed on the [illegible] exchange. The public announcement shall be displayed on the [illegible] exchange for a period of 90 days. If the application for issuance of a replacement share certificate was made without consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish. (5) Upon expiry of the 90-day period specified in items (3) and (4) hereof, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant. (6) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders. (7) All expenses for the cancellation of the original share certificate and issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee has been provided by the applicant.	~~that the announcement has been displayed on the [illegible] exchange. The public announcement shall be displayed on the [illegible] exchange for a period of 90 days.~~ ~~If the application for issuance of a replacement share certificate was made without consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish.~~ ~~(5) Upon expiry of the 90-day period specified in items (3) and (4) hereof, if the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate according to the application of the applicant.~~ ~~(6) When the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders.~~ ~~(7) All expenses for the cancellation of the original share certificate and issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee has been provided by the applicant.~~
Article 53 After the Company has issued a replacement share certificate in accordance with the Articles of Association, it shall not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or a shareholder that	~~**Article 53**~~ ~~After the Company has issued a replacement share certificate in accordance with the Articles of Association, it shall not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or a shareholder that~~

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subsequently registered as the owner of the shares (provided that he is a bona fide purchaser).	~~subsequently registered as the owner of the shares (provided that he is a bona fide purchaser).~~
Article 54 The Company shall not be liable for any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent action on the part of the Company.	~~**Article 54**~~ ~~The Company shall not be liable for any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraudulent action on the part of the Company.~~
	Article 40 **The Company or its subsidiaries (including affiliates of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who acquires or intends to acquire shares of the Company.**
Article 56 Holders of ordinary shares of the Company shall enjoy the following rights: (1) To receive dividends and other profit distribution on the basis of the number of shares held by them; (2) To request, convene, hold, participate or send proxy to attend general meeting and exercise corresponding voting rights in accordance with the law; (3) To monitor, make suggestions or requests on the Company's operations; (4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the	**Article ~~56~~42** ~~Holders of ordinary shares~~ **Shareholders** of the Company shall enjoy the following rights: (1) To receive dividends and other profit distribution on the basis of the number of shares held by them; (2) To request, convene, hold, participate or send proxy to attend general meeting **and speak** and exercise corresponding voting rights **at the general meeting** in accordance with the law; (3) To monitor, make suggestions or requests on the Company's operations; (4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the

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territory where the Company's shares are listed, as well as provisions of the Articles of Association	territory where the Company's shares are listed, as well as provisions of the Articles of Association
(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:	~~(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:~~
1. To obtain the Articles of Association of the Company after payment of a charge to cover the cost;	~~1. To obtain the Articles of Association of the Company after payment of a charge to cover the cost;~~
2. Being entitled to access and after payment of reasonable charge, to make a copy of:	~~2. Being entitled to access and after payment of reasonable charge, to make a copy of:~~
(i) copies of all parts of the register of shareholders;	~~(i) copies of all parts of the register of shareholders;~~
(ii) personal information of the directors, supervisors and senior officers of the Company, including:	~~(ii) personal information of the directors, supervisors and senior officers of the Company, including:~~
a. current and previous names and aliases;	~~a. current and previous names and aliases;~~
b. main address (domicile);	~~b. main address (domicile);~~
c. nationality;	~~c. nationality;~~
d. full-time and all other part-time occupations and duties;	~~d. full-time and all other part-time occupations and duties;~~
e. identification documents and their numbers.	~~e. identification documents and their numbers.~~
(iii) the status of the Company's issued share capital;	~~(iii) the status of the Company's issued share capital;~~
(iv) reports of the aggregate par value, number of shares and highest and lowest price of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;	~~(iv) reports of the aggregate par value, number of shares and highest and lowest price of each class of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefor;~~

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(iv) bond stubs, minutes of general meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, financial reports	(iv) bond stubs, minutes of general meetings, resolutions of board meetings, resolutions of the board of supervisors meetings, financial reports
(v) the Company's most recent audited financial statements, and reports of the board of directors, auditors and the board of supervisors	(v) the Company's most recent audited financial statements, and reports of the board of directors, auditors and the board of supervisors
(vi) copy of the latest annual report which has been filed with the company registration authority or other competent authorities for record	(vi) copy of the latest annual report which has been filed with the company registration authority or other competent authorities for record
Documents referred to in (i), (iii), (iv), (v), (vi) and (vii) above shall be maintained at the Company's domicile and principal place of business in Hong Kong according to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and shall be made available for inspection by the public and shareholders free of charge, and shareholders may after payment of a reasonable charge, make copies of such documents (except for minutes of general meetings which shall be made available for inspection by shareholders only).	Documents referred to in (i), (iii), (iv), (v), (vi) and (vii) above shall be maintained at the Company's domicile and principal place of business in Hong Kong according to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and shall be made available for inspection by the public and shareholders free of charge, and shareholders may after payment of a reasonable charge, make copies of such documents (except for minutes of general meetings which shall be made available for inspection by shareholders only).
(6) When the Company terminates or liquidates, receive its share of remaining assets of the Company according to the shares held	**(5) To inspect the Articles of**
(7) If a shareholder opposes to the merger or division of the Company at a general meeting, he may request the Company to buy back his shares	
(8) Other rights under the laws, administrative regulations, departmental regulations and the Articles of Association.	

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Where any person directly or indirectly having rights and interests fails to disclose such rights and interests to the Company, the Company shall not exercise its rights to harm any rights of such person attached to the shares merely because of such failure.	(7) if a shareholder opposes the merger or division of the Company at a general meeting, he may request the Company to buy back his shares (8) other rights under the laws, administrative regulations, departmental regulations and the Articles of Association. ~~Where any person directly or indirectly having rights and interests fails to disclose such rights and interests to the Company, the Company shall not exercise its rights to harm any rights of such person attached to the shares merely because of such failure.~~
Article 61 Holders of ordinary shares of the Company shall have the following obligations: ...... Shareholders shall not withdraw their contribution to the share capital other than the conditions agreed to as a subscriber of the relevant share subscription.	**Article ~~61~~47** ~~Holders of ordinary shares~~ **Shareholders** of the Company shall have the following obligations: ...... ~~Shareholders shall not withdraw their contribution to the share capital other than the conditions agreed to as a subscriber of the relevant share subscription.~~
Article 62 ...... In addition to the obligations under the laws, administrative regulations or the listing rules of the securities exchange(s) on which the shares of the Company are listed, controlling shareholders may not, in exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:	**Article ~~62~~48** ...... ~~In addition to the obligations under the laws, administrative regulations or the listing rules of the securities exchange(s) on which the shares of the Company are listed, controlling shareholders may not, in exercise of their shareholders' powers, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:~~

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(1) Relieving a director or supervisor of the responsibility to act honestly in the best interests of the company; (2) Approving a director or supervisor (for his own or another person's benefit) to deprive the company of its property in any way, including (but not limited to) any opportunities that are favourable to the company; (3) Approving a director or supervisor (for his own or another person's benefit) to deprive other shareholders of their rights or interests, including (but not limited to) the rights to distribution and voting rights, but not including restructuring of the company submitted and adopted at the shareholders' general meeting in accordance with the Articles of Association of the company.	(1) Relieving a director or supervisor of the responsibility to act honestly in the best interests of the company; (2) Approving a director or supervisor (for his own or another person's benefit) to deprive the company of its property in any way, including (but not limited to) any opportunities that are favourable to the company; (3) Approving a director or supervisor (for his own or another person's benefit) to deprive other shareholders of their rights or interests, including (but not limited to) the rights to distribution and voting rights, but not including restructuring of the company submitted and adopted at the shareholders' general meeting in accordance with the Articles of Association of the

Original articles	Revised articles after the proposed amendments
Article 65 The general meeting shall exercise the following functions and powers: …… (3) Review and approve the report of the board of directors; …… (12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in article 64 of the Articles of Association; …… (15) Review share incentive plan; …… (17) Review other matters to be approved at the general meeting as prescribed by the laws, administrative regulations, departmental regulations, listing rules of the local stock exchange where the Company's shares are listed or the Articles of Association.	**Article ~~6~~50** The general meeting shall exercise the following functions and powers: …… (3) Review and approve the report of the board of directors; …… (12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in article ~~64~~51 of the Articles of Association; …… (15) Review share incentive plan **and employee stock ownership plan**; …… **(17) Review the Company's external donations and sponsorships whose single amount reaches 0.1% or more of the Company's latest audited net assets and are included in profit or loss for the current period;** (1~~7~~8) Review other matters to be approved at the general meeting as prescribed by the laws, administrative regulations, departmental regulations, listing rules of the local stock exchange where the Company's shares are listed or the Articles of Association.

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Article 66 The following external	

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Article 73 Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting or class meeting according to the following procedures: (1) Upon signing one or several written requests with the same contents and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting or class meeting. Concerning the above request, the board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, reply with a written opinion on whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shareholding of the above shareholders shall be calculated as at the date of submitting the written request. (2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any change made to the original request in the notice shall be agreed by the relevant shareholders. (3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the company are entitled to request the board of supervisors to hold an extraordinary general meeting or class meeting in writing.	**Article ~~73~~58** Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting ~~or class meeting~~ according to the following procedures: (1) Upon signing one or several written requests with the same contents and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting ~~or class meeting~~. Concerning the above request, the board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, reply with a written opinion on whether it agrees or disagrees to convene an extraordinary general meeting ~~or class meeting~~ within 10 days upon receipt of the proposal. Shareholding of the above shareholders shall be calculated as at the date of submitting the written request. (2) If the board of directors agrees to convene an extraordinary general meeting ~~or class meeting~~, it shall issue a notice of general meeting within 5 days upon making the decision. Any change made to the original request in the notice shall be agreed by the relevant shareholders. (3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the company are entitled to request the board of supervisors to hold an extraordinary general meeting ~~or class meeting~~ in writing.

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(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of general meeting within 5 days upon making the decision. Any change made to the original request in the notice shall be agreed by the relevant shareholders.	(4) If the board of supervisors agrees to convene the extraordinary general meeting ~~or class meeting~~, it shall issue a notice of general meeting within 5 days upon making the decision. Any change made to the original request in the notice shall be agreed by the relevant shareholders. ......
Article 76 ...... If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73, there shall be no voting for resolution should be held at the general meeting.	**Article ~~76~~61** ...... If a notice of general meeting does not specify the proposed resolutions or does not comply with Article ~~73~~60, there shall be no voting for resolution should be held at the general meeting.
Article 78 The notice of a general meeting shall meet the following requirements: (1) it shall be made in writing; (2) it shall specify the place, date and time of the meeting; (3) it shall specify the matters to be discussed at the meeting; (4) specify the shareholding record date for shareholders who are entitled to attend the meeting; (5) it shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limited to) to proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific	**Article ~~78~~63** The notice of a general meeting shall ~~meet the following requirements:~~ **include the followings** ~~(1) it shall be made in writing;~~ ~~(2) it shall specify the place, date and time of the meeting;~~ ~~(3) it shall specify the matters to be discussed at the meeting;~~ ~~(4) specify the shareholding record date for shareholders who are entitled to attend the meeting;~~ ~~(5) it shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limited to) to proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific~~

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conditions and contracts (if any) of the proposed transaction and proper explanation on the reasons and effect of the same (6) Any director, supervisor, manager or other senior management member who has material conflict of interest in a matter subject to discussion shall disclose the nature and extent of such material conflict of interest. If the effect of proposed matter on such director, supervisor, manager or other senior management member in their capacity as shareholder is different from that of other shareholders of the same class, the difference shall also be specified (7) It shall contain the full text of any special resolution proposed to be adopted at the meeting (8) It shall contain a clear statement that a shareholder who has right to attend and vote at the meeting shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder (9) It shall state the time and place for the delivery of the proxy form for the meeting (10) It shall state the name and telephone number of the contact person who handles the meeting affairs.	conditions and contracts (if any) of the proposed transaction and proper explanation on the reasons and effect of the same (6) Any director, supervisor, manager or other senior management member who has material conflict of interest in a matter subject to discussion shall disclose the nature and extent of

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	and may appoint a proxy in writing to attend and vote at the meeting and vote on his/her behalf and such proxy is not necessarily be a shareholder of the Company; **(4) the record date for shareholders who are entitled to attend the general meeting;** **(5) name and telephone number of the contact person for the meeting;** **(6) time and procedures of the voting through network or by any other means;** **(7) other contents stipulated in laws, administrative regulations, competent departmental rules, regulatory rules of the place where the Company's shares are listed and this Articles of Association.**
Article 84 …… If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has the right to request the representative to present the identity proof for the shareholder and the representative as well as a resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization.	**Article ~~84~~69** …… If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has the right to request the representative to present the identity proof for the shareholder and the representative as well as a resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization. **If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person.** **If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general meeting. Such authorized person are entitled to attend the meeting on behalf of the recognized clearing**

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	house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.
Article 86 The instrument appointing a voting proxy shall be placed at the domicile of the company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the company or at such other place as specified in the notice of the meeting.	**Article ~~86~~71** ~~The instrument appointing a voting proxy shall be placed at the domicile of the company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting.~~ Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the company or at such other place as specified in the notice of the meeting.
Article 87 Any form issued by the board of directors of the company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct the proxies to vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting. The authorization letter shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her own discretion.	**Article ~~87~~72** ~~Any form issued by the board of directors of the company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct the proxies to vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting.~~ The authorization letter shall state that if the shareholder does not give specific instructions, **whether** the proxy shall vote at his/her own discretion.

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Article 88 Where the entrusting party has deceased, become incapacitated to act, withdrawn the signed appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of the event before commencement of the relevant meeting.	**Article 88** Where the entrusting party has deceased, become incapacitated to act, withdrawn the signed appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of the event before commencement of the relevant meeting.
Article 94 In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.	**Article 9478** In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report, **which shall include the performance of independent non-executive directors.**
Article 101 …… Subject to and conducted in full compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors and the shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders. When the general meeting considers related party transactions, the related shareholders shall not participate in the voting, unless specified in the applicable laws, regulations or listing rules of the place where the Company's shares are listed; shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting	**Article 10185** …… Subject to and conducted in full compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors and the shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders, [illegible]

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results of the general meeting shall fully disclose the voting results of the non-related party shareholders.	**persons being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights. When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.** ~~When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.~~
Article 103 When a poll is taken at meetings, a shareholder (including proxies) who has the right to two or more votes need not cast all his votes in the same way.	~~**Article 103**~~ ~~When a poll is taken at meetings, a shareholder (including proxies) who has the right to two or more votes need not cast all his votes in the same way.~~

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Article 104 When the number of votes for and against a resolution are equal, the chairman of the meeting shall be entitled to an additional vote.	~~**Article 104**~~ ~~When the number of votes for and against a resolution are equal, the chairman of the meeting shall be entitled to an additional vote.~~
Article 105 Apart from the power to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14) and (17) in Article 63 or other matters in need of going through the special resolution in accordance with the laws, administrative regulations or the Articles of Association, the other matters shall be passed by ordinary resolution at a general meeting.	**Article ~~105~~87** Apart from the power to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14)~~ and~~ (17) **and (18)** in Article ~~63~~50 or other matters in need of going through the special resolution in accordance with the laws, administrative regulations or the Articles of Association, the other matters shall be passed by ordinary resolution at a general meeting.
Article 106 Apart from the power to be exercised by the general meeting of shareholders, such items as set out in paragraphs (7), (8), (9), (11), (13) and (15) in Article 63 or matters required by the laws, administrative regulations or the Articles of Association, or such matters resolved by the general meeting by ordinary resolution to be of significant impact to the company and therefore shall be passed by special resolution, shall be passed by special resolution at a general meeting. And such matters set out in paragraph (16) shall respectively apply to the above mentioned provision on the ordinary resolution and special resolution in accordance with the specific content of shareholders proposal.	**Article ~~106~~88** Apart from the power to be exercised by the general meeting of shareholders, such items as set out in paragraphs (7), (8), (9), (11), (13) and (15) in Article ~~63~~50 or matters required by the laws, administrative regulations or the Articles of Association, or such matters resolved by the general meeting by ordinary resolution to be of significant impact to the company and therefore shall be passed by special resolution, shall be passed by special resolution at a general meeting. And such matters set out in paragraph (16) shall respectively apply to the above mentioned provision on the ordinary resolution and special resolution in accordance with the specific content of shareholders proposal.
Article 107 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been	**Article ~~107~~89** ~~The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been~~

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p e d r c n ahll b f a la n d ahll b a nnu nc d t t h m t ng a n d c r d n t h m n t f m t ng.	~~p e d r c n ahll b f a la n d ahll b a nnu nc d t t h m t ng a n d c r d n t h m n t f m t ng.~~ **The physical meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each resolution at the meeting, and announce whether the resolution has been adopted in light of the voting result.**
Article 109 f cu nt ng f v t h l d t a g n r a l m t ng, t h r u lt f t h cu nt ng ahll b r c r d n t h m n t f m t ng. T h m n t f m t ng a n d t h r g t r t n r c r d f a tt n d nt g n d b t h a tt n d nt ahr h l d r a n d pr x ahll b k pt a t t h mp n d m c l f r a p r d n l t a h n 10 a r .	~~**Article 109**~~ ~~f cu nt ng f v t h l d t a g n r a l m t ng, t h r u lt f t h cu nt ng ahll b r c r d n t h m n t f m t ng. T h m n t f m t ng a n d t h r g t r t n r c r d f a tt n d nt g n d b t h a tt n d nt ahr h l d r a n d pr x ahll b k pt a t t h mp n d m c l f r a p r d n l t a h n 10 a r .~~
Article 110 S ahr h l d r m a x m n p ht c p f t h m n t f m t ng u d r ng t h mp n ff c h u r f f c ahrg . f a n ahr h l d r r q t f r a p ht c p f t h r l x nt m n t f m t ng, t h mp n ahll n d u c h p ht c p w t h n v n a d u p n r c pt f p m nt f r a a l c ahrg .	~~**Article 110**~~ ~~S ahr h l d r m a x m n p ht c p f t h m n t f m t ng u d r ng t h mp n ff c h u r f f c ahrg . f a n ahr h l d r r q t f r a p ht c p f t h r l x nt m n t f m t ng, t h mp n ahll n d u c h p ht c p w t h n v n a d u p n r c pt f p m nt f r a a l c ahrg .~~
Chapter 9 Special Procedures for Voting at Class Meeting **Article 111** S ahr h l d r w h h l d d ff r nt c l a f ahr ahll b ahr h l d r f d ff r nt c l a .	~~**Chapter 9 Special Procedures for Voting at Class Meeting**~~ ~~**Article 111**~~ ~~S ahr h l d r w h h l d d ff r nt c l a f ahr ahll b ahr h l d r f d ff r nt c l a .~~

Original articles	Revised articles after the proposed amendments
Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting shares" must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting". The Company shall not proceed to change or abrogate the shareholders' rights of a class of shareholders unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 114 to 118. The quorum for convening such general meeting of shareholders shall be the shareholders holding at least one third of the issued shares of the relevant class.	~~Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association.~~ ~~Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting shares" must appear in the designation of such shares.~~ ~~Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".~~ The Company shall not proceed to change or abrogate the shareholders' rights of a class of shareholders unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 114 to 118. The quorum for convening such general meeting of shareholders shall be the shareholders holding at least one third of the issued shares of the relevant class.
Article 112 Where any change in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders' rights or repeal shall not require the approval of shareholders' meeting or class meeting.	**Article 112** Where any change in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders' rights or repeal shall not require the approval of shareholders' meeting or class meeting.

Original articles	Revised articles after the proposed amendments
Article 113	~~**Article 113**~~
The rights of shareholders of a certain class of shares shall be deemed to have been changed or abrogated in the following conditions:	~~The rights of shareholders of a certain class of shares shall be deemed to have been changed or abrogated in the following conditions:~~
1. an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;	~~1. an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;~~
2. a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the rights to such change;	~~2. a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the rights to such change;~~
3. a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;	~~3. a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~
4. a reduction or removal of a dividend preference or property distribution preference during liquidation of the company, attached to shares of such class;	~~4. a reduction or removal of a dividend preference or property distribution preference during liquidation of the company, attached to shares of such class;~~
5. an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issue or rights to acquire securities of the company attached to shares of such class;	~~5. an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issue or rights to acquire securities of the company attached to shares of such class;~~
6. a removal or reduction of rights to receive amounts payable by the company in particular currencies attached to shares of such class;	~~6. a removal or reduction of rights to receive amounts payable by the company in particular currencies attached to shares of such class;~~
7. a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;	~~7. a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;~~

Original articles	Revised articles

Original articles	Revised articles after the proposed amendments
2. If the Company has bought back its own shares by an agreement outside a securities exchange in accordance with Article 32 hereof, holders of shares not relevant to such agreement shall be "interested shareholders". 3. Under a restructuring proposal of the Company, shareholders who will bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be "interested shareholders".	~~2. If the Company has bought back its own shares by an agreement outside a securities exchange in accordance with Article 32 hereof, holders of shares not relevant to such agreement shall be "interested shareholders".~~ ~~3. Under a restructuring proposal of the Company, shareholders who will bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be "interested shareholders".~~
Article 115 Resolution of a meeting of shareholders of different class may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 114.	~~**Article 115**~~ ~~Resolution of a meeting of shareholders of different class may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 114.~~
Article 116 When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 77 of the Articles of Association shall apply. If there is any special requirement by the listing rules of the place where the Company's shares are listed, such requirement shall prevail.	~~**Article 116**~~ ~~When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 77 of the Articles of Association shall apply.~~ ~~If there is any special requirement by the listing rules of the place where the Company's shares are listed, such requirement shall prevail.~~

Original articles	**Revised articles after the proposed amendments**

Original articles	Revised articles after the proposed amendments
(3) Where with the approval by the securities regulatory authority of the State Council, the domestic shareholders transfer their shareholding to foreign investors for overseas listing and trading, or convert all or part of their domestic shares into overseas listed shares for listing and trading on overseas stock exchange(s).	~~(3) Where with the approval by the securities regulatory authority of the State Council, the domestic shareholders transfer their shareholding to foreign investors for overseas listing and trading, or convert all or part of their domestic shares into overseas listed shares for listing and trading on overseas stock exchange(s).~~
Article 120 …… (1) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployments made by the Party Central Committee, the Party Committee of the Municipal Party Committee and the Government, the State-owned Assets Supervision and Administration Commission and the Beijing Energy Holding Co., Ltd. throughout the company. ……	**Article ~~120~~92** …… (1) To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployments made by the Party Central Committee, the Party Committee of the Municipal Party Committee and the Government, the State-owned Assets Supervision and Administration Commission and the Beijing Energy Holding Co., Ltd. throughout the company. ……
Article 124 The directors, both collectively and individually, are expected to fulfil fiduciary duties and duties of skill, care and diligence to a standard that in compliance with the standard established by the law of Hong Kong. This means that every director must, in the performance of his duties as a director: (a) act honestly and in good faith in the interests of the company as a whole (b) act for proper purpose (c) be responsible to the issuer for the application or misapplication of its assets	**Article ~~124~~96** The directors, both collectively and individually, are expected to fulfil fiduciary duties and duties of skill, care and diligence to a standard that in compliance with the standard established by the law of Hong Kong. ~~This means that every director must, in the performance of his duties as a director:~~ ~~(a) act honestly and in good faith in the interests~~ of the company as a whole (b) act for proper purpose (c) be responsible to the issuer for the application or misapplication of its assets

Original articles	Revised articles after the proposed amendments
(d) have no actual and potential conflict of interest and conflict of duty; (e) disclose fully and fairly his interest in contract with the Company; and (f) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding a directorship in the Company.	~~(d) have no actual and potential conflict of interest and conflict of duty;~~ ~~(e) disclose fully and fairly his interest in contract with the Company; and~~ ~~(f) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding a directorship in the Company.~~
Article 125 The intention to nominate a candidate as director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company no later than 7 days prior to the date appointed for such general meeting.	**Article ~~125~~97** ~~The intention to nominate a candidate as director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company no later than 7 days prior to the date appointed for such general meeting.~~
Article 127 If the number of the directors falls below the minimum quorum requirement due to a director's resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board shall convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. If the board of directors are permitted by applicable laws and regulations to appoint a new director to fill the casual vacancy on the board or as an additional director without violation of relevant laws, regulations and regulatory rules of the place where the Company's shares are listed, the	**Article ~~127~~99** If the number of the directors falls below the minimum quorum requirement due to a director's resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board shall convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible. ~~If the board of directors are permitted by applicable laws and regulations to appoint a new director to fill the casual vacancy on the board or as an additional director without violation of relevant laws, regulations and regulatory rules of the place where the Company's shares are listed, the~~

Original articles	Revised articles after the proposed amendments
directors appointed shall serve a term until the next general meeting of the Company and be eligible for re-election.	~~directors appointed shall serve a term until the next general meeting of the Company and be eligible for re-election.~~ ......
Article 138 The board of directors exercises the following functions and powers: ...... (15) to formulate the stock option incentive plan of the Company; (16) to manage information disclosure of the Company; (17) to propose to the board of directors on the appointment or replacement of the accounting firm which provides audit services to the Company; (18) to listen to work reports of the general manager and review his/her work; (19) to appoint or replace the directors or supervisors (other than the employee representative directors or supervisors) in the Company's wholly-owned subsidiaries; nominate candidates for directors or supervisors (other than the employee representative directors or supervisors) in the controlled subsidiaries and associates of the Company; and recommend candidates for senior management in wholly-owned subsidiaries and controlled subsidiaries; (20) to review and approve the matters in the Company's external guarantees which are not covered by Article 64 for review and consideration at general meetings;	**Article 1~~38~~10** The board of directors exercises the following functions and powers: ...... (15) to formulate the stock option incentive plan **and the employee stock ownership plan** of the Company; **(16) to consider the Company's external donations and sponsorships with a single amount of RMB3 million or more and less than 0.1% of the latest audited net assets included in the current period's profit and loss;** (1~~6~~7) to manage information disclosure of the Company; (1~~7~~8) to propose to the board of directors on the appointment or replacement of the accounting firm which provides audit services to the Company; (1~~8~~9) to listen to work reports of the general manager and review his/her work; (~~19~~20) to appoint or replace the directors or supervisors (other than the employee representative directors or supervisors) in the Company's wholly-owned subsidiaries; nominate candidates for directors or supervisors (other than the employee representative directors or supervisors) in the controlled subsidiaries and associates of the Company and

Original articles	Revised articles after the proposed amendments
(21) other powers authorized by the laws, administrative regulations, departmental rules, listing rules of the listing place where the company's shares are listed, the Articles of Association and the general meeting. (22) in determining the substantial personnel and management issues of the company, the board of directors and management team shall first seek opinions from the Party committee of the company. The substantial personnel and management issues of the company include but not limited to: Except for the board resolutions in respect of the matters specified in paragraphs (6), (7) and (14) which shall be passed by more than two-thirds of the directors, the board resolutions in respect of all the other matters may be passed by more than one half of the directors.	recommend and decide for senior management in wholly-owned subsidiaries and consolidated subsidiaries (2~~0~~1) to review and approve the matters on the company's external guarantees which are not covered by Article ~~64~~51 for review and consideration at a general meeting (2~~1~~2) other powers authorized by the laws, administrative regulations, departmental rules, listing rules of the listing place where the company's shares are listed, the Articles of Association and the general meeting.

Original articles	Revised articles after the proposed amendments
	(~~22)~~ In determining the substantial operational and management issues of the company, the board of directors and management team shall first seek opinion from the Party Committee of the company. The substantial operational and management issues of the company should be submitted in time. …… Except for the board of directors' resolution on the matters specified in paragraphs (6), (7) and (14) which shall be passed by more than two-thirds of the directors, the board of directors' resolution on the rest matters may be passed by more than one half of the directors. **Matters authorized by the board of directors to the management by the board shall be passed by more than two-thirds of the directors.**
Article 140 …… Each special committee is responsible to the board of directors, and its members are consisted of directors. Among which, the majority members in the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the proper qualifications required by the main board listing rules, or appropriate accounting or related financial management expertise. The board of directors may also set up a special committee or adjust the existing committees if necessary. The board of directors shall separately formulate the scope of responsibilities and rules of procedures for each special committee under the board of directors.	**Article 1~~40~~12** …… Each special committee is responsible to the board of directors, and its members are consisted of directors. Among which, the majority members in the Audit Committee and Remuneration and Nomination Committee shall be independent directors. At least one member of the Audit Committee shall be an independent director with the proper qualifications required by the ~~main board listing rules~~ **Hong Kong Listing Rules**, or appropriate accounting or related financial management expertise. The board of directors may also set up a special committee or adjust the existing committees if necessary. The board of directors shall separately formulate the scope of responsibilities and rules of procedures for each special committee under the board of directors.

Original articles	**Revised articles after the proposed amendments**
Article 141 In case where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with the value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet considered by the general meeting, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting. The term "fixed assets disposal" referred to in this Article refers to (among other things) transferring certain interest in assets, but not including provision of guarantee by way of fixed assets. The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.	~~**Article 141**~~ ~~In case where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with the value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet considered by the general meeting, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the general meeting.~~ The term "fixed assets disposal" referred to in this Article refers to (among other things) transferring certain interest in assets, but not including provision of guarantee by way of fixed assets. The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.
Article 144 …… The Party committee, chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors. …… Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out	**Article 14415** …… The Party committee, chairman, **specialized committee of the board of directors,** any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors. …… Where there is an urgent matter, the extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out

Original articles	Revised articles after the proposed amendments
in the paragraph 3 of this Article, given that a proper notice shall be given to directors, supervisors and general manager.	in the paragraph ~~3~~4 of this Article, given that a proper notice shall be given to directors, supervisors and general manager.
Article 145 The notice of board meeting may be delivered in the manner as set out in Article 246 of the Articles of Association.	**Article 1~~45~~16** The notice of board meeting may be delivered in the manner as set out in Article 2~~46~~**03** of the Articles of Association. ......
Article 148 Except for the consideration on the related party transaction by the board of directors as set out in Article 150, the board meeting shall not be held unless more than one half of the directors are present.	**Article 1~~48~~19** Except for the consideration on the related party transaction by the board of directors as set out in Article 1~~50~~**21**, the board meeting shall not be held unless more than one half of the directors are present. ......
Article 170 A supervisor shall ensure that the information disclosure of the company is true, accurate and complete.	**Article 1~~70~~41** A supervisor shall ensure that the information disclosure of the company is true, accurate and complete**, and sign the written confirmation in respect of periodic reports**.
Article 175 ...... The appointment and dismissal of the chairman of the board of supervisors shall be passed by at least two-thirds (including two-thirds) of its members.	**Article 1~~75~~46** ...... The appointment and dismissal of the chairman of the board of supervisors shall be passed by ~~at least two-thirds (including two-thirds)~~ **more than one half** of its members.

Original articles	Revised articles after the proposed amendments
Article 180 …… Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.	**Article 1~~80~~51** …… Resolutions at the meeting of the board of supervisors shall be passed by ~~more than two-thirds of the supervisors' votes~~ **more than one half of the supervisors**.
Article 186 The validity of an act of a director or senior officer on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his current office, election or qualification.	**~~Article 186~~** ~~The validity of an act of a director or senior officer on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his current office, election or qualification.~~
Article 187 In addition to the obligations imposed by laws, administrative regulations or listing rules of the stock exchange(s) on which shares of the Company are listed, the Company's directors, supervisors, managers and other senior management owe a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to them: 1. not to cause the Company to exceed the scope of business stipulated in its business licence; 2. to act honestly in the best interests of the Company; 3. not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; and 4. not to deprive the shareholders of their individual rights or interests, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of	**~~Article 187~~** ~~In addition to the obligations imposed by laws, administrative regulations or listing rules of the stock exchange(s) on which shares of the Company are listed, the Company's directors, supervisors, managers and other senior management owe a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to them:~~ ~~1. not to cause the Company to exceed the scope of business stipulated in its business licence;~~ ~~2. to act honestly in the best interests of the Company;~~ ~~3. not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; and~~ ~~4. not to deprive the shareholders of their individual rights or interests, including (without limitation) rights to distribution and voting rights, save pursuant to a restructuring of~~

Original articles	Revised articles after the proposed amendments
the Company submitted to shareholders for approval in accordance with the Articles of Association.	~~the Company submitted to shareholders for approval in accordance with the Articles of Association.~~
Article 188 Each of the Company's directors, supervisors, general manager and other senior management members owe a duty, in the exercise of his power and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	~~**Article 188**~~ ~~Each of the Company's directors, supervisors, general manager and other senior management members owe a duty, in the exercise of his power and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~
Article 189 The Company's directors, supervisors and senior management must, in the exercise of their duties, abide by the principle of good faith and shall not place themselves in a position where there is a conflict between their personal interest and their duties. The principle shall include (but not limited to) the fulfillment of the following obligations 1. to act honestly in the best interest of the Company 2. to exercise powers within the scope of their functions and powers and not to exceed such powers 3. to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person and not to delegate the exercise of his discretion to another party unless permitted by the law and administrative regulations or with the informed consent of the general meeting 4. to treat shareholders of the same class equally and to treat shareholders of different classes fairly	**Article 1~~89~~57** ~~The Company's directors, supervisors and senior management must, in the exercise of their duties, abide by the principle of good faith and shall not place themselves in a position where there is a conflict between their personal interest and their duties. The principle shall include (but not limited to) the fulfillment of the following obligations~~ ~~1. to act honestly in the best interest of the Company~~ ~~2. to exercise powers within the scope of their functions and powers and not to exceed such powers~~ ~~3. to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person and not to delegate the exercise of his discretion to another party unless permitted by the law and administrative regulations or with the informed consent of the general meeting~~ ~~4. to treat shareholders of the same class equally and to treat shareholders of different classes fairly~~

Original articles	Revised articles after the proposed amendments
5. not to conclude a contract or enter into a transaction or arrangement with the company except as otherwise provided in the Articles of Association of the company or with the informed consent of the general meeting	~~5. not to conclude a contract or enter into a transaction or arrangement with the company except as otherwise provided in the Articles of Association of the company or with the informed consent of the general meeting~~
6. not to use the company property for his own benefit in any way without the informed consent of the general meeting	~~6. not to use the company property for his own benefit in any way without the informed consent of the general meeting~~
7. not to exploit his position to accept bribes or other illegal income, misappropriate the company fund or expropriate the company property by any means, including (without limitation) opportunities advantageous to the company	~~7. not to exploit his position to accept bribes or other illegal income, misappropriate the company fund or expropriate the company property by any means, including (without limitation) opportunities advantageous to the company~~
8. not to accept commission in connection with company transaction without the informed consent of the general meeting	~~8. not to accept commission in connection with company transaction without the informed consent of the general meeting~~
9. to abide by the Articles of Association of the company, perform his duties faithfully, and protect the interest of the company and not to exploit his position and power in the company to advance his own private interest	~~9. to abide by the Articles of Association of the company, perform his duties faithfully, and protect the interest of the company and not to exploit his position and power in the company to advance his own private interest~~
10. not to seek for himself or others the business opportunities belonging to the company, operate for himself or others business similar to the company and compete with the company in any way without the informed consent of the general meeting	~~10. not to seek for himself or others the business opportunities belonging to the company, operate for himself or others business similar to the company and compete with the company in any way without the informed consent of the general meeting~~
11. not to misappropriate company fund or deposit the company fund or asset in an account under his own or other name	~~11. not to misappropriate company fund or deposit the company fund or asset in an account under his own or other name~~
12. not to, in violation of the provisions of the Articles of Association, lend fund to any other person or provide security for the company	~~12. not to, in violation of the provisions of the Articles of Association, lend fund to any other person or provide security for the company~~

Original articles	Revised articles after the proposed amendments
shareholders or other persons with the properties of the Company, without the consent of the general meeting or board of directors;	~~shareholders or other persons with the properties of the Company, without the consent of the general meeting or board of directors;~~
13. not to harm the interests of the Company through use of his connected relationship;	~~13. not to harm the interests of the Company through use of his connected relationship;~~
14. not to disclose confidential information relating to the Company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to use such information except in the interest of the Company; however, such information may be disclosed to the court or other governmental authorities in any of the following circumstances: (1) provided by law; (2) required in the public interest; or (3) required in the interest of such director, supervisor or senior officer of the Company. The income generated in violation of the provisions of this Article by the persons mentioned herein shall belong to the Company, and if loss is caused to the Company as a result of such violation, the violating person shall be liable for compensation.	~~14. not to disclose confidential information relating to the Company that was acquired by him or her during his or her office without the informed consent of the general meeting, and not to use such information except in the interest of the Company; however, such information may be disclosed to the court or other governmental authorities in any of the following circumstances:~~ ~~(1) provided by law;~~ ~~(2) required in the public interest; or~~ ~~(3) required in the interest of such director, supervisor or senior officer of the Company.~~ ~~The income generated in violation of the provisions of this Article by the persons mentioned herein shall belong to the Company, and if loss is caused to the Company as a result of such violation, the violating person shall be liable for compensation.~~ **Directors shall comply with laws, administrative regulations, and this Articles of Association and, with the following duties of loyalty to the Company, directors:** **1. shall not exploit his position to accept bribes or other illegal income, misappropriate the Company's property;**

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

Original articles	Revised articles after the proposed amendments
	Any income obtained by a director in violation of this article shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.
Article 190 Each director, supervisor, general manager or other senior management member of the Company shall not cause the following persons or institutions (“**Connected Persons**”) to do what he is prohibited from doing: 1. the spouse or minor child of such director, supervisor or senior management of the Company; 2. the trustee of a director, supervisor or senior management of the Company or any person referred to in item (1) above; 3. the partner of a director, supervisor or senior management of the Company or any person referred to in items (1) and (2) above; 4. the company over which a director, supervisor or senior management of the Company, alone or jointly with any person referred to in items (1), (2) and (3) above or any other director, supervisor or senior management of the Company, has actual control; and 5. the director, supervisor or senior management officer of a company being controlled as referred to in item (4) above.	~~**Article 190**~~ ~~Each director, supervisor, general manager or other senior management member of the Company shall not cause the following persons or institutions (“**Connected Persons**”) to do what he is prohibited from doing:~~ ~~1. the spouse or minor child of such director, supervisor or senior management of the Company;~~ ~~2. the trustee of a director, supervisor or senior management of the Company or any person referred to in item (1) above;~~ ~~3. the partner of a director, supervisor or senior management of the Company or any person referred to in items (1) and (2) above;~~ ~~4. the company over which a director, supervisor or senior management of the Company, alone or jointly with any person referred to in items (1), (2) and (3) above or any other director, supervisor or senior management of the Company, has actual control; and~~ ~~5. the director, supervisor or senior management officer of a company being controlled as referred to in item (4) above.~~

Original articles	Revised articles after the proposed amendments
	Article 158 **Directors shall comply with laws, administrative regulations, and this Articles of Association, and, with the following duties of diligence to the Company, directors:** **1. shall be prudent, scrupulous and diligent in exercising the authority conferred by the Company to ensure that the business activities of the Company comply with the laws, administrative regulations and various national economic policy requirements of the state, and that the business activities do not go beyond the scope of business activities specified in the Company's business license;** **2. shall treat all shareholders equally;** **3. shall keep abreast of the Company's business operation management status;** **4. shall sign confirmation in writing for periodic reports of the Company, and ensure that the information disclosed by the Company is true, accurate, and complete;** **5. shall provide accurate information and materials to the board of supervisors, and shall not interfere with the performance of duties by the board of supervisors or individual supervisors;** **6. shall have other duties of diligence prescribed by laws, administrative regulations, departmental rules and these Articles of Association.**

Original articles	Revised articles after the proposed amendments
Article 192 [illegible]	~~**Article 192**~~ ~~[illegible]~~
Article 193 [illegible]	**Article 1~~93~~60** ~~[illegible]~~
Article 194 [illegible]	~~**Article 194**~~ ~~[illegible]~~

Original articles	Revised articles after the proposed amendments
Article 195 The company shall not in any manner pay tax for or on behalf of its directors, supervisors or senior officers.	**Article 195** The company shall not in any manner pay tax for or on behalf of its directors, supervisors or senior officers.
Article 196 The company shall not directly or indirectly provide a loan or loan guarantee for a director, supervisor or senior management of the company or of the company's parent company, or persons connected with the above-mentioned persons. The provisions of the preceding paragraph shall not apply to the following circumstances: 1. the provision of a loan or loan guarantee by the company for a subsidiary of the company; 2. the provision of a loan or loan guarantee or other funds by the company to a director, supervisor or senior management of the company under an employment service contract approved by the general meeting, as to enable him to pay the expenses incurred for the sake of the company or for the performance of his company duties; and 3. the provision of a loan or loan guarantee by the company to a relevant director, supervisor or senior management of the company or to a connected person thereof on normal commercial terms, if the ordinary business scope of the company includes the lending of money or the provision of loan guarantee.	**Article 196** The company shall not directly or indirectly provide a loan or loan guarantee for a director, supervisor or senior management of the company or of the company's parent company, or persons connected with the above-mentioned persons. The provisions of the preceding paragraph shall not apply to the following circumstances: 1. the provision of a loan or loan guarantee by the company for a subsidiary of the company; 2. the provision of a loan or loan guarantee or other funds by the company to a director, supervisor or senior management of the company under an employment service contract approved by the general meeting, as to enable him to pay the expenses incurred for the sake of the company or for the performance of his company duties; and 3. the provision of a loan or loan guarantee by the company to a relevant director, supervisor or senior management of the company or to a connected person thereof on normal commercial terms, if the ordinary business scope of the company a [illegible]

Original articles	Revised articles after the proposed amendments
Article 197 A loan provided by the company in violation of the preceding Article shall be immediately repaid by the recipient of the loan, regardless of the term of the loan.	~~**Article 197**~~ ~~A loan provided by the company in violation of the preceding Article shall be immediately repaid by the recipient of the loan, regardless of the term of the loan.~~
Article 198 A loan guarantee provided by the company in breach of the provisions under Article 196 shall be unenforceable against the company, provided that 1. when the loan is provided to a connected person of a director, supervisor, general manager or other senior management of the company or its parent company, the loan provider is not aware of the circumstance; and 2. the collateral provided by the company has been lawfully sold by the loan provider to a bona fide purchaser.	~~**Article 198**~~ ~~A loan guarantee provided by the company in breach of the provisions under Article 196 shall be unenforceable against the company, provided that~~ ~~1. when the loan is provided to a connected person of a director, supervisor, general manager or other senior management of the company or its parent company, the loan provider is not aware of the circumstance; and~~ ~~2. the collateral provided by the company has been lawfully sold by the loan provider to a bona fide purchaser.~~
Article 199 For the purpose of the preceding articles of this chapter, the term "guarantee" shall include an act where a guarantor assumes liability or provides property to guarantee or secure the performance of obligation by an obligor.	~~**Article 199**~~ ~~For the purpose of the preceding articles of this chapter, the term "guarantee" shall include an act where a guarantor assumes liability or provides property to guarantee or secure the performance of obligation by an obligor.~~
Article 200 In addition to the rights and remedies provided by the laws and administrative regulations, where a director, supervisor and other senior management of the company in breach of his duties to the company, the company has right to	~~**Article 200**~~ ~~In addition to the rights and remedies provided by the laws and administrative regulations, where a director, supervisor and other senior management of the company in breach of his duties to the company, the company has right to~~

Original articles	**Revised articles after the proposed amendments**
1. Demand that the relevant director, supervisor or senior management compensate for the losses caused to the company as a consequence of the aforementioned act 2. Rescission of contracts or transactions concluded by the company with the relevant director, supervisor or senior management or contracts with third parties (where such third parties are aware or should be aware that the director, supervisor or senior management representing the company is in breach of his obligations to the company) 3. Demand that the relevant director, supervisor or senior management to surrender the gains derived from the breach of his obligations 4. Recover any funds received by the relevant director, supervisor or senior management that should have been received by the company, including (but not limited to) commissions 5. Demand that the relevant director, supervisor or senior management to return the interest earned or possibly earned on the funds that should have been given to the company; and 6. Take legal proceedings to decide that director, supervisor or senior management shall return to the company the property obtained as a consequence of the breach of obligations.	1. Demand that the relevant director, supervisor or senior management compensate for the losses caused to the company as a consequence of the aforementioned act 2. Rescission of contracts or transactions concluded by the company with the relevant director, supervisor or senior management [illegible] company

Original articles	Revised articles after the proposed amendments
In addition, the Company shall enter into a contract in writing with each director, supervisor and senior officer containing at least the following provisions: (1) an undertaking by the director, supervisor or senior officer to the Company that he shall observe and comply with the Company Law, the Special Regulations, the Articles of Association and the regulations of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association and that neither the contract nor his office is capable of assignment; (2) an undertaking by the director, supervisor or senior officer to the Company that he shall act as agent for each shareholder to observe and comply with his obligations to shareholders stipulated in the Articles of Association; (3) the arbitration clause as set out in Article 250 thereof.	~~In addition, the Company shall enter into a contract in writing with each director, supervisor and senior officer containing at least the following provisions:~~ ~~(1) an undertaking by the director, supervisor or senior officer to the Company that he shall observe and comply with the Company Law, the Special Regulations, the Articles of Association and the regulations of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association and that neither the contract nor his office is capable of assignment;~~ ~~(2) an undertaking by the director, supervisor or senior officer to the Company that he shall act as agent for each shareholder to observe and comply with his obligations to shareholders stipulated in the Articles of Association;~~ ~~(3) the arbitration clause as set out in Article 250 thereof.~~
	Article 162 **The senior management members of the Company shall carry out their duties honestly and faithfully, and protect the best interests of the Company and all of its shareholders as a whole. A senior management member of the Company shall be liable for compensation according to the law if he/she fails to perform his/her duties honestly and faithfully or in breach of his/her fiduciary duties, thereby causing damage to the interests of the Company and its public shareholders.**

Original articles	Revised articles after the proposed amendments

Original articles	Revised articles after the proposed amendments
For the purpose of the preceding paragraph, the term "takeover of the Company" shall refer to any of the following circumstances: 1. anyone makes a general offer to all the shareholders; 2. anyone makes a general offer so that the offeror becomes a controlling shareholder as defined herein. If the relevant director or supervisor fails to comply with this Article, any funds received by him shall belong to the persons that have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in distribution of such funds on a pro rata basis shall be borne by the relevant director or supervisor and may not be deducted from such funds.	~~For the purpose of the preceding paragraph, the term "takeover of the Company" shall refer to any of the following circumstances:~~ ~~1. anyone makes a general offer to all the shareholders;~~ ~~2. anyone makes a general offer so that the offeror becomes a controlling shareholder as defined herein.~~ ~~If the relevant director or supervisor fails to comply with this Article, any funds received by him shall belong to the persons that have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in distribution of such funds on a pro rata basis shall be borne by the relevant director or supervisor and may not be deducted from such funds.~~
Article 207 …… At least 21 days before the annual general meeting, the Company shall deliver the aforementioned report to each holder of overseas listed foreign shares with the postage prepaid by mail or other means (including through posting at the Company's website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for listing of the Company's shares, with the address subject to the registered address on the shareholders' register.	**Article ~~207~~170** …… At least 21 days before the annual general meeting, the Company shall deliver the aforementioned report to each holder of overseas listed foreign shares with the postage prepaid by mail or other means (including through posting at the Company's website or other websites designated by the relevant stock exchange) permitted by the Stock Exchange for listing of the Company's shares, with the address subject to the registered address on the shareholders' register.
Article 208 The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations, but also in accordance with international accounting	~~**Article 208**~~ ~~The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations, but also in accordance with international accounting~~

Original articles	Revised articles after the proposed amendments
standards or the accounting standards of the place(s) outside the PRC where shares of the company are listed. If there are major differences in the financial statements prepared in accordance with the two sets of accounting standards, such differences shall be stated in the appended notes to such financial statements. For purposes of the company's distribution of after-tax profits for a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall govern.	~~standards or the accounting standards of the place(s) outside the PRC where shares of the company are listed. If there are major differences in the financial statements prepared in accordance with the two sets of accounting standards, such differences shall be stated in the appended notes to such financial statements. For purposes of the company's distribution of after-tax profits for a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall govern.~~
Article 209 Interim results or financial information published or disclosed by the company shall be prepared in accordance with PRC accounting standards, laws and regulations, as well as international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the company are listed.	~~**Article 209**~~ ~~Interim results or financial information published or disclosed by the company shall be prepared in accordance with PRC accounting standards, laws and regulations, as well as international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the company are listed.~~
Article 216 That an amount paid up in advance of calls on any share of the company may carry interest, but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.	~~**Article 216**~~ ~~That an amount paid up in advance of calls on any share of the company may carry interest, but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.~~
Article 217 Under the premise in pursuant to relevant PRC laws and regulations, the company may exercise the right to forfeit unclaimed dividends, but that power shall not be exercised until after the expiration of the applicable limitation period for the declaration of dividend distribution.	**Article ~~217~~177** ~~Under the premise in pursuant to relevant PRC laws and regulations, the company may exercise the right to forfeit unclaimed dividends, but that power shall not be exercised until after the expiration of the applicable limitation period for the declaration of dividend distribution.~~

Original articles	Revised articles after the proposed amendments
Where power is taken by the Company to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered. Where power is taken by the Company, with proper means determined by the board of directors, to sell the overseas listed foreign shares of a shareholder who is untraceable, it will not be exercised unless: (1) dividends on the relevant shares have been delivered at least 3 times within 12 years and have not been claimed; and (2) the Company places advertisement in one or more newspapers of the Company's listing location after the 12 years have elapsed, stating its intention to sell the shares and informing the Stock Exchange of such intention.	~~Where power is taken by the Company to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.~~ ~~Where power is taken by the Company, with proper means determined by the board of directors, to sell the overseas listed foreign shares of a shareholder who is untraceable, it will not be exercised unless:~~ ~~(1) dividends on the relevant shares have been delivered at least 3 times within 12 years and have not been claimed; and~~ ~~(2) the Company places advertisement in one or more newspapers of the Company's listing location after the 12 years have elapsed, stating its intention to sell the shares and informing the Stock Exchange of such intention.~~
Article 220 …… The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting. If the Company's establishment meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.	**Article ~~220~~180** …… ~~The first accounting firm of the Company may be employed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.~~ ~~If the Company's establishment meeting does not exercise its power under the preceding paragraph, the board of directors shall exercise such power.~~

Original articles	Revised articles after the proposed amendments
Article 222 An accounting firm employed by the Company shall have the following rights: 1. the right of access at any time to the accounting books, records or vouchers of the Company and the right to require directors and senior management of the Company to provide relevant information and explanation; 2. the right to require the Company to take all reasonable measures to obtain from its subsidiaries such information and explanation as are necessary for the accounting firm to perform its duties; 3. the right to attend general meetings, receive all notices of, or other information concerning, any meeting which shareholders have a right to receive and to speak at any general meeting in relation to any matter which relates to it as the accounting firm of the Company.	**Article ~~222~~182** ~~An accounting firm employed by the Company shall have the following rights:~~ ~~1. the right of access at any time to the accounting books, records or vouchers of the Company and the right to require directors and senior management of the Company to provide relevant information and explanation;~~ ~~2. the right to require the Company to take all reasonable measures to obtain from its subsidiaries such information and explanation as are necessary for the accounting firm to perform its duties;~~ ~~3. the right to attend general meetings, receive all notices of, or other information concerning, any meeting which shareholders have a right to receive and to speak at any general meeting in relation to any matter which relates to it as the accounting firm of the Company.~~ **The Company shall commit to provide true and complete accounting evidences, books, financial and accounting reports and other accounting information to the accounting firm it employs without any refusal, withholding and misrepresentation.**
Article 223 If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before the general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy continues, such accounting firms shall continue to act.	~~**Article 223**~~ ~~If the position of accounting firm becomes vacant, the board of directors may appoint an accounting firm to fill such vacancy before the general meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy continues, such accounting firms shall continue to act.~~

Original articles	Revised articles after the proposed amendments
Article 224 …… The general meeting may, by means of an ordinary resolution, dismiss an accounting firm prior to the expiration of its term of employment, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.	**Article ~~224~~183** …… ~~The general meeting may, by means of an ordinary resolution, dismiss an accounting firm prior to the expiration of its term of employment, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.~~
Article 226 The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the general meeting and reported to the State Council authorities in charge of securities for their record. Where the Company intends to pass a resolution at a general meeting to appoint a non-incumbent accounting firm to fill any vacancy of the position of the accounting firm, or to dismiss an accounting firm before the expiration of a term of office, such matter shall be dealt with the following provisions (1) Before the general meeting notice, the proposal on the appointment or dismissal shall be delivered to the accounting firm to be appointed or to leave its office, or had retired in the relevant fiscal year. Leave herein shall include dismissal, resignation and retirement for an accounting firm. (2) If the accounting firm to leave its office makes a statement in writing and requires the statement to be informed to shareholders by the	**~~Article 226~~** ~~The employment, dismissal or refusal of the renewal of the employment of an accounting firm shall be decided upon by the general meeting and reported to the State Council authorities in charge of securities for their record.~~ ~~Where the Company intends to pass a resolution at a general meeting to appoint a non-incumbent accounting firm to fill any vacancy of the position of the accounting firm, or to dismiss an accounting firm before the expiration of a term of office, such matter shall be dealt with the following provisions~~ ~~(1) Before the general meeting notice, the proposal on the appointment or dismissal shall be delivered to the accounting firm to be appointed or to leave its office, or had retired in the relevant fiscal year. Leave herein shall include dismissal, resignation and retirement for an accounting firm.~~ ~~(2) If the accounting firm to leave its office makes a statement in writing and requires the statement to be informed to shareholders by the~~

Original articles	Revised articles after the proposed amendments
company, unless being too late for the receipt of such statement, otherwise the company shall take the following measures: 1. Making instruction in the notice to the resolution that the leaving accounting firm has made such statement; and 2. Copies of such statement as the annex to the notice shall be sent to shareholders with the means set forth in the Articles of Association. (3) Provided the company failed to deliver such statement by the relevant accounting firm in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints. (4) The accounting firm to leave is entitled to attend the following meeting: 1. the general meeting at which its term of office shall expire; 2. the general meeting at which to fill the vacancy due to its dismissal; and 3. the general meeting convened for its resignation. The accounting firm to leave is entitled to receive all notices or other information related to the above meetings, and to speak at the aforementioned meeting on matters related to the former accounting firm of the company.	~~company, unless being too late for the receipt of such statement, otherwise the company shall take the following measures:~~ ~~1. Making instruction in the notice to the resolution that the leaving accounting firm has made such statement; and~~ ~~2. Copies of such statement as the annex to the notice shall be sent to shareholders with the means set forth in the Articles of Association.~~ ~~(3) Provided the company failed to deliver such statement by the relevant accounting firm in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.~~ ~~(4) The accounting firm to leave is entitled to attend the following meeting:~~ ~~1. the general meeting at which its term of office shall expire;~~ ~~2. the general meeting at which to fill the vacancy due to its dismissal; and~~ ~~3. the general meeting convened for its resignation.~~ ~~The accounting firm to leave is entitled to receive all notices or other information related to the above meetings, and to speak at the aforementioned meeting on matters related to the former accounting firm of the company.~~
Article 227 Where the company terminates or decides not to continue to appoint an accounting firm, it shall notify the accounting firm in advance.	**Article ~~227~~185** Where the company terminates or decides not to continue to appoint an accounting firm, it shall notify the accounting firm in advance.

Original articles	Revised articles after the proposed amendments
Where the general meeting votes on terminating the appointment of an accounting firm, the accounting firm be entitled to present its views. Where an accounting firm proposes to resign, it shall explain to the general meeting whether there are any improper irregularities in the company. (1) The accounting firm may resign from its post by depositing the resignation notice in writing at the legal address of the company. Such notice shall take effect upon the date of its deposit at the legal address of the company or a later date as specified in the notice. And the notice shall include the following statement: 1. that its resignation does not involve any announcement to shareholders or creditors of the company; or 2. any other such circumstances that shall be presented. (2) Within 14 days upon the receipt of such notice in writing referred to in paragraph (1) of this article, the company shall deliver a copy of the notice to the competent authorities. If the notice contains a statement as above mentioned in paragraph (1) 2, the company shall prepare and place a copy of such statement at the company for inspection by shareholders. The company shall also deliver a copy of such foregoing statement with postage prepaid by mail to each overseas-listed foreign shareholder by the address registered in the shareholder register, or, under the premise of subject to applicable laws, regulations and listing rules, post such information on the company website or a website specified by the exchange of the listing place of the company shares.	Where the general meeting votes on terminating the appointment of an accounting firm, the accounting firm be entitled to present its views. Where an accounting firm proposes to resign, it shall explain to the general meeting whether there are any improper irregularities in the company. ~~(1) The accounting firm may resign from its post by depositing the resignation notice in writing at the legal address of the company. Such notice shall take effect upon the date of its deposit at the legal address of the company or a later date as specified in the notice. And the notice shall include the following statement:~~ ~~1. that its resignation does not involve any announcement to shareholders or creditors of the company; or~~ ~~2. any other such circumstances that shall be presented.~~ ~~(2) Within 14 days upon the receipt of such notice in writing referred to in paragraph (1) of this article, the company shall deliver a copy of the notice to the competent authorities. If the notice contains a statement as above mentioned in paragraph (1) 2, the company shall prepare and place a copy of such statement at the company for inspection by shareholders. The company shall also deliver a copy of such foregoing statement with postage prepaid by mail to each overseas-listed foreign shareholder by the address registered in the shareholder register, or, under the premise of subject to applicable laws, regulations and listing rules, post such information on the company website or a website specified by the exchange of the listing place of the company shares.~~

Original articles	Revised articles after the proposed amendments
(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this article, the accounting firm may request the board of directors to convene an extraordinary general meeting for shareholders to hear its explanation on the situation of resignation.	~~(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this article, the accounting firm may request the board of directors to convene an extraordinary general meeting for shareholders to hear its explanation on the situation of resignation.~~
Article 228 The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association, relevant examination and approval procedures shall be carried out according to law. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to request the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The content of the resolution approving the merger or division of the Company shall be compiled as a special document for inspection by shareholders. Holders of overseas listed shares of the Company that are listed in Hong Kong or other territories shall be served copies of the above-mentioned document by post.	~~**Article 228**~~ ~~The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in the Articles of Association, relevant examination and approval procedures shall be carried out according to law. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to request the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The content of the resolution approving the merger or division of the Company shall be compiled as a special document for inspection by shareholders.~~ ~~Holders of overseas listed shares of the Company that are listed in Hong Kong or other territories shall be served copies of the above-mentioned document by post.~~
Article 233 Where the Company is dissolved according to the provisions of Article 232 (1), (2), (5) or (6) of the Articles of Association of Association, a liquidation group shall be formed within 15 days of the occurrence of the cause of dissolution to carry out liquidation. The liquidation group shall comprise the directors or other persons as determined by the general meeting. Where no liquidation group	**Article ~~233~~190** Where the Company is dissolved according to the provisions of Article ~~232~~189 (1), (2), (5) or (6) of the Articles of Association of Association, a liquidation group shall be formed within 15 days of the occurrence of the cause of dissolution to carry out liquidation. The liquidation group shall comprise the directors or other persons as determined by the general meeting. Where no liquidation group is formed within the time

Original articles	Revised articles after the proposed amendments
formed within the time limit, the creditor may apply to the people's court to designate relevant persons to form a liquidation group. Where the Company is dissolved according to the provisions of Article 232 (4) of the Articles of Association of Association, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.	limit, the creditor may apply to the people's court to designate relevant persons to form a liquidation group. Where the Company is dissolved according to the provisions of Article ~~232~~**189** (4) of the Articles of Association of Association, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out liquidation.
Article 239	**Article ~~239~~196**
Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account in respect of the liquidation period and, after verification thereof by a PRC accountant, submit the same to the shareholders' general meeting or the people's court for confirmation. And within 30 days from the date of the shareholders' general meeting or the people's court confirmation, the Company should submit the aforementioned documents to the Company registration authority to apply for company de-registration, and announce the Company termination.	Following the completion of liquidation, the liquidation committee shall formulate a liquidation report~~, a revenue and expenditure statement and financial account in respect of the liquidation period and, after verification thereof by a PRC accountant~~, submit the same to the shareholders' general meeting or the people's court for confirmation. And ~~within 30 days from the date of the shareholders' general meeting or the people's court confirmation~~, the Company should submit the aforementioned documents to the Company registration authority to apply for company de-registration, and announce the Company termination.
Article 246	**Article ~~246~~203**
…… Unless the context otherwise requires, "announcement" referred to in the Articles of Association shall refer to (1) if issued to domestic shareholders or within the PRC, in accordance with relevant regulations and the Articles of Association, the announcement published in such three newspapers as specified by the relevant laws and regulations or the state securities regulatory agency and	…… Unless the context otherwise requires, "announcement" referred to in the Articles of Association shall refer to (1) if issued to domestic shareholders or within the PRC, in accordance with relevant regulations and the Articles of Association, the announcement published in such three newspapers as specified by the relevant laws and regulations or the state securities regulatory agency and (

Original articles	Revised articles after the proposed amendments
( ) If listed on Hong Kong, to holders of H shares in accordance with the relevant provisions of the Articles of Association, announcement being published in Hong Kong newspaper specified in relevant listing rules. All notice or other document required under Chapter 13 of the Hong Kong Stock Exchange Listing Rules to be sent by the Company shall be in the English language, or [illegible]	[illegible]